PLAINTIFF'S EXHIBIT

DC-69

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 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 8th day of July, A. D. 1966, at 8:00 A.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) A proposed contract with completed schedules for sale of all of the stock of the Company to the Dana Corporation;

(b) Ratification of an Agreement with American Steel Export Co., Inc.; and

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

DATED: July 8, 1966

S. E. Victor

Orrin W. Clifton

W. J. Victor

K. E. [illegible]

Wayne O'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 8th day of July, A. D. 1966, at 8:00 A.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
William F. Victor
Wayne D. Neathery

The meeting was called to order by Mr. George E. Victor, Chairman. Mr. Frederick B. Tuttle, 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 proposed Agreement between the shareholders of Victor Manufacturing & Gasket Company and the Dana Corporation. He stated that the schedules called for in the Agreement have now been completed. He distributed copies of these schedules to the members of the Board.

After discussion, upon a motion by Mr. George E. Victor, seconded by Mr. William F. Victor, and approved by a majority of the Directors present, it was

RESOLVED, that the Chairman of the Board and Secretary of VICTOR MANUFACTURING & GASKET COMPANY, be, and they hereby are, authorized, directed, and empowered to execute in the name of and on behalf of this corporation the Agreement among Dana Corporation, Victor Manufacturing & Gasket Company, the stockholders of Victor Manufacturing & Gasket Company who sign said Agreement, and certain other parties, relating to the purchase by Dana Corporation of the stock of Victor Manufacturing & Gasket Company in the form in which said Agreement was submitted to this meeting, subject only to such changes therein as shall be approved by the above authorized officers, evidence of their approval to consist of their execution of said Agreement.

FURTHER RESOLVED, that the officers of this corporation, be, and they hereby are, authorized, directed, and empowered on behalf of this corporation to perform, or to cause to be performed, all of the obligations of this corporation set forth in the above approved Agreement among Dana Corporation, Victor Manufacturing & Gasket Company, the stockholders of Victor Manufacturing & Gasket Company, and certain other parties.

FURTHER RESOLVED, that the aforesaid Agreement be submitted to the stockholders of Victor Manufacturing & Gasket Company with the recommendation of the Board that they enter into such Agreement.

The Chairman stated that the next order of business was the Agreement with American Steel Export Co., Inc.

The Secretary outlined the basic features of the Agreement for distribution of Victor products in certain foreign countries by American Steel Export Co., Inc. on an exclusive territory arrangement. Copies of the Agreement were distributed to all of the Directors present.

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

RESOLVED that the actions of the officers of this Company in entering into an Agreement with American Steel Export Co., Inc. on July 1, 1966, be, and they hereby are, ratified and approved.

FURTHER RESOLVED that a copy of this Agreement be made a part of the minutes of this meeting.

There being no further business, the meeting thereupon adjourned.

J. B. Tuttle

Secretary

APPROVED:

R. J. Victor

R. W. Clifton

Wayne Heathery

DIRECTORS