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Proposed Attorneys for Debtors
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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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	:	
In re	:	Chapter 11
	:	
Dana Corporation, <i>et al.</i> ,	:	Case No. 06-____ (____)
	:	
Debtors.	:	(Jointly Administered)
	:	
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**MOTION OF DEBTORS AND DEBTORS IN POSSESSION,
PURSUANT TO SECTION 105 OF THE BANKRUPTCY
CODE, FOR AN ORDER ENFORCING THE PROTECTIONS
OF SECTIONS 362 AND 525 OF THE BANKRUPTCY CODE AND
APPROVING NOTICE TO CUSTOMERS, SUPPLIERS AND OTHER
STAKEHOLDERS OF THE DEBTORS' NONDEBTOR GLOBAL AFFILIATES**

TO THE HONORABLE
UNITED STATES BANKRUPTCY JUDGE:

Dana Corporation ("Dana") and 40 of its domestic direct and indirect subsidiaries, as debtors and debtors in possession (collectively, the "Debtors"), respectfully represent as follows:

Background

1. On the date hereof (the "Petition Date"), the Debtors commenced their reorganization cases by filing voluntary petitions for relief under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code"). By a motion filed on the Petition Date, the Debtors have requested that their chapter 11 cases be consolidated for procedural purposes only and administered jointly.

2. The Debtors are authorized to continue to operate their businesses and manage their properties as debtors in possession, pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

3. Debtor Dakota New York Corp. ("Dakota") is a New York corporation. Debtor Dana is the direct or indirect parent of Dakota and each of the other Debtors. Dana maintains its corporate headquarters in Toledo, Ohio. The Debtors and their nondebtor affiliates (collectively, the "Dana Companies") have over 100 leased and owned domestic business locations and have operations in approximately 25 states, as well as in Mexico, Canada, 11 countries in Europe and 14 countries elsewhere in the world.

4. The Dana Companies are leading suppliers of modules, systems and components for original equipment manufacturers and service customers in the light, commercial and off-highway vehicle markets. The products manufactured and supplied by the Dana

Companies are used in cars; vans; sport-utility vehicles; light, medium and heavy trucks; and a wide range of off-highway vehicles.

5. The Dana Companies operate through two primary business units: the Automotive Systems Group (the "ASG") and the Heavy Vehicle Technologies and Systems Group (the "HVTSG"). The ASG sells axles; driveshafts; drivetrains; frames; sealing, bearing, fluid-management and power-cylinder products; chassis products; and related modules and systems for the automotive vehicle, light vehicle, commercial vehicle, leisure and outdoor power equipment markets. The ASG also provides systems assembly, management and integration services and related service parts. The ASG accounts for nearly three-quarters of the Dana Companies' operating revenues, and its largest customers, comprising nearly 50% of its business, are Ford Motor Company, DaimlerChrysler AG and General Motors Corporation. The HVTSG sells axles, brakes, driveshafts, chassis and suspension modules, ride controls and related modules and systems for the commercial and off-highway vehicle markets and transmission and electronic controls for the off-highway market. The HVTSG accounts for approximately one-quarter of the Dana Companies' revenues, and its largest customers are PACCAR Inc., Volvo Group and International Truck & Engine Corporation. The remainder of the Dana Companies' business is comprised largely of a lease financing business, which is operated by non-debtor Dana Credit Corporation and its subsidiaries. The Dana Companies have been in the process of divesting the assets of their lease financing business for a number of years.

6. The Debtors commenced these chapter 11 cases after a thorough review of all of their refinancing and restructuring alternatives and only after it became clear that an out-of-court alternative would not be able to be completed in sufficient time to address pressing liquidity issues. Accordingly, to preserve the assets of their estates for the benefit of all of their stakeholders, the Debtors commenced these cases. The Debtors believe that the initiation of

these chapter 11 cases will allow them access to the necessary capital to implement their business plan and complete the restructuring of their operations that was commenced prepetition. A more detailed explanation of Dana's businesses and operations, and the events leading to the commencement of these cases, can be found in the Affidavit of Michael J. Burns, which was filed contemporaneously herewith and which is incorporated herein by reference.

