DANA CORPORATION — Victor Divisions - Chicago

INTRA-COMPANY COMMUNICATION

SUBJECT

DATE November 19, 1968

TO Mr. S. W. Gustafson

cc- Mr. M. R. Gavin
Mr. R. M. Burns

A trip which Bob Burns and I were to have made yesterday was cancelled because of bad weather and rescheduled for November 26th. For this reason, Bob and I have signed the enclosed proxies for "our" Smith & Kanzler Company stock.

I believe the by-laws provide that the annual shareholder meeting shall be held in Chicago. You may insert any name you want on the enclosed proxies. The proxy issued by Dana Corporation will, of course, win on all issues. I assume the only matters of business are the election of directors and the establishment of a time and place for the first meeting of the new Board.

If you are going to be in Chicago on the 26th to fulfill your duties of Secretary, you might wish to appoint Lillian as proxy. If you are not going to be here, you could name Bill Sheehan as proxy and Lillian could be Acting Secretary. Please rest assured that the expressed wishes of our major shareholder will be carried out.

If the present Board is re-elected (McPherson, Burns, Neathery), it looks like there will probably be a real shortage of directors in Chicago on the 26th. In that event, I suggest that the first Board meeting be set for the 27th of November or some later date.

Wayne

WAYNE D. NEATHERY

LMW
encls.

P.S. Suggestion for the second meeting of the new Board -- consider amending Section 1, Article II of the by-laws to provide that meetings of shareholders may be held at any location within or without the State of New Jersey. I am saying this should be a matter of the second meeting of the new Board because the Board can only take this action if notice of the proposed amendment is contained in the notice of the meeting, and no notice is required for the first meeting of the new Board (Section 1, Article VIII).

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WM