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DANA CORP
Form 10-K/A
October 23, 2001

[Dana Logo]

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Form 10-K/A-1
ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF
THE SECURITIES EXCHANGE ACT OF 1934

For the Fiscal Year Ended December 31, 2000 Commission file number 1-1063

DANA CORPORATION
(Exact name of registrant as specified in its charter)

Virginia 34-4361040
(State or other jurisdiction of (IRS Employer Identification No.)
incorporation or organization)

4500 Dorr Street, Toledo, Ohio 43615
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code (419) 535-4500

Securities registered pursuant to Section 12(b) of the Act:

| Title of each class | Name of each exchange on which registered |
|-----------------------------|--|
| Common Stock, \$1 par value | New York Stock Exchange and Pacific Exchange |

Securities registered pursuant to Section 12(g) of the Act:

None

(Title of Class)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes [X] No []

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. []

The aggregate market value of the voting stock held by non-affiliates of the registrant at February 16, 2001 was approximately \$2,570,000,000.

There were 147,926,157 shares of registrant's Common Stock, \$1 Par Value, outstanding at February 16, 2001.

DOCUMENTS INCORPORATED BY REFERENCE

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| DOCUMENT | WHERE INCORPORATED |
|--|--------------------|
| 1. Proxy Statement for Annual Meeting of Shareholders to be held on April 4, 2001. | Part III |
| 2. Annual Report to Shareholders for year ended December 31, 2000. | Parts I, II, IV |

The Exhibit Index is located at pages 18 - 19 of the sequential numbering system.

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The purpose of this amendment is to add Exhibits 4-H through 4-LL to the Exhibit Index for this report and to the list of exhibits in Part IV, Item 14(a)(3). The Exhibit Index is reprinted in full and, except for the added Exhibits, is identical to the Exhibit Index in our originally filed report.

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EXHIBIT INDEX

| No. | Description | Method of Filing |
|-----|--|---|
| 3-A | Restated Articles of Incorporation | Filed by reference to Exhibit for the quarter ended June 30 |
| 3-B | By-Laws, effective October 16, 2000 | Filed by reference to Exhibit for the quarter ended Septemb |
| 4-A | Specimen Single Denomination Stock Certificate | Filed by reference to Exhibit Registration Statement No. 33 December 20, 1996 |
| 4-B | Rights Agreement, dated as of April 25, 1996, between Dana and ChemicalMellon Shareholder Services, L.L.C., Rights Agent | Filed by reference to Exhibit filed May 1, 1996 |
| 4-C | Indenture for Senior Securities between Dana and Citibank, N.A., Trustee, dated as of December 15, 1997 | Filed by reference to Exhibit Registration Statement No. 33 December 15, 1997 |
| 4-D | First Supplemental Indenture between Dana, as Issuer, and Citibank, N.A., Trustee, dated as of March 11, 1998 | Filed by reference to Exhibit on Form 8-K dated March 12, 1 |
| 4-E | Form of 6.5% Notes due March 15, 2008 and 7.00% Notes due March 15, 2028 | Filed by reference to Exhibit on Form 8-K dated March 12, 1 |
| 4-F | Second Supplemental Indenture between Dana, as Issuer, and Citibank, N.A., Trustee, dated as of February 26, 1999 | Filed by reference to Exhibit 8-K dated March 2, 1999 |

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| 4-G | Form of 6.25% Notes due 2004, 6.5% Notes due 2009, and 7.0% Notes due 2029 | Filed by reference to Exhibit 8-K dated March 2, 1999 |
| 4-H | Issuing and Paying Agent Agreement between Dana Credit Corporation (DCC), as Issuer, and Bankers Trust Company, Issuing and Paying agent, dated as of December 6, 1999, with respect to DCC's \$500 million medium-term notes program | This exhibit is not filed. W copy of this exhibit to the C request. |
| 4-I | Note Agreement dated April 8, 1997, by and between Dana Credit Corporation and Metropolitan Life Insurance Company for 7.18% notes due April 8, 2006, in the principal amount of \$37 million | This exhibit is not filed. W copy of this exhibit to the C request. |
| 4-J | Note Agreement dated April 8, 1997, by and between Dana Credit Corporation and Texas Life Insurance Company for 7.18% notes due April 8, 2006, in the principal amount of \$3 million | This exhibit is not filed. W copy of this exhibit to the C request. |
| 4-K | Note Agreement dated April 8, 1997, by and between Dana Credit Corporation and Nationwide Life Insurance Company for 6.93% notes due April 8, 2006, in the principal amount of \$35 million | This exhibit is not filed. W copy of this exhibit to the C request. |
| 3 | | |
| 4-L | Note Agreement dated April 8, 1997, by and between Dana Credit Corporation and The Great-West Life & Annuity Insurance Company for 7.03% notes due April 8, 2006, in the aggregate principal amount of \$13 million | This exhibit is not filed. W copy of this exhibit to the C request. |
| 4-M | Note Agreement dated April 8, 1997, by and between Dana Credit Corporation and The Great-West Life Assurance Company for 7.03% notes due April 8, 2006, in the principal amount of \$7 million | This exhibit is not filed. We a copy of this exhibit to the request. |
| 4-N | Note Agreements (three) dated August 28, 1997, by and between Dana Credit Corporation and Connecticut General Life Insurance Company for 6.79% notes due August 28, 2004, in the aggregate principal amount of \$16 million | This exhibit is not filed. W copy of this exhibit to the C request. |
| 4-O | Note Agreement dated August 28, 1997, by and between Dana Credit Corporation and Life Insurance Company of North America for 6.79% notes due August 28, 2004, in the principal amount of \$4 million | This exhibit is not filed. W copy of this exhibit to the C request. |
| 4-P | Note Agreement dated August 28, 1997, by and | This exhibit is not filed. W |