7. As disclosed in Dana's Form 10-Q filed on January 18, 2006, for the nine months ended September 30, 2005, the Dana Companies recorded revenue of more than \$7.5 billion and had assets of approximately \$7.9 billion and liabilities totaling \$6.8 billion. As of the Petition Date, the Dana Companies have approximately 44,000 employees.

Jurisdiction

8. This Court has jurisdiction to consider this matter pursuant to 28 U.S.C. § 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

Relief Requested

9. Pursuant to section 105(a) of the Bankruptcy Code, the Debtors hereby seek entry of an order: (a) enforcing the protections of sections 362 and 525 of the Bankruptcy Code; and (b) approving notice to customers, suppliers and other stakeholders of the Debtors' nondebtor global subsidiaries and affiliates (collectively, the "Nondebtor Global Affiliates").

10. To aid in the administration of the Debtors' bankruptcy cases and to further their reorganization prospects, the Debtors seek an order that confirms the global application of two key protections: (a) the automatic stay provisions of section 362 of the Bankruptcy Code; and (b) the anti-discrimination provisions of section 525 of the Bankruptcy Code. The global nature of the Debtors' businesses and their extensive dealing with non-U.S. creditors who are unfamiliar with the protections afforded chapter 11 debtors under sections 362

and 525 of the Bankruptcy Code require that an order implementing these protections be entered by this Court.

11. In addition, to alleviate the confusion that likely will arise concerning the Nondebtor Global Affiliates, the Debtors seek approval from this Court of a notice in the form attached hereto as Exhibit A (the "Notice") to the customers, suppliers and other stakeholders of the Nondebtor Global Affiliates confirming that the Nondebtor Global Affiliates are not included in these domestic chapter 11 cases and are not subject to either (a) the supervision of this Court or (b) the provisions of the Bankruptcy Code.

Basis for Relief

Enforcing the Protections of Sections 362 and 525 of the Bankruptcy Code

12. As a result of the commencement of the Debtors' chapter 11 cases, and by operation of law pursuant to section 362 of the Bankruptcy Code, the automatic stay enjoins all persons and all governmental units from, among other things: (a) commencing or continuing any judicial, administrative or other proceeding against the Debtors that was or could have been commenced before the Debtors' chapter 11 cases were commenced; (b) recovering upon a claim against any of the Debtors that arose before the commencement of the Debtors' chapter 11 cases; and (c) taking any action to collect, assess or recover a claim against any of the Debtors that arose before the commencement of these chapter 11 cases. See 11 U.S.C. § 362(a).

13. In addition, section 525 of the Bankruptcy Code prohibits and enjoins any and all governmental units from, among other things: (a) denying, revoking, suspending or refusing to renew any license, permit, charter, franchise or other similar grant to the Debtors; (b) placing conditions upon such a grant to the Debtors; or (c) discriminating against the Debtors with respect to such a grant, solely because the Debtors are debtors under the Bankruptcy Code,

may have been insolvent before the commencement of these chapter 11 cases or are insolvent during the pendency of these chapter 11 cases. See 11 U.S.C. § 525.

14. The injunctions contained in sections 362 and 525 of the Bankruptcy Code are self-executing. They constitute fundamental debtor protections that, in combination with other provisions of the Bankruptcy Code, provide the Debtors with the "breathing spell" that is essential to the Debtors' ability to reorganize successfully. See, e.g., Variable-Parameter Fixture Dev. Corp v. Morpheus Lights, Inc., 945 F. Supp. 603, 608 (S.D.N.Y. 1996) ("[Section] 362 is meant to give 'the debtor a breathing spell from his creditors [and] . . . permit [] the debtor to attempt a repayment or reorganization plan, or simply to be relieved of the financial pressures that drove him into bankruptcy.'" (quoting the legislative history of section 362)).

15. These protections extend to protect a debtor's property wherever it is located and by whomever held. See, e.g., Underwood v. Hilliard (In re Rimsat, Ltd.), 98 F.3d 956, 961 (7th Cir. 1996) (bankruptcy court's *in rem* jurisdiction over property of the estate permits injunctions against foreign proceedings pursuant to the automatic stay); Hong Kong & Shanghai Banking Corp., Ltd. v. Simon, 153 F.3d 991, 996 (9th Cir. 1998) (bankruptcy court may protect estate property wherever located by issuing a discharge injunction under section 524 of the Bankruptcy Code). See also 11 U.S.C. § 541(a) ("The commencement of a case under section 301 . . . of this title creates an estate. Such estate is comprised of all the following property, *wherever located and by whomever held*. . . .") (emphasis added).

