

3.3 Corporate Authorization.

Dana has full corporate power and authority to enter into, execute and deliver this Agreement and to perform its obligations hereunder. Dana and each other Seller has the full corporate power and authority to enter into, execute and deliver each other agreement to be executed or delivered by any such party at the Closing ("Sellers' Closing Documents") and to perform its obligations thereunder. The execution, delivery and performance by Dana of this Agreement and by Sellers of the Sellers' Closing Documents has been and will be at Closing duly and validly authorized by all necessary corporate action.

3.4 Consents and Approvals.

3.5 Non-Contravention.