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| | between Dana Credit Corporation and The Northwestern Mutual Life Insurance Company for 6.88% notes due August 28, 2006, in the principal amount of \$20 million | copy of this exhibit to the C request. |
| 4-Q | Note Agreements (four) dated August 28, 1997, by and between Dana Credit Corporation and Sun Life Assurance Company of Canada for 6.88% notes due August 28, 2006, in the aggregate principal amount of \$9 million | This exhibit is not filed. W copy of this exhibit to the C request. |
| 4-R | Note Agreement dated August 28, 1997, by and between Dana Credit Corporation and Massachusetts Casualty Insurance Company for 6.88% notes due August 28, 2006, in the principal amount of \$1 million | This exhibit is not filed. W copy of this exhibit to the C request. |
| 4-S | Note Agreements (four) dated December 18, 1998, by and between Dana Credit Corporation and Sun Life Assurance Company of Canada for 6.59% notes due December 1, 2007, in the aggregate principal amount of \$12 million | This exhibit is not filed. W copy of this exhibit to the C request. |
| 4-T | Note Agreements (five) dated December 18, 1998, by and between Dana Credit Corporation and The Lincoln National Life Insurance Company for 6.59% notes due December 1, 2007, in the aggregate principal amount of \$25 million | This exhibit is not filed. W copy of this exhibit to the C request. |
| | | 4 |
| 4-U | Note Agreement dated December 18, 1998, by and between Dana Credit Corporation and The Northwestern Mutual Life Insurance Company for 6.48% notes due December 1, 2005, in the principal amount of \$15 million | This exhibit is not filed. W copy of this exhibit to the C request. |
| 4-V | Note Agreement dated August 16, 1999, by and between Dana Credit Corporation and Connecticut General Life Insurance Company for 7.91% notes due August 16, 2006, in the principal amount of \$15 million | This exhibit is not filed. W copy of this exhibit to the C request. |
| 4-W | Note Agreements (two) dated August 16, 1999, by and between Dana Credit Corporation and The Northwestern Mutual Life Insurance Company for 7.91% notes due August 16, 2006, in the aggregate principal amount of \$15 million | This exhibit is not filed. W copy of this exhibit to the C request. |
| 4-X | Note Agreement dated August 16, 1999, by and between Dana Credit Corporation and | This exhibit is not filed. W copy of this exhibit to the C |

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| | Allstate Life Insurance Company for 7.58% notes due August 16, 2004, in the principal amount of \$10 million | request. |
| 4-Y | Note Agreement dated August 16, 1999, by and between Dana Credit Corporation and Allstate Insurance Company for 7.58% notes due August 16, 2004, in the principal amount of \$5 million | This exhibit is not filed. We copy of this exhibit to the Co request. |
| 4-Z | Note Agreement dated August 16, 1999, by and between Dana Credit Corporation and New York Life Insurance and Annuity Corporation Institutionally Owned Life Insurance Separate Account for 7.58% notes due August 16, 2004, in the principal amount of \$5 million | This exhibit is not filed. W copy of this exhibit to the C request. |
| 4-AA | Note Agreement dated August 16, 1999, by and between Dana Credit Corporation and New York Life Insurance and Annuity Corporation for 7.58% notes due August 16, 2004, in the principal amount of \$10 million | This exhibit is not filed. W copy of this exhibit to the C request. |
| 4-BB | Note Agreement dated August 16, 1999, by and between Dana Credit Corporation and Principal Life Insurance Company for 7.58% notes due August 16, 2004, in the principal amount of \$30 million | This exhibit is not filed. W copy of this exhibit to the C request. |
| 4-CC | Note Agreement dated August 16, 1999, by and between Dana Credit Corporation and First Trenton Indemnity Company for 7.58% notes due August 16, 2004, in the principal amount of \$2.5 million | This exhibit is not filed. W copy of this exhibit to the C request. |
| 5 | | |
| 4-DD | Note Agreement dated August 16, 1999, by and between Dana Credit Corporation and Travelers Casualty and Surety Company for 7.58% notes due August 16, 2004, in the principal amount of \$10 million | This exhibit is not filed. W copy of this exhibit to the C request. |
| 4-EE | Note Agreement dated August 16, 1999, by and between Dana Credit Corporation and The Travelers Insurance Company for 7.58% notes due August 16, 2004, in the principal amount of \$2.5 million | This exhibit is not filed. W copy of this exhibit to the C request. |
| 4-FF | Note Agreement dated December 7, 1999, by and between Dana Credit Corporation and Allstate Life Insurance Company for 7.42% notes due December 15, 2004, in the principal amount of | This exhibit is not filed. W copy of this exhibit to the C request. |