16. Notwithstanding the self-executing and global nature of sections 362 and 525 of the Bankruptcy Code, not all parties affected or potentially affected by the commencement of a chapter 11 case are aware of these Bankruptcy Code provisions. Nor are all parties cognizant of their significance and impact. Experience has shown that it is often necessary to advise third parties of the existence and effect of sections 362 and 525 of the

Bankruptcy Code through a separate order. For these reasons, it is not uncommon for a bankruptcy court to issue an order embodying and restating the provisions of sections 362 and 525 of the Bankruptcy Code.

17. Such an order is particularly appropriate in the Debtors' chapter 11 cases because the Debtors operate global businesses across 28 different countries. The Debtors believe that many of the non-U.S. creditors affected by sections 362 and 525 of the Bankruptcy Code are unaware of the significant protection these sections provide to the Debtors. Moreover, certain of the Debtors' assets are located around the globe, which may further confuse a non-U.S. creditor. Accordingly, the Debtors respectfully request that this Court issue an order that confirms the applicable provisions of sections 362 and 525 of the Bankruptcy Code and approves a notice substantially in the form of the Notice. The Debtors believe that the existence of such an order, which the Debtors will be able to transmit to affected parties, will maximize the protections afforded by sections 362 and 525 of the Bankruptcy Code. Further, the Debtors believe that the "automatic" and self-executing nature of these protections may not be recognized by foreign creditors or tribunals unless embodied in an order of this Court.

**Approving Notice to Customers, Suppliers
and Other Stakeholders of the Nondebtor Global Affiliates**

18. Because non-U.S. stakeholders in particular may be unfamiliar with U.S. chapter 11 reorganizations, it is imperative to communicate to non-U.S. customers and suppliers that Nondebtor Global Affiliates are not included in these chapter 11 cases, and thus are not subject to this Court's supervision or the chapter 11 process. Accordingly, to preserve global customer orders and support and to minimize the risk of an interruption in the supply of goods, the Debtors believe that they need a Court-approved notice communicating this message. As explained above, Dana and its subsidiaries are widely recognized as one of the largest global

suppliers of axle, driveshaft, engine, frame, chassis and transmission technologies. Thus, information about the commencement of these chapter 11 cases will quickly spread internationally to various third parties that deal with the Debtors and the Nondebtor Global Affiliates. This information in the marketplace may not always be accurate or complete, thereby creating confusion as to precisely which Dana affiliates are debtors in these chapter 11 cases.

19. As a result of this likely confusion among key business partners, the Debtors believe that some third parties may be hesitant or, worse yet, refuse to deal with Nondebtor Global Affiliates under the mistaken assumption that such affiliates are part of these bankruptcy cases. Any detrimental effect on the operations of Nondebtor Global Affiliates resulting from the Debtors' bankruptcy cases ultimately will prejudice the Debtors' reorganization efforts. The Debtors believe that the Notice will help in clarifying the status of the Nondebtor Global Affiliates for their customers and suppliers, which in turn will assist the Debtors in achieving a successful reorganization.

Applicable Authority

20. The Court's general equitable powers are codified in section 105(a) of the Bankruptcy Code. Section 105(a) empowers the court to "issue any order, process, or judgment that is necessary or appropriate to carry out the provisions of this title." 11 U.S.C. § 105(a). Granting the relief requested herein is fully consistent with the terms of the Bankruptcy Code and will facilitate a smooth and orderly transition of the Debtors' operations into chapter 11 and minimize the disruption of their business affairs. The Debtors, therefore, request that this Court grant the requested relief.

21. Similar relief has been granted by this Court. See In re Delphi Corp., No. 05-44481 (RDD) (Bankr. S.D.N.Y. Oct. 13, 2005).¹

Memorandum of Law

22. This Motion includes citations to the applicable authorities and does not raise any novel issues of law. Accordingly, the Debtors respectfully request that the Court waive the requirement contained in Local Bankruptcy Rule 9013-1(b) that a separate memorandum of law be submitted.

