PLAINTIFF'S EXHIBIT

DC-123

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 Tuesday, February 27, 1968, at 2:30 o'clock p.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 acted as Secretary of the meeting.

On motion duly made and seconded, it was unanimously

RESOLVED, that THE TOLEDO TRUST COMPANY, Toledo, Ohio, as a designated depositary of this Corporation, be and it is hereby requested, authorized and directed until otherwise ordered:

1. Funds deposited in this Corporation's name in its Dana Corporation, Victor Divisions, Robinson, Illinois, GENERAL ACCOUNT shall be subject to withdrawal on the check, draft, note or order of this Corporation signed by any two of the following:

Officers:

Chairman of the Board
President
Any Vice President
Any Assistant Vice President
Treasurer
Any Assistant Treasurer
Secretary
Any Assistant Secretary
Controller

Employees:

Henry Dehr
G. G. Quenzer
S. G. Cerve
W. F. Roberson

2. To pay such checks, drafts, notes or orders, and to receive the same for credit of or in payment from the payee or any other holder, when so signed, without inquiry as to the circumstances of their issue or the disposition of the proceeds, whether drawn to the individual order of or tendered in payment of individual obligations of the said above named persons or other officers of this Corporation, or otherwise.

3. All previous authorizations for the signing and honoring of checks, drafts or other orders for the payment of money drawn

on said The Toledo Trust Company by this Corporation are hereby continued in full force and effect as amplified hereby.

On motion duly made and seconded, the meeting adjourned.

Secretary of the Meeting

Approved:

Chairman of the Meeting

Form BCA-80

Date Paid 3-11-68
Filing Fee $ 1.00 2-1065
Clerk JP

Form BCA-80

PLAINTIFF'S EXHIBIT
DC-124

(These articles to be filed in triplicate.)

ARTICLES OF DISSOLUTION PURSUANT TO SECTION 80 OF "THE BUSINESS CORPORATION ACT"

OF

VICTOR MANUFACTURING & GASKET COMPANY

To PAUL POWELL,
Secretary of State,
Springfield, Illinois.

The undersigned corporation, for the purpose of dissolving, and pursuant to the provisions of "The Business Corporation Act" of the State of Illinois relating to the dissolution of said corporation, hereby executes the following articles of dissolution:

MAR 11 1968
Secretary of State

Article 1. Name of corporation is VICTOR MANUFACTURING & GASKET COMPANY

Article 2. On the 31st day of August, A.D. 19 67, the corporation filed with the Secretary of State, and on the 5th day of September, A.D. 1967, with the Recorder of Deeds of the County in which the registered office of the corporation is situated, a statement of intent to dissolve.

*Article 3. All debts, obligations and liabilities of the corporation have been paid and discharged or that adequate provision has been made therefor.

*Article 4. All the remaining property and assets of the corporation have been distributed among its shareholders, in accordance with their respective rights and interests.

*Article 5. There are no suits pending against the corporation in any court, or that adequate provision has been made for the satisfaction of any judgment, order, or decree which may be entered against it in any pending suit.

(OVER)

IN WITNESS WHEREOF, the undersigned corporation has caused these articles to be executed in its name by its ~~—~~ President and its corporate seal to be hereto affixed, attested by its ~~—~~ Secretary this 30th day of November, A.D. 19 67.

VICTOR MANUFACTURING & GASKET COMPANY
(EXACT CORPORATE TITLE)

By Wayne D. Neathery
Its President ~~(or Vice-President)~~

Place (CORPORATE SEAL) Here

Attest: L. K. Gustafson
Its Secretary ~~(or Assistant Secretary)~~

STATE OF Illinois
COUNTY OF Cook } ss.

I, Lillian M. Wittner, a Notary Public, do hereby certify that on the 30th day of November, A.D. 19 67, Wayne D. Neathery (PRESIDENT OR VICE-PRESIDENT) personally appeared before me and being first duly sworn by me acknowledged that he signed the foregoing document in the capacity therein set forth and declared that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year before written.

Place (NOTARIAL SEAL) Here

Lillian M. Wittner
Notary Public

Form BCA-80

Box 1118 File 312

ARTICLES OF DISSOLUTION
Pursuant to Section 80 of "The Business Corporation Act"
OF
VICTOR MANUFACTURING & GASKET COMPANY

*Note: Nothing should be inserted in Articles 3, 4 and 5 of the Articles of Dissolution as these are statements of fact required under the Statute.

FILED
MAR 11 1968
Secretary of State

These articles must be filed in triplicate

Filing Fee $1.00

(Rev. 1-Aug 66) (12210—10M—8-67)(1)