

Edgar Filing: DANA CORP - Form 10-K/A

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, 1999 Commission file number 1-1063

DANA CORPORATION

-----  
(Exact name of registrant as specified in its charter)

Virginia

34-4361040

-----  
(State or other jurisdiction of  
incorporation or organization)

-----  
(IRS Employer Identification No.)

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 and Pacific Stock Exchanges

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. \_\_\_\_\_

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The aggregate market value of the voting stock held by non-affiliates of the registrant at February 25, 2000 was approximately \$3,442,980,000.

The number of shares of registrant's Common Stock, \$1 Par Value, outstanding at February 25, 2000, was 156,988,206 shares.

### DOCUMENTS INCORPORATED BY REFERENCE

Document	Where Incorporated
1. Proxy Statement for Annual Meeting of Shareholders to be held on April 5, 2000.	Part III
2. Annual Report to Shareholders for year ended December 31, 1999.	Parts I, II, IV

The Exhibit Index is located at pages 19 - 20 of the sequential numbering system.

1

The first 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.

The second purpose of this amendment is to file the Management Statement and Report of Independent Accountants that appeared at page 21 of our Annual Report to Shareholders for the year ended December 31, 1999. Both items were incorporated by reference into this report, as originally filed, pursuant to Part IV, Item 14(a)(3) and Exhibit 13, but were inadvertently omitted from our original electronic filing.

2

### 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 April 5, 2000	Filed with this Report
4-A	Specimen Single Denomination Stock Certificate	Filed by reference to Exhibit Statement No. 333-18403 filed
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 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 Statement No. 333-42239 filed
4-D	First Supplemental Indenture between Dana, as	Filed by reference to Exhibit

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	Issuer, and Citibank, N.A., Trustee, dated as of March 11, 1998	Form 8-K dated March 12, 1998
4-E	Form of 6.5% Notes due March 15, 2008 and 7.00% Notes due March 15, 2028	Filed by reference to Exhibit Form 8-K dated March 12, 1998
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 dated March 2, 1999
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 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. We copy of this exhibit to the Co
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. We copy of this exhibit to the Co
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. We copy of this exhibit to the Co
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. We copy of this exhibit to the Co
		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 principal amount of \$13 million	This exhibit is not filed. We copy of this exhibit to the Co
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 copy of this exhibit to the Co
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. We copy of this exhibit to the Co
4-O	Note Agreement dated August 28, 1997, by and	This exhibit is not filed. We

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	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	copy of this exhibit to the Co
4-P	Note Agreement dated August 28, 1997, by and 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	This exhibit is not filed. We copy of this exhibit to the Co
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. We copy of this exhibit to the Co
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. We copy of this exhibit to the Co
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. We copy of this exhibit to the Co
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. We copy of this exhibit to the Co
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. We copy of this exhibit to the Co
		4
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. We copy of this exhibit to the Co
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. We copy of this exhibit to the Co
4-X	Note Agreement dated August 16, 1999, by and between Dana Credit Corporation and Allstate Life Insurance Company for 7.58% notes due August 16, 2004, in the principal amount of \$10	This exhibit is not filed. We copy of this exhibit to the Co

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	million	
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
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. We copy of this exhibit to the Co
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. We copy of this exhibit to the Co
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. We copy of this exhibit to the Co
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. We copy of this exhibit to the Co
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. We copy of this exhibit to the Co
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. We copy of this exhibit to the Co
		5
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 \$14 million	This exhibit is not filed. We copy of this exhibit to the Co
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 copy of this exhibit to the Co

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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 copy of this exhibit to the Co
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 copy of this exhibit to the Co
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 copy of this exhibit to the Co
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 copy of this exhibit to the Co
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 copy of this exhibit to the Co
10-A	Additional Compensation Plan	Filed by reference to Exhibit Statement dated March 3, 2000
10-B	1997 Stock Option Plan	Filed by reference to Exhibit Statement dated March 5, 1999
10-C	Excess Benefits Plan	Filed by reference to Exhibit for year ended December 31, 19
10-D	Director Deferred Fee Plan	Filed by reference to Exhibit Statement dated February 28, 1
10-D(1)	First Amendment to Director Deferred Fee Plan	Filed by reference to Exhibit for the quarter ended March 31
10-D(2)	Second Amendment to Director Deferred Fee Plan	Filed by reference to Exhibit for year ended December 31, 19
10-E	Employment Agreement between Dana and S.J. Morcott. There are substantially similar agreements with J.M. Magliochetti and M.J. Strobel	Filed with this Report
10-F	Change of Control Agreement between Dana and W.J. Carroll. There are substantially similar agreements with, B.N. Cole, M.A. Franklin, W.L.	Filed by reference to Exhibit 10-K for the year ended Decemb