Notice

23. No trustee or examiner has been appointed in these chapter 11 cases. Notice of this Motion has been provided to: (a) the U.S. Trustee; (b) counsel to the administrative agent for the Debtors' prepetition secured bank lenders and the proposed postpetition lenders; (c) the creditors holding the 50 largest unsecured claims against the Debtors' estates, as identified in the Debtors' chapter 11 petitions; (d) Wilmington Trust Company, as the indenture trustee for the Debtors' noteholders; and (e) counsel for the program agent for the Debtors' prepetition accounts receivable securitization facility. The Debtors submit that no other or further notice need be provided.

No Prior Request

24. No prior request for the relief sought in this Motion has been made to this or any other Court.

¹ A copy of the this order is attached hereto as Exhibit B.

WHEREFORE, the Debtors respectfully request that the Court (a) enter an order substantially in the form attached hereto as Exhibit C, granting the relief requested herein; and (b) grant such other and further relief to the Debtors as the Court may deem proper.

Dated: March 3, 2006
New York, New York

Respectfully submitted,

s/Corinne Ball
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PROPOSED ATTORNEYS FOR DEBTORS
AND DEBTORS IN POSSESSION

EXHIBIT A

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X
In re : Chapter 11
Dana Corporation, *et al.*, : Case No. 06-____ (____)
Debtors. : (Jointly Administered)
-----X

NOTICE OF IDENTITY OF CHAPTER 11 DEBTORS AND NONDEBTOR AFFILIATES

PLEASE TAKE NOTICE OF THE FOLLOWING:

1. On March 3, 2006, Dana Corporation ("Dana") and 40 of its domestic direct and indirect subsidiaries, as debtors and debtors in possession in the above-captioned cases (collectively, the "Debtors"),¹ filed for relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101, *et seq.* (the "Bankruptcy Code"), in the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court").

2. The Debtors' subsidiaries and affiliates identified in the attached Exhibit A have not filed for chapter 11 protection.

¹ In addition to Dana, the Debtors consist of the following entities: Brake Systems, Inc.; BWDAC, Inc.; Coupled Products, Inc.; Dakota New York Corp.; Dana Atlantic, LLC; Dana Automotive Aftermarket, Inc.; Dana Brazil Holdings LLC; Dana Brazil Holdings I LLC; Dana Information Technology Inc.; Dana International Finance, Inc.; Dana International Holdings, Inc.; Dana Risk Management Services, Inc.; Dana Technology Inc.; Dana World Trade Corporation; Dandorr L.L.C.; Dorr Leasing Corporation; DTF Trucking, Inc.; Echlin-Ponce, Inc.; EFMG LLC; EPE, Inc.; ERS LLC; Flight Operations, Inc.; Friction Inc.; Friction Materials, Inc.; Glacier Vandervell, Inc.; Hose & Tubing Products, Inc.; Lipe Corporation; Long Automotive LLC; Long Cooling LLC; Long USA LLC; Midland Brake, Inc.; Prattville Manufacturing, Inc.; Reinz Wisconsin Gasket LLC; Spicer Heavy Axle & Brake, Inc.; Spicer Heavy Axle Holdings, Inc.; Spicer Outdoor Power Equipment Components LLC; Torque-Traction Integration Technologies, LLC; Torque-Traction Manufacturing Technologies, LLC; Torque-Traction Technologies, LLC; and United Brake Systems Inc.

3. As confirmed by an Order of the Bankruptcy Court entered on [____], 2006, Dana's non-U.S. subsidiaries and affiliates are not subject to Bankruptcy Court supervision or the chapter 11 process.

Dated: [____], 2006

Exhibit A to Notice

Dana Corporation's Non-Filing Domestic and Worldwide Subsidiaries and Affiliates

A. Non-Filing Domestic Entities

1. Allied Ring Corporation
2. Bendix Spicer Foundation Brake LLC
3. BSFB Holdings, Inc.
4. Dana Asset Funding, LLC
5. Dana Emerson Actuator Systems LLC
6. Drive Tek LLC
7. DSA of America, Inc.
8. Getrag Corporation
9. Lagoon Associates, LLC
10. Transmission Technologies Corporation
11. Victor Reinz Valve Seals LLC

