PLAINTIFF'S EXHIBIT

DC-122

DANA CORPORATION

MINUTES OF EXECUTIVE COMMITTEE MEETING

A meeting of the Executive Committee of the Board of Directors of Dana Corporation was held at 4100 Bennett Road, Toledo, Ohio, on Wednesday, February 14, 1968, at 10:00 o'clock a.m.

Present:

Messrs. J. E. Martin
J. R. Miller
G. B. Mitchell

constituting a majority of the Committee.

Mr. Martin presided as Chairman of the meeting and Mr. L. L. Dodge, Secretary of the Committee, acted as Secretary of the meeting.

Mr. Martin stated that Victor Manufacturing & Gasket Company had arranged for an option to purchase the remainder of the outstanding capital stock of TF Victor, S. A. de C. V. from Sr. Guillermo Brunssen prior to Dana's acquisition of Victor, and that in the interest of the future successful operation of the Company that these shares should now be acquired.

In accordance with a Stock Purchase Agreement between Dana Corporation and Sr. Guillermo Brunssen Dana will purchase 9,500 shares of capital stock of TF Victor, S. A. de C. V. from Sr. Guillermo Brunssen at a price of $100.00 per share, total price $950,000.00. Dana will pay to Sr. Guillermo Brunssen $475,000.00 on closing date and $475,000 on or before the first anniversary date of the closing date.

On motion duly made and seconded, it was unanimously

RESOLVED, that the proper officers of the Corporation be and

they hereby are authorized to purchase 9,500 shares of capital stock of TF Victor, S. A. de C. V. at a price of $100.00 per share, total price $950,000.00.

There being no further business to come before the meeting, on motion duly made and seconded, the meeting adjourned.

Secretary of the Meeting

Approved:

Chairman of the Meeting