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\$14 million

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|---------|---|--|
| 4-GG | Note Agreement dated December 7, 1999, by and between Dana Credit Corporation and Columbia Universal Life Insurance Co. for 7.42% notes due December 15, 2004, in the principal amount of \$1 million | This exhibit is not filed. We request a copy of this exhibit to the Commission. |
| 4-HH | Note Agreement dated December 7, 1999, by and between Dana Credit Corporation and The Northwestern Mutual Life Insurance Company for 7.42% notes due December 15, 2004, in the principal amount of \$14 million | This exhibit is not filed. We request a copy of this exhibit to the Commission. |
| 4-II | Note Agreement dated December 7, 1999, by and between Dana Credit Corporation and The Northwestern Mutual Life Insurance Company for its Group Annuity Separate Account for 7.42% notes due December 15, 2004, in the principal amount of \$1 million | This exhibit is not filed. We request a copy of this exhibit to the Commission. |
| 4-JJ | Note Agreement dated December 7, 1999, by and between Dana Credit Corporation and Pacific Life and Annuity Company for 7.42% notes due December 15, 2004, in the principal amount of \$5 million | This exhibit is not filed. We request a copy of this exhibit to the Commission. |
| 4-KK | Note Agreement dated December 7, 1999, by and between Dana Credit Corporation and United Life Insurance Company for 7.42% notes due December 15, 2004, in the principal amount of \$3 million | This exhibit is not filed. We request a copy of this exhibit to the Commission. |
| 4-LL | Note Agreement dated December 7, 1999, by and between Dana Credit Corporation and Companion Life Insurance Company for 7.42% notes due December 15, 2004, in the principal amount of \$2 million | This exhibit is not filed. We request a copy of this exhibit to the Commission. |
| 10-A | Additional Compensation Plan | Filed by reference to Exhibit 10-A of the Registrant's Annual Report on Form 10-K Statement dated March 3, 2000 |
| 10-B | 1997 Stock Option Plan | Filed by reference to Exhibit 10-B of the Registrant's Annual Report on Form 10-K Statement dated March 5, 1999 |
| 10-B(1) | First Amendment to 1997 Stock Option Plan | Filed by reference to Exhibit 10-B(1) of the Registrant's Annual Report on Form 10-K Statement dated March 2, 2001 |
| 10-C | Excess Benefits Plan | Filed by reference to Exhibit 10-C of the Registrant's Annual Report on Form 10-K for the year ended December 31, 2000 |

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|---------|---|---|
| 10-C(1) | First Amendment to Excess Benefits Plan | Filed by reference to Exhibit 10-Q for the quarter ended Se |
| 10-D | Director Deferred Fee Plan | Filed by reference to Exhibit Statement dated February 28, |
| 10-D(1) | First Amendment to Director Deferred Fee Plan | Filed by reference to Exhibit 10-Q for the quarter ended Ma |
| 10-D(2) | Second Amendment to Director Deferred Fee Plan | Filed by reference to Exhibit 10-K for the year ended Decem |
| 10-E | Employment Agreement between Dana and J.M. Magliochetti | Filed with this Report |
| 10-F | Change of Control Agreement between Dana and W.J. Carroll. There are substantially similar agreements with R.L. Clayton, B.N. Cole, M.A. Franklin, C.F. Heine, J.M. Laisure, R.C. Richter, and E.J. Shultz | Filed by reference to Exhibit 10-K for the year ended Decem |
| 10-G | Collateral Assignment Split-Dollar Insurance Agreement for Universal Life Policies between Dana and J.M. Magliochetti. There are substantially similar agreements with W.J. Carroll, M.A. Franklin, and E.J. Shultz | Filed with this Report |
| 10-H | Supplemental Benefits Plan | Filed by reference to Exhibit 10-K for the year ended Decem |
| 10-I | 1999 Restricted Stock Plan | Filed by reference to Exhibit Statement dated March 5, 1999 |
| 10-J | 1998 Directors' Stock Option Plan | Filed by reference to Exhibit Statement dated February 27, |
| 10-K | Supplementary Bonus Plan | Filed by reference to Exhibit 10-Q for the quarter ended Ju |
| 13 | Those sections of our 2000 Annual Report that are referred to in this Form 10-K | Filed with this Report |
| 21 | Subsidiaries of Dana | Filed with this Report |
| 23 | Consent of PricewaterhouseCoopers LLP | Filed with this Report |
| 24 | Power of Attorney | Filed with this Report |

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SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

DANA CORPORATION

(Registrant)

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Date: October 23, 2001

By: /s/ Michael L. DeBacker

Michael L. DeBacker, Vice President