B. Nondebtor Dana Credit Corporation (and its Domestic & Foreign Affiliates)

1. Access Investments I, LLC
2. Access Investments II, LLC
3. Britannia Properties
4. CAC Luxembourg SàRL
5. CCD Air, Fifty LLC
6. CCD Air Eleven, Inc.
7. CCD Air Twelve, Inc.
8. CCD Water Three, Inc.
9. CES/Way Capital One, L.L.C.
10. CES/Way Capital Two, L.L.C.
11. CES/Way Capital Three, L.L.C.
12. CIC Verwaltung GmbH
13. CIC Beteiligungs GmbH
14. Dana Capital Limited
15. Dana Commercial Credit Corporation
16. Dana Commercial Credit (June) Limited
17. Dana Commercial Credit (September) Limited
18. Dana Commercial Credit (UK) Limited
19. Dana Credit Corporation
20. Dana Fleet Leasing, Inc.
21. Dana Lease Finance Corporation
22. DCC Canada, Inc.
23. DCC Company 102, Inc.
24. DCC Fiber, Inc.
25. DCC Project Finance Five, Inc.
26. DCC Project Finance Ten, Inc.
27. DCC Project Finance Eleven, Inc.
28. DCC Project Finance Twelve, Inc.
29. DCC Project Finance Thirteen, Inc.
30. DCC Project Finance Fourteen, Inc.
31. DCC Project Finance Fifteen, Inc.
32. DCC Project Finance Sixteen, Inc.
33. DCC Project Finance Eighteen, Inc.

34. DCC Project Finance Nineteen, Inc.
35. DCC Project Finance Twenty, Inc.
36. DK Bürgerwindpark Eckolstädt GmbH & Co. KG
37. DK Windpark Kavelstorf GmbH & Co. KG
38. Edison Capital Housing Partners XII, L.P.
39. Energy Services Credit Corporation
40. Energy Services Nevada, Inc.
41. Express Stop Financing
42. FGHK, Ltd.
43. GATX Telecom Investors II, L.L.C.
44. GATX Telecom Investors II-A, L.L.C.
45. Hickory Pointe Developer
46. Indiantown Cogeneration, L.P.
47. Indiantown Project Investment Partnership, L.P.
48. Isom & Associates, Inc.
49. JVQ Capital One, Inc.
50. Kingsdell, L.P.
51. Lance Point Developers
52. Letovon Rosehill One Pty. Limited
53. Letovon Rosehill Two Pty. Limited
54. Letovon St. Kilda One Pty. Limited
55. Letovon St. Kilda Two Pty. Limited
56. Michigan Coral Rock, LLC
57. Midwest Housing Investments, J.V., Inc.
58. Ottawa Properties, Inc.
59. Pasadena Project Investment Limited Partnership
60. Pasco Cogen Ltd.
61. Pasco Project Investment Partnership, L.P.
62. PhotoFinance LLC
63. PhotoTech, LLC
64. Pleasant View of North Vernon, L.P.
65. Prestwick Square of Jeffersonville, L.P.
66. ProLogis Equipment Services LLC
67. Redison, Inc.
68. REBNEC Ten, Inc.
69. Recap, Inc.
70. Region Center Associates
71. RENOVO Twelve, Inc.
72. RENOVO Thirteen, Inc.
73. ReSun, Inc.
74. Rock Energy Limited
75. Seismiq, Inc.
76. Shannon Canada Inc.
77. SHARP-Massachusetts Investment Limited Partnership
78. Springdale Park
79. Steiber Formsprag Limited
80. Stonegate Apartments of Cambridge City Associates, L.P.
81. STSN, Inc.
82. TSB, L.P.
83. Tyco Capital Project Finance, L.L.C.
84. Washington 10 Gas Holdings, Inc.
85. Washington 10 Storage Corporation

