PLAINTIFF'S EXHIBIT

DC-75

WAIVER OF NOTICE OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS OF VICTOR MANUFACTURING & GASKET COMPANY

The undersigned, being all of the Directors of the VICTOR MANUFACTURING & GASKET COMPANY, an Illinois corporation, hereby waive all notice, whether provided by statute or otherwise, and consent to the holding of a special meeting of the Board of Directors of said corporation on the 20th day of December, A.D. 1966, at 4:00 p.m., or any adjournment or adjournments thereof, at the office of the corporation, 5750 West Roosevelt Road, Chicago, Illinois, for the purposes of considering:

(a) The transfer of Equitable Life Assurance Policy No. 65,293,459 on the life of Wayne D. Neathery;

(b) The acceptance of the offer of Dana Corporation to donate all the outstanding preferred stock for cancellation;

(c) A proposal to eliminate the offices of Vice Chairman of the Board, Vice President of Pricing, Purchasing & Catalog, President - International Division, and Vice President - International Division;

(d) A proposal to purchase the property of Henry Dehr; and

(e) Such other matters as may properly come before the meeting.

DATED: December 20, 1966

S. S. Witz

O. W. Clifton

J. R. Miller

Wayne D. Neathery

Being all of the Directors of said Corporation.

MINUTES OF: A special meeting of the Board of Directors of VICTOR MANUFACTURING & GASKET COMPANY, an Illinois corporation, held at the office of said company, 5750 West Roosevelt Road, in the City of Chicago, in the County of Cook and State of Illinois, on the 20th day of December, A.D. 1966, at 4:00 p.m., pursuant to waiver of notice by all the Directors of the Company.

The following Directors, constituting a majority of the Board of Directors, were present in person at the meeting:

George E. Victor
Orrin W. Clifton
Wayne D. Neathery

The meeting was called to order by Mr. George E. Victor, Chairman. Mr. Stanley W. Gustafson, Secretary of the corporation, recorded the proceedings.

The Secretary reported that a majority of the Directors were present in person at the meeting; and, therefore, the meeting was legally constituted for the transaction of business.

The Chairman stated that the first order of business was the transfer of all right, title, and interest in Equitable Life Assurance Policy No. 65,293,459, on the life of Wayne D. Neathery, pursuant to a resolution duly made, seconded, and unanimously approved, of a special meeting of the Board of Directors on the 13th day of October, A.D. 1966, authorizing the officers of this Company to sell all insurance policies owned by this Company on the lives of individuals, on or before their next premium dates.

After discussion, upon motion duly made and seconded, and unanimously approved, it was

RESOLVED that all right, title, and interest of Victor Manufacturing & Gasket Company in and to policy No. 65,293,459, issued by the Equitable Life Assurance Society of the United States on the life of Wayne D. Neathery, be transferred, assigned and set over by the Victor Manufacturing & Gasket Company to Wayne D. Neathery, the said insured, and that George E. Victor, Chairman of the Board of the Victor Manufacturing & Gasket Company be, and hereby is, authorized to execute on behalf of said corporation any and all documents necessary to effect a complete and absolute transfer of said policy to Wayne D. Neathery, the said insured.

The Chairman stated that the next order of business was consideration of the offer of Dana Corporation to donate all the outstanding preferred stock of the Victor Manufacturing & Gasket Company, to the Victor Manufacturing & Gasket Company for cancellation.

After discussion, upon motion duly made, seconded, and unanimously approved, it was

RESOLVED that the officers of this Company be, and they hereby are, authorized to accept the offer of Dana Corporation to donate to the Company all the outstanding preferred stock of Victor Manufacturing & Gasket Company.

FURTHER RESOLVED that the officers of this Company be, and they hereby are, authorized and directed to cancel the preferred stock so donated.

The Chairman stated that the next order of business was to consider a proposal to eliminate the offices of Vice Chairman of the Board, Vice President of Pricing, Purchasing & Catalog, President - International Division, and Vice President - International Division.

After discussion, upon motion duly made, seconded, and unanimously approved it was

RESOLVED that the offices of Vice President of Pricing, Purchasing & Catalog, President - International Division, and Vice President - International Division, be abolished effective December 31, 1966.

FURTHER RESOLVED that Section 5a of Article V of the Bylaws of this Corporation be eliminated effective December 31, 1966.

The Chairman stated that the next order of business was a proposal to purchase the Henry E. Dehr, Jr. residence because Dehr was being transferred by the company to Robinson, Illinois, in order to become Plant Manager of Plant No. 4.

After discussion, upon motion duly made, seconded, and unanimously approved, it was

RESOLVED that the officers of this Company be, and they hereby are, authorized and directed to purchase the Henry E. Dehr, Jr. residence located at 6739 Woodcrest Avenue, Fort Wayne, Indiana, Lot number 25 in Maplewood Park, a Sub-division in the East Half of the Northwest Quarter of Section 27, Township 31 North, Range 13 East, in Allen County, Indiana, for Twenty-Seven Thousand Two-Hundred and Fifty Dollars ($27,250.00) for the purpose of facilitating the transfer of a Plant Manager to another geographical location of one of this company's plants and with the intention of reselling this residence.

There being no further business, the meeting thereupon adjourned.

Secretary

APPROVED:

DIRECTORS