PLAINTIFF'S EXHIBIT

DC-68

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 24th day of June, A. D. 1966, at 9:00 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 proposal for the sale by the shareholders of all of the Company stock to the Dana Corporation;

(b) A proposed modification of the early retirement contract between Orrin W. Clifton and the Company;

(c) A proposed contract of employment between George E. Victor and the Company; and

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

DATED: June 24, 1966

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 24th day of June, A. D. 1966, at 9 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
Orrin W. Clifton
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 announced that the first order of business was the proposed sale by the shareholders of Victor Manufacturing & Gasket Company to the Dana Corporation of all of the stock in this Company.

The Vice Chairman provided each member of the Board of Directors with a copy of a proposed Memorandum of Agreement between Victor Manufacturing & Gasket Company and the Dana Corporation. He explained that basically it calls for the sale to the Dana Corporation by the shareholders of Victor Manufacturing & Gasket Company for a total of Twenty-Four Million Dollars ($24,000,000) all of the outstanding common and preferred stock of Victor Manufacturing & Gasket Company. The proposed Agreement calls for attachment of several schedules to be signed by the President and the Secretary of the Company.

After discussion, on motion by Mr. Orrin W. Clifton, seconded by Mr. William F. Victor, and approved by a majority of the Directors present, it was

RESOLVED that the proposed Memorandum of Agreement between this Company and the Dana Corporation be, and it hereby is, approved.

FURTHER RESOLVED that this Board recommend to the shareholders of this Company that the offer by the Dana Corporation as set forth in the proposed Agreement be accepted by the shareholders.

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

The Chairman announced that the next order of business was a modification in the early retirement agreement between this Company and Mr. Orrin W. Clifton dated September 1, 1964. The Chairman stated that the purpose of the modification was to set forth in greater detail the non-competition clause in the original agreement.

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

RESOLVED that the agreement between this Company and Mr. Orrin W. Clifton, dated September 1, 1964, be, and it hereby is, modified.

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

The Chairman stated that the next order of business was a proposed employment contract between Mr. George E. Victor and this Company.

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

RESOLVED that the proposed contract of employment between this Company and Mr. George E. Victor be, and it hereby is, approved.

FURTHER RESOLVED that a copy of the aforementioned contract of employment be made a part of the minutes of this meeting.

There being no further business, the meeting thereupon adjourned.

Y. B. Tuttle
Secretary

APPROVED:

DIRECTORS