C. Other Non-Filing Foreign Entities

1. ABC Sistemas e Modulos Ltda.
2. AMP Industrial e Comercio de Pecas Automotivas Ltda.
3. Autoclavite S.A.
4. Autometales, S.A. de C.V.
5. Automotive Motion Technology Limited (AMTL)
6. Axlecaey Limited
7. Axles India Limited
8. Bendix Spicer Foundation Brake Canada, Inc.
9. C.A. Danaven
10. Cardanes, S.A. de C.V.
11. Cerro de los Médanos S.A.
12. Chassis Systems Limited
13. Corporacion Inmobiliaria de Mexico S.A. de C.V.
14. Dana Argentina S.A.
15. Dana Australia Pty. Ltd.
16. Dana Australia (Holdings) Pty. Ltd.
17. Dana Australia Trading Pty. Ltd.
18. Dana Austria GmbH
19. Dana Automoción, S.A.
20. Dana Automotive Limited
21. Dana Automotive Systems GmbH
22. Dana Bedford 3 Limited
23. Dana Belgium N.V.
24. Dana Canada Corporation
25. Dana Canada Holding Company
26. Dana Canada Limited
27. Dana Canada LP
28. Dana Chassis Systems Limited
29. Dana China Limited
30. Dana Comercializadora, S. de RL de C.V.
31. Dana (Deutschland) Grundstücksverwaltung GmbH
32. Dana do Brasil Ltda.
33. Dana Emerson Actuator Systems LLP
34. Dana Emerson Actuator Systems s.r.o.
35. Dana Emerson Actuator Systems (Technology) LLP
36. Dana Equipamentos Ltda.
37. Dana Europe S.A.
38. Dana Europe Holdings B.V.
39. Dana Finance (Ireland) Limited
40. Dana Fluid Products Slovakia, s.r.o.
41. Dana GmbH
42. Dana Heavy Axle Mexico S.A. de C.V.
43. Dana Holding GmbH
44. Dana Holdings Limited
45. Dana Holdings SRL
46. Dana Hong Kong Limited
47. Dana Hungary Gyarto kft
48. Dana India Private Limited
49. Dana India Technical Centre Limited
50. Dana Industrias Ltda.
51. Dana Investment GmbH
52. Dana Investment UK Limited
53. Dana Italia, SpA
54. Dana Japan, Ltd.

55. Dana Korea Co. Ltd.
56. Dana Law Department, Ltd. (f/k/a Lipe Limited)
57. Dana Limited
58. Dana Manufacturing Group Pension Scheme Limited
59. Dana Mauritius Limited
60. Dana New Zealand, Ltd.
61. Dana Residual I
62. Dana S.A.S.
63. Dana San Juan S.A.
64. Dana San Luis S.A.
65. Dana Spicer Europe Limited
66. Dana Spicer Limited
67. Dana Spicer (Thailand) Limited
68. Dana Two SARL
69. Dana UK Common Investment Fund Limited
70. Dana UK Holdings Limited
71. Dana UK Pension Scheme Limited
72. Dana (Wuxi) Technology Co. Ltd.
73. Dana-Albarus Industria E Comercio De Autopecas Ltda
74. Danaven Rubber Products, C.A.
75. Dantean (Thailand) Company, Limited
76. D.E.H. Holdings SARL
77. Deutsche Venture GmbH & Co KG
78. DirecSpicer, S.A. de C.V.
79. Dongfeng Dana Axle Co. Ltd. Driveshafts
80. Driveline Specialists Limited
81. Echlin Argentina S.A. (a/k/a Plasbestos)
82. Echlin do Brasil Industria e Comercio Ltda.
83. Echlin Comercial S.A. de C.V.
84. Echlin Europe Limited
85. Echlin Mexicana S.A. de C.V.
86. Echlin (Southern) Holding Ltd. (Jersey)
87. Echlin Taiwan Ltd.
88. Ejes Tractivos, S.A. de C.V.
89. Engranes Conicos, S.A. de C.V.
90. Fanacif Products Argentina S.A.
91. Forjas Spicer, S.A. de C.V.
92. Fujian Spicer Drivetrain System Co., Ltd.
93. Gearmax (Pty) Ltd.
94. Getrag All Wheel Drive AB
95. Getrag Dana Driveline Systems GmbH
96. Getrag Dana Holding GmbH
97. Getrag Ford Transmissions GmbH
98. Getrag GmbH & CIE
99. Getrag High-Tech Gears India LLC
100. Getrag US Holding GmbH
101. Glacier Tribometal Slovakia a.s.
102. Glacier Vandervell S.A.S.
103. Hindustan Hardy Spicer Limited
104. Hobourn Group Pension Trust Company Limited
105. Industria De Ejes Y Transmisiones S.A. (Transejes)
106. JUNCAY
107. Lipe Rollway Mexicana S.A. de C.V.
108. Manufacturas Victor Gaskets de Colombia S.A.
109. Metalmechanic Equipment Supply S.A.
110. Metalurgica Atica Ltda.