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Myers, R.C. Richter, and E.J. Shultz

10-G	Collateral Assignment Split-Dollar Insurance Agreement for Universal Life Policies between Dana and S.J. Morcott. There are substantially similar agreements with J.M. Magliochetti and M.J. Strobel	Filed by reference to Exhibit 10-K for the year ended December
10-H	Employment Agreement between Dana and L.W. McCurdy	Filed by reference to Exhibit 10-Q for the quarter ended Sep
10-I	Supplemental Benefits Plan	Filed by reference to Exhibit for the year ended December 31
10-J	1999 Restricted Stock Plan	Filed by reference to Exhibit Statement dated March 5, 1999
10-K	1998 Directors' Stock Option Plan	Filed by reference to Exhibit Statement dated February 27, 1
10-L	Supplementary Bonus Plan	Filed by reference to Exhibit for the quarter ended June 30,
13	Those sections of our 1999 Annual Report that are referred to in this Form 10-K	Filed with this Report
21	List of Subsidiaries of Dana	Filed with this Report
23	Consent of PricewaterhouseCoopers LLP	Filed with this Report
24	Power of Attorney	Filed with this Report
27	Financial Data Schedule	Filed with this Report

Note: Exhibits Nos. 10-A through 10-L are exhibits required to be filed pursuant to Item 14(c) of Form 10-K.

7

### 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

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(Registrant)

Date: October 23, 2001

By: /s/ Michael L. DeBacker

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Michael L. DeBacker, Vice President

8

Exhibit 13

MANAGEMENT STATEMENT

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We have prepared the accompanying consolidated financial statements and related information included herein for the three years ended December 31, 1999.

The management of Dana Corporation is primarily responsible for the accuracy of the financial information that is presented in this annual report. These statements were prepared in accordance with generally accepted accounting principles and, where appropriate, we used our estimates and judgment with consideration to materiality.

To meet management's responsibility for financial reporting, we have established internal control systems which we believe are adequate to provide reasonable assurance that our assets are protected from loss. These systems produce data used for the preparation of financial information.

We believe internal control systems should be designed to provide accurate information at a reasonable cost which is not out of line with the benefits to be received. These systems and controls are reviewed by our internal auditors in order to ensure compliance, and by our independent accountants to support their audit work.

The Audit Committee of the Board of Directors meets regularly with management, internal auditors and our independent accountants to review accounting, auditing and financial matters. Our Audit Committee is composed of only outside directors. This committee and the independent accountants have free access to each other with or without management being present.

We believe people are Dana's most important asset. The proper selection, training and development of our people is a means of ensuring that effective internal controls and fair, uniform reporting are maintained as standard practice throughout the Corporation.

/s/ Robert C. Richter

Robert C. Richter  
Vice President and  
Chief Financial Officer

9

Exhibit 13

### REPORT OF INDEPENDENT ACCOUNTANTS

[PricewaterhouseCoopers Logo]

To the Board of Directors and Shareholders  
of Dana Corporation

In our opinion, the accompanying consolidated balance sheet and the related consolidated statements of income, of shareholders' equity and of cash flows, including pages 22 through 39, present fairly, in all material respects, the financial position of Dana Corporation and its subsidiaries at December 31, 1998 and 1999, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 1999 in conformity with accounting principles generally accepted in the United States. These financial statements are the responsibility of the Company's management; our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits of these statements in accordance with auditing standards generally accepted in the United States, which require that



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we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for the opinion expressed above.

/s/ PricewaterhouseCoopers LLP

PricewaterhouseCoopers LLP

Toledo, Ohio  
January 25, 2000