

EXHIBIT E

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

CLAIMS ACQUISITION NOTICE

PLEASE TAKE NOTICE OF THE FOLLOWING:

1. [Name of Prospective Acquirer] hereby provides notice of its intention to purchase, acquire or otherwise accumulate (the "Proposed Transfer"), a claim or claim(s) against [Name of Debtor], which is one of the above-captioned debtors and debtors in possession (collectively, the "Debtors") in Case No. _____, which is pending in the United States Bankruptcy Court for the Southern District of New York (the "Court").
2. If applicable, on [Prior Date(s)], [Name of Prospective Acquirer] filed a Notice of Substantial Claimholder Status¹ with the Court and served copies thereof on the Debtors and the Debtors' counsel.

¹ For purposes of this Notice: (A) a "Substantial Claimholder" is any individual or entity that beneficially owns (1) an aggregate principal amount of claims against the Debtors equal to or exceeding \$101,250,000.00, which represents a preliminary estimate of 4.5% of the Debtors' general unsecured claims that may receive equity under a plan of reorganization or (2) a lease or leases under which one or more of the Debtors are lessees and pursuant to which payments of \$101,250,000.00 or more, in the aggregate, are or will become due; (B) "beneficial ownership" of claims shall be determined in accordance with applicable rules under section 382 of the Internal Revenue Code of 1986, as amended, and regulations promulgated thereunder and, to the extent provided therein, shall include direct and indirect ownership (e.g., a holding company would be considered to beneficially own all claims owned or acquired by its subsidiaries), ownership by family members and any group of persons acting pursuant to a formal or informal understanding to make a coordinated acquisition of claims, and ownership of claims that such holder has an option to acquire; (C) an "option" to acquire claims includes any contingent purchase, put, contract to acquire a claim(s) or similar interest, regardless of whether it is contingent or otherwise not currently exercisable; and (D) a "claim" shall have the meaning given to that term in section 101(5) of chapter 11 of title 11 of the United States Code, and includes without limitation a lessor's right to any current or future

3. [Name of Prospective Acquirer] currently beneficially owns claims against the Debtors in the aggregate principal amount of \$_____.

4. Pursuant to the Proposed Transfer, [Name of Prospective Acquirer] proposes to purchase, acquire or otherwise accumulate [Type of Claim, e.g., Trade/Lease/Public Debt] claims against [Name of Debtor] in the aggregate principal amount of \$_____. If the Proposed Transfer is permitted to occur, [Name of Prospective Acquirer] will beneficially own claims against the Debtors in the aggregate principal amount of \$_____ after the transfer.

5. The taxpayer identification number of [Name of Prospective Acquirer] is _____.

6. Under penalties of perjury, [Name of Prospective Acquirer] hereby declares that it has examined this Notice and accompanying attachments (if any), and, to the best of its knowledge and belief, this Notice and any attachments which purport to be part of this Notice are true, correct and complete.

7. Pursuant to that certain [Interim/Final] Order Establishing Notice and Hearing Procedures for Trading in Claims and Equity Securities, this Notice is being (a) filed with the Court and (b) served upon (i) the Debtors, at 4500 Dorr Street, Toledo, Ohio 43615 (Attn: Marc S. Levin, Esq. and Chris Czarka); and (ii) counsel to Dana, Jones Day, at 1420 Peachtree Street, N.E., Suite 800, Atlanta, Georgia 30309 (Attn: Jeffrey B. Ellman, Esq.) and at North Point, 901 Lakeside Avenue, Cleveland, Ohio 44114 (Attn: Heather Lennox, Esq.).

(continued...)

payment under or arising out of any lease with respect to which any Debtor is a lessee; however, the "claim" covered herein is limited to the portion of the claim that is unsecured.

8. The Debtors have 30 calendar days after receipt of this Notice to object to the Proposed Transfer described herein. If the Debtors file an objection, such Proposed Transfer will not be effective unless approved by a final and nonappealable order of the Court. If the Debtors do not object within such 30-day period, then after expiration of such period the Proposed Transfer may proceed solely as set forth in this Notice.