111. MSP Ltd.
112. Najico Spicer Co., Ltd.
113. Nippon Reinz Co. Ltd.
114. NMD Fuel Systems, S. de R.L. de C.V.
115. Nobel Plastiques S.A.S.
116. Nobel Plastiques Iberica S.A.
117. Nobel Teknik a.s.
118. Nobel Teknik France S.A.S.
119. ORDA Automotive a.s.
120. Perfect Circle Europe S.A.S.
121. Perfect Circle India Limited
122. Promotora de Industrias Mecanicas, S.A. de C.V. (Promec)
123. P.T. Spicer Indonesia
124. PT Spicer Axle Indonesia
125. PTG Mexico, S. de R.L. de C.V.
126. PTG Servicios, S. de R.L. de C.V.
127. QH Pension Trustee Limited
128. Quinton Hazell Plc.
129. Reinz-Dichtungs-GmbH & Co KG
130. Reinz Talbros Ltd.
131. ROC - Keeper Industrial Ltd.
132. ROC Spicer Investment Co. Ltd.
133. ROC-Spicer Ltd.
134. Sealed Power Autopartes, S.A. de C.V.
135. Sealed Power Mexicana S.A. de C.V.
136. Shenyang Spicer Driveshaft Corporation Limited
137. SM-Sistemas Modulares Ltda.
138. Societe de Reconditionnement Industriel de Moteurs S.A.S. (S.R.I.M.)
139. Spicer S.A. de C.V.
140. Spicer Axle Australia Pty Ltd.
141. Spicer Axle Structural Components Australia Pty. Ltd.
142. Spicer Ayra Cardan, S.A.
143. Spicer Driveshaft Australia Pty. Ltd.
144. Spicer Ejes Pesados S.A.
145. Spicer France SARL
146. Spicer Gelenkwellenbau GmbH
147. Spicer India Limited
148. Spicer Nordiska Kardan AB
149. Spicer Off-Highway Belgium N.V.
150. Spicer Off-Highway Parts & Distribution GmbH
151. Spicer Philippines Manufacturing Co.
152. SU Automotive Limited
153. SU Pension Trustee Limited
154. Suzuki Comercial Ltda.
155. T.F. Victor S.A. de C.V.
156. Taiguang Investment (BVI) Co., Ltd.
157. Taiguan Investment Co., Ltd.
158. Taijie Investment Co., Ltd.
159. Taiway Ltd.
160. Taiying Investment Co., Ltd.
161. Talesol S.A.
162. TecDoc Information Systems GmbH
163. Tecnologia de Mocion Controlada S.A. de C.V.
164. Thermal Products Czech Republic s.r.o.
165. Thermal Products France SAS
166. Transcar Ltda.

- 167. Transejes C.D. Ltda.
- 168. Transejes Transmisiones Homocineticas de Colombia S.A. (THC)
- 169. Transmisiones Homocineticas Argentina S.A. (THA)
- 170. Transmisiones TSP, S.A. de C.V.
- 171. Transmission y Equipos Mecanicos, S.A. de C.V. (Tremec)
- 172. T.S.P.
- 173. Tuboauto, C.A.
- 174. UBALI S.A.
- 175. Villa Industrial, S.A. de C.V.
- 176. Warner Electric do Brasil Ltda.
- 177. Whiteley Rishworth Ltd.
- 178. WOP Industrial e Comercio Bombas Ltda.
- 179. Wrenford Insurance Company Limited

EXHIBIT B

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re	:
	:
Dana Corporation, <i>et al.</i> ,	:
	:
Debtors.	:
	:
-----	X

Chapter 11
Case No. 06-____ (____)
(Jointly Administered)

**ORDER, PURSUANT TO SECTION 105 OF THE
BANKRUPTCY CODE, ENFORCING THE PROTECTIONS
OF SECTIONS 362 AND 525 OF THE BANKRUPTCY CODE AND
APPROVING NOTICE TO CUSTOMERS, SUPPLIERS AND OTHER
STAKEHOLDERS OF DEBTORS' NONDEBTOR GLOBAL AFFILIATES**

