PLAINTIFF'S EXHIBIT

DC-100

WAIVER OF NOTICE OF
A SPECIAL MEETING OF
THE BOARD OF DIRECTORS OF
SMITH & KANZLER COMPANY

The undersigned, being all of the Directors of SMITH & KANZLER COMPANY, a New Jersey 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 3rd day of April, A. D. 1968, at 10:00 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 pension agreement for employees represented by Local Union #1257, United Packing House, Food and Allied Workers;

(b) A pension trust agreement with Continental Illinois National Bank and Trust Company of Chicago; and

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

DATED: April 3, 1968

Being all of the Directors of said Corporation.

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MINUTES OF: A special meeting of the Board of Directors of SMITH & KA COMPANY, a New Jersey corporation, held at the office of said Company, West Roosevelt Road, in the City of Chicago, in the County of Cook and S of Illinois, on the 3rd day of April, A. D. 1968, at 10:00 A.M., pursuant t waiver of notice by all the Directors of the Company.

The following Directors, constituting a majority of the Boarc Directors, were present in person at the meeting:

Wayne D. Neathery
Robert M. Burns

The meeting was called to order by Mr. Robert M. Burns, wh acted as Chairman of the meeting. Mr. Stanley W. Gustafson, Secretary of corporation, acted as Secretary of the meeting and recorded the proceedings.

The Secretary reported that a quorum was present at the meeti and, therefore, the meeting was legally constituted for the transaction of bu

The Chairman stated that the first order of business was to co sider a report from the Secretary on the Hourly Pension Plan.

The Secretary stated that Smith & Kanzler Company, a subsidi of Dana Corporation, and United Packing House, Food and Allied Workers, AFL-CIO, and its Local Union No. 1257, during negotiations on a new Labor Agreement for the employees at Smith & Kanzler Company, Linden, New Jersey entered into a Pension Agreement effective October 1, 1967. Signed copies of such Agreement are in our Pension Files.

On motion duly made and seconded, it was unanimously

RESOLVED that the above referred to Pension Agreement be hereby approved subject to a ruling by the Commissioner of Internal Revenue that said Agreement will qualify for exemption from taxation under Section 401 of the Internal Revenue Code, or any other applicable section of the Federal Tax Laws (as such sections are now in effect or are hereafter amended or adopted), and that the Company is entitled to a deduction for contributions under Section 404 of the Internal Revenue Code or any other applicable section of the Federal Tax Laws (as such sections are now in effect or are hereafter amended or adopted); and be it further

RESOLVED that 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 execute a Trust Agreement with the Continental Illinois National Bank and Trust Company of Chicago, a banking corporation organized and existing under the laws of the State of Illinois; and be it further

RESOLVED that the aforesaid officers of this Company 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.

There being no further business, the meeting thereupon adjourned.

Secretary

APPROVED:

DIRECTORS

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