

3.22 Year 2000 Compliance.	33
3.23 Asbestos.	33
3.24 No Other Representations or Warranties.	33
ARTICLE 4 REPRESENTATIONS AND WARRANTIES OF PURCHASER	33
4.1 Organization and Qualification.	33
4.2 Authorization.	34
4.3 Consents and Approvals.	34
4.4 Non-Contravention.	34
4.5 Binding Effect.	34
4.6 Finders' Fees.	34
4.7 Financial Capability.	35
4.8 No Other Representations or Warranties.	35
ARTICLE 5 COVENANTS.....	35
5.1 Access.	35
5.2 Conduct of Business.	35
5.3 Commercially Reasonable Efforts.	36
5.4 Further Assurances.....	37
5.5 Use of Corporate Names and Symbols.	38
5.6 U.S. Employees and Service Credit.	38
5.7 Dana Retirement Benefits.	41
5.8 Dana Welfare Benefits.	42
5.9 Pension Transfer.	43
5.10 Hourly 401(k) Plans.	45
5.11 Foreign Employees.....	46
5.12 Notice and Implementation.	47
5.13 WARN Act.....	47
5.14 Preservation of Records.	47
5.15 Notice of Breach.	47
5.16 Assignment of Beneficial Interests.	48
5.17 Marengo Facility.	49
5.18 Transition Services.....	49
ARTICLE 6 CONDITIONS TO CLOSING	49
6.1 Conditions to the Obligations of Purchaser and Dana.	49
6.2 Conditions to the Obligations of Purchaser.	50
6.3 Conditions to the Obligation of Dana.	51
ARTICLE 7 TAX MATTERS.....	51
7.1 Filing of Income Tax Returns.	51
7.2 Indemnification and Payment of Income Taxes.....	52
7.3 Section 338 and Similar Elections.	56
7.4 Offset of Claims.	58