This matter coming before the Court on the Motion of Debtors and Debtors in Possession, Pursuant to Section 105 of the Bankruptcy Code, Enforcing the Protections of Sections 362 and 525 of the Bankruptcy Code and Approving Notice to Customers, Suppliers and Other Stakeholders of Debtors' Nondebtor Global Affiliates (the "Motion"),¹ filed by the debtors and debtors in possession in the above-captioned cases (collectively, the "Debtors"); the Court having reviewed the Motion and the Affidavit of Michael J. Burns filed in support of the Debtors' first day papers (the "Affidavit") and having considered the statements of counsel and the evidence adduced with respect to the Motion at a hearing before the Court (the "Hearing"); and the Court having found that (a) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334, (b) this is a core proceeding pursuant to 28 U.S.C. § 157(b), (c) notice of the Motion and the Hearing was sufficient under the circumstances, (d) in light of the circumstances, the requirements of Local Bankruptcy Rule 9013-1(b) that a separate

¹ Capitalized terms not otherwise defined herein shall have the meanings given to them in the Motion.

memorandum of law be filed in support of the Motion deemed satisfied or otherwise waived, (e) the Debtors commenced these chapter 11 cases by filing petitions for relief under chapter 11 of the Bankruptcy Code on March 3, 2006 and (f) the Nondebtor Global Affiliates (as identified in the attached Notice) have not filed for protection under chapter 11 of the Bankruptcy Code and may continue to operate their businesses without regard to the provisions and restrictions of the Bankruptcy Code; and the Court having determined that the legal and factual bases set forth in the Motion and the Affidavit and at the Hearing establish just cause for the relief granted herein;

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED.
2. Pursuant to section 362 of the Bankruptcy Code, all persons (including individuals, partnerships, corporations and all those acting for or on their behalf) and all foreign or domestic governmental units (and all those acting for or on their behalf) are hereby stayed, restrained and enjoined from:

- (a) commencing or continuing any judicial, administrative or other proceeding against the Debtors, including the issuance or employment of process that was or could have been commenced before any of the Debtors' chapter 11 cases were commenced;
- (b) recovering a claim against any of the Debtors that arose before the commencement of any of their chapter 11 cases;
- (c) taking any action to obtain possession of property of any of the Debtors or of property from any of the Debtors;
- (d) taking any action to create, perfect or enforce any lien against property of any of the Debtors, to the extent that such lien secures a claim that arose before the commencement of any of the Debtors' chapter 11 cases;
- (e) taking any action to collect, assess or recover a claim against any of the Debtors that arose before the commencement of any of their chapter 11 cases; and

- (f) offsetting any debt owing to any of the Debtors that arose before the commencement of any of their chapter 11 cases against any claim against any of the Debtors.

3. All persons and all foreign and domestic governmental units, and all those acting on their behalf, including sheriffs, marshals, constables and other or similar law enforcement officers and officials are stayed, restrained and enjoined from in any way seizing, attaching, foreclosing upon, levying against or in any other way interfering with any and all property of any of the Debtors, wherever located.

4. This Order shall not affect the exceptions to the automatic stay contained in section 362(b) of the Bankruptcy Code or the right of any party in interest to seek relief from the automatic stay in accordance with section 362(d) of the Bankruptcy Code. In addition, this Order shall not affect the substantive rights of any party.

5. Pursuant to section 525 of the Bankruptcy Code, all governmental units are prohibited and enjoined from: (a) denying, revoking, suspending or refusing to renew any license, permit, charter, franchise or other similar grant to the Debtors; (b) placing conditions upon such a grant to the Debtors; or (c) discriminating against the Debtors with respect to such a grant, solely because the Debtors are debtors under the Bankruptcy Code, may have been insolvent before the commencement of these chapter 11 cases or are insolvent during the pendency of these chapter 11 cases.

6. The Notice, substantially in the form attached to the Motion as Exhibit A, is approved in all respects.

7. The Debtors are authorized to cause the Notice to be translated into as many languages as may be deemed necessary and to distribute or publish such Notice as the Debtors deem appropriate.

8. The Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.

Dated: New York, New York
_____, 2006

UNITED STATES BANKRUPTCY JUDGE