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Exhibit 10-A(3)

SECOND AMENDMENT
TO THE DANA CORPORATION
ADDITIONAL COMPENSATION PLAN

Pursuant to resolutions of the Board of Directors adopted on October 21, 2003, the Dana Corporation Additional Compensation Plan (the "Plan") is hereby amended, effective as of December 8, 2003, as set forth below.

1. Section 2.B. of the Plan is amended by deleting the definition of "Change in Control of the Corporation" and replacing it in its entirety as follows:

"Change in Control of the Corporation" shall mean the first to occur of any of the following events:

(i) any Person is or becomes the Beneficial Owner, directly or indirectly, of securities of the Corporation (not including in the securities Beneficially Owned by such Person any securities acquired directly from the Corporation or its Affiliates) representing 20% or more of the combined voting power of the Corporation's then outstanding securities, excluding any Person who becomes such a Beneficial Owner in connection with any acquisition by any corporation pursuant to a transaction that complies with clauses (A), (B) and (C) of paragraph (iii) below; or

(ii) the following individuals cease for any reason to constitute a majority of the number of directors then serving: individuals who, on December 8, 2003, constitute the Board of Directors of the Corporation (the "Incumbent Board") and any new director whose appointment or election by the Board of Directors of the Corporation or nomination for election by the Corporation's stockholders was approved or recommended by a vote of at least two-thirds (2/3) of the directors then still in office who either were directors on December 8, 2003 or whose appointment, election or nomination for election was previously so approved or recommended. For purposes of the preceding sentence, any director whose initial assumption of office is in connection with an actual or threatened election contest, including but not limited to a consent solicitation, relating to the election of directors of the Corporation, shall not be treated as a member of the Incumbent Board; or

(iii) there is consummated a merger, reorganization, statutory share exchange or consolidation or similar corporate transaction involving the Corporation or any direct or indirect subsidiary of the Corporation, a sale or other disposition of all or substantially all of the assets of the Corporation, or the acquisition of assets or stock of another entity by the Corporation or any of its subsidiaries (each a "Business Combination"), in each case unless, immediately following such Business Combination, (A) the voting securities of the Corporation outstanding immediately prior to such