9. The Prospective Acquirer understands that any further transactions that may result in [Name of Prospective Acquirer] purchasing, acquiring or otherwise accumulating additional claims against the Debtors will each require an additional notice filed with the Court to be served in the same manner as this Notice.

10. This Notice is given in addition to, and not as a substitute for, any requisite notice under Rule 3001(e) of the Federal Rules of Bankruptcy Procedure.

Respectfully submitted,

(Name of Prospective Acquirer)

By:

Name: _____

Title: _____

Address: _____

Telephone: _____

Facsimile: _____

Date: _____

EXHIBIT F

**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 ELECTION AND CONSENT UNDER INTERIM OR
FINAL ORDER ESTABLISHING NOTICE AND HEARING
PROCEDURES FOR TRADING IN CLAIMS AND EQUITY SECURITIES**

PLEASE TAKE NOTICE OF THE FOLLOWING:

1. [Name of Claimholder] hereby elects to become an Electing Claimholder under the [Interim/Final] Order Establishing Notice and Hearing Procedures for Trading in Claims entered in the above-captioned cases (the "Order") and agrees to be bound by the terms set forth below. All terms in this Notice shall be construed to have the same meaning given to them in the Order.

2. The taxpayer identification number of [Name of Claimholder] is _____.

3. In the event that the above-captioned debtors and debtors in possession (collectively, the "Debtors") deliver a notice (a "Sell Down Notice") that [Name of Electing Claimholder] must, prior to the effective date of a plan of reorganization of or on behalf of the Debtors (the "Plan") for which the disclosure statement has been approved by the United States Bankruptcy Court for the Southern District of New York (the "Court"), sell or otherwise transfer all or a portion of its beneficial ownership of the excess of (a) the amount of claims owned by [Name of Electing Claimholder] over (b) the Threshold Amount (as defined below) (such excess

amount, the "Excess Amount") to unrelated persons or entities none of which, to [Name of Electing Claimholder]'s knowledge, owns immediately prior to the transfer, or would own immediately after the contemplated consummation of such transfer, an amount of claims in excess of the Section 382(l)(5) Amount (as defined below), then [Name of Electing Claimholder] shall sell or otherwise transfer the portion of the Excess Amount specified in the Sell Down Notice, prior to the later of (i) confirmation of the Plan, (ii) the date that is 30 days after receipt by [Name of Electing Claimholder] of the Sell Down Notice, or (iii) the date specified in the Sell Down Notice.

4. In effecting any sale or other transfer of claims pursuant to a Sell Down Notice, [Name of Electing Claimholder] shall, to the extent that it is reasonably feasible to do so within the normal constraints of the market in which such sale takes place, notify the acquiror of such claims of the existence of the Order and the Equity Forfeiture Provision (as defined therein) (it being understood that, in all cases in which there is direct communication between a sales person and a customer, including, without limitation, communication via telephone, e-mail and instant messaging, such notification shall be included in such sales person's summary of the transaction).

5. Until the date that [Name of Electing Claimholder] has sold or otherwise transferred the portion of the Excess Amount specified in the Sell Down Notice, [Name of Claimholder] shall not participate in formulating a Plan (which participation shall include, without limitation, making any suggestions or proposals to the Debtors or their advisors with regard to a Plan), but only to the extent that such participation would make evident to the Debtors that the claims of such person or entity do not constitute "qualified indebtedness" within the meaning of Treasury Regulation § 1.382-9(d)(2). For this purpose, the following activities

shall not constitute "participation in formulating a plan of reorganization" for purposes of Treasury Regulation §1.382- 9(d)(3): voting to accept or reject a Plan, reviewing a proposed business plan or taking any action required by the Order.

6. [Name of Electing Claimholder] acknowledges and agrees that, as the sole and exclusive sanction for a violation of [Name of Electing Claimholder]'s obligations under this election, [Name of Electing Claimholder] may be subject to the Equity Forfeiture Provision under the Order.

