

NAPA MANUFACTURER'S TRADEMARK AGREEMENT

THIS AGREEMENT, made and entered into this day of December 13, 1982 between NATIONAL AUTOMOTIVE PARTS ASSOCIATION, a Michigan corporation, having its principal offices at Suite 1129, Parklane Towers West, Dearborn, Michigan (hereinafter referred to as LICENSOR), and

DANA CORPORATION

a Virginia corporation, having its principal offices at 5566 Southwyck Boulevard, Toledo, Ohio (hereinafter referred to as "LICENSEE").

WITNESSETH THAT:

WHEREAS, LICENSOR is the sole and exclusive owner of various trademarks including, but not limited to, the trademarks "NAPA" and "NAPA and Design" (hereinafter referred to as "said trademarks"), the good will established by the use of said trademarks, the various United States trademark registration thereon.

WHEREAS, LICENSEE is desirous of obtaining a non-exclusive and limited license to use one or more of said trademarks on products manufactured, supplied and/or sold by SEE.

NOW, THEREFORE, for good and valuable consideration, and sufficiency whereof is hereby acknowledged, derivation of the mutual covenants and agreements contained, it is mutually agreed as follows:



SCF-NAPA-1780