PLAINTIFF'S EXHIBIT

DC-77

DANA CORPORATION

MINUTES OF MEETING OF BOARD OF DIRECTORS

A meeting of the Board of Directors of DANA CORPORATION was held at 4100 Bennett Road, Toledo, Ohio, on Tuesday, January 31, 1967, at 10:00 o'clock a.m., pursuant to due notice of the meeting.

Present:

Messrs. J. E. Martin
J. R. Miller
R. C. McPherson
T. J. Dolan
D. H. Teetor

constituting a majority of the Board.

Mr. Martin, Chairman of the Board, presided as Chairman of the meeting; Mr. L. L. Dodge, Secretary, acted as Secretary of the meeting.

The Chairman stated that Victor's counsel had advised that the retirement and cancellation of all of the Victor Manufacturing & Gasket Company 20,000 preferred shares of 6% non-cumulative, $100 par value, stock was desirable in order to eliminate dividend requirements of such stock.

WHEREAS, Dana Corporation owns all of the issued and outstanding capital stock of Victor Manufacturing & Gasket Company, and

WHEREAS, it would be advantageous to Victor to retire and cancel all of its authorized preferred shares of 6% non-cumulative, $100 par value, and

WHEREAS, the surrender by Dana to Victor of the 18,000 shares of Victor preferred stock, 6% non-cumulative, $100 par value, owned by Dana and constituting all of such stock issued and outstanding, for retirement and cancellation would in no way change Dana's percentage of ownership or control of Victor or the value of Dana's investment in Victor;

NOW, THEREFORE, on motion duly made and seconded, it was unanimously

RESOLVED, that the Chairman, the President or any Vice President and the Secretary or the Treasurer or any Assistant Secretary or any Assistant Treasurer be, and they hereby are, authorized and directed to surrender to the Secretary or the Treasurer or any Assistant Secretary or any Assistant Treasurer of Victor Manufacturing & Gasket Company 18,000 shares of Victor's preferred stock, 6% non-cumulative, $100 par value, for retirement and cancellation; and be it further

RESOLVED, that the aforesaid officers of this Corporation be, and they hereby are, authorized and directed to take all such further action, and to make, execute and deliver all such further documents, as they may deem necessary or desirable in order to carry out the intent and purpose of the foregoing resolution.

On motion duly made and seconded, the meeting adjourned.

Secretary of the Meeting

Approved:

Chairman of the Board