

3.6 Binding Effect.

This Agreement constitutes and, when executed and delivered at the Closing, each of the Sellers' Closing Documents will constitute, a valid and legally binding obligation of Dana or such other Seller as is party thereto, enforceable in accordance with its terms, subject to bankruptcy, insolvency, reorganization, moratorium and similar laws of general applicability relating to or affecting creditors' rights and to general equity principles.

3.7 Investments.

3.8 Financial Statements; No Undisclosed Liabilities; Absence of Certain Changes.

- (b) Except as set forth in Schedule 3.8(b), there are no liabilities of the Business of the type required to be reflected on a balance sheet prepared in accordance with Modified GAAP other than (1) liabilities provided for in the Balance Sheet or the notes thereto; (2) liabilities that will be provided for in the Closing Balance Sheet which were incurred in the Ordinary Course of Business since the Balance Sheet Date under the terms of this Agreement; (3) Excluded Liabilities; (4) liabilities specifically disclosed herein on any schedule hereto; (5) liabilities under the Contracts; and (6)