AGREEMENT

AGREEMENT made this 12th day of February, 1969 by and between DANA CORPORATION, a Virginia corporation having its principal office at Toledo, Ohio (herein called "Dana") and SMITH & KANZLER COMPANY, a New Jersey corporation having its principal office at Linden, New Jersey (herein called "S & K").

WHEREAS, S & K was formerly a wholly-owned subsidiary of Dana and the primary supplier of certain gasketing materials to Dana;

WHEREAS, Dana desires to maintain a reliable source of said gasketing materials and whereas S & K desires to continue selling said gasketing materials to Dana;

WHEREAS, Dana has heretofore supplied S & K with certain proprietary information relating to the formulation and manufacture of said gasketing materials; and

WHEREAS, S & K recognizes Dana's proprietary interest in said information;

NOW, THEREFORE, the parties hereto have agreed as follows:

1. Purchase of Gasketing Material by Dana. For a period of one year beginning with the date of this Agreement, Dana hereby agrees to purchase all of its requirements of