7. [Name of Electing Claimholder] acknowledges and agrees to provide a written statement to the Debtors, within ten calendar days after the later of (a) confirmation of the Plan, (b) the date that is 30 days after receipt by [Name of Electing Claimholder] of the Sell Down Notice, or (c) such other date specified in the Sell Down Notice, that [Name of Electing Claimholder] has complied with the terms and conditions set forth in the Sell Down Notice.

8. Pursuant to the Order, this Notice is being (a) filed with the Court and (b) served upon (i) the Debtors, at 4500 Dorr Street, Toledo, Ohio 43615 (Attn: Marc S. Levin, Esq. and Chris Czarka); and (ii) counsel to the Debtors, Jones Day, at 1420 Peachtree Street, N.E., Suite 800, Atlanta, Georgia 30309 (Attn: Jeffrey B. Ellman, Esq.) and at North Point, 901 Lakeside Avenue, Cleveland, Ohio 44114 (Attn: Heather Lennox, Esq.).

9. For purposes of this Notice, the "Section 382(l)(5) Amount" shall mean the amount set forth in the Sell Down Notice reflecting the amount of claims held by [Name of Electing Claimholder] that is reasonably anticipated by the Debtors to be converted to 4.5% of the reorganized Debtors' equity pursuant to and on the effective date of a Plan.

10. For purposes of this Notice, "Threshold Amount" shall mean the greater of (a) \$101,250,000.00 (or such greater amount that the Debtors may determine, after a review of

all relevant available information regarding current holdings of claims, to be reasonably necessary to ensure the availability of the benefits of section 382(l)(5) of the Internal Revenue Code under a Plan), (b) the amount of the actual claims held by [Name of Electing Claimholder] on the Petition Date (as defined in the Order), and (iii) the Section 382(l)(5) Amount.

11. This Notice is given in addition to, and not as a substitute for, any requisite notice under Rule 3001(e) of the Federal Rules of Bankruptcy Procedure.

Respectfully submitted,

(Name of Electing Claimholder)

By: _____

Name: _____

Title: _____

Address: _____

Telephone: _____

Facsimile: _____

Date: _____

EXHIBIT G

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 (A) ENTRY OF AN INTERIM ORDER
ESTABLISHING NOTICE AND HEARING PROCEDURES
FOR TRADING IN CLAIMS AND EQUITY SECURITIES
AND (B) HEARING TO CONSIDER ENTRY OF FINAL
ORDER ON NOTICE AND HEARING PROCEDURES**

**TO ALL PERSONS OR ENTITIES WITH CLAIMS¹ AGAINST OR EQUITY
INTERESTS IN THE DEBTORS:**

PLEASE TAKE NOTICE OF THE FOLLOWING:

1. On March 3, 2006 ("Petition Date"), the above-captioned debtors and debtors in possession (collectively, the "Debtors") commenced cases under chapter 11 of title 11, of the United States Code (the "Bankruptcy Code").

2. On _____, 2006, the United States Bankruptcy Court for the Southern District of New York (the "Court") entered an interim order (the "Interim Order"), approving the procedures set forth below (the "Notification Procedures") in order to assist the Debtors in preserving their net operating losses ("NOLs"). **Any purchase, sale, trade or other transfer of claims against the Debtors or equity securities in Debtor Dana Corporation**

¹ References to "claims" herein are made in accordance with the definition of "claim" in section 101(5) of the Bankruptcy Code and includes without limitation a lessor's right to any current or future payment under or arising out of any lease with respect to which any Debtor is a lessee; however, the "claim" covered herein is limited to the portion of the claim that is unsecured.

("Dana") that is subject to the procedures set forth below, but which violates them, shall be null and void and shall confer no rights on the transferee.

3. A hearing on the Debtors' request for a final order (a "Final Order") approving the Notification Procedures in substantially the form set forth in the Interim Order shall be held on _____, 2006 at _____, Eastern Time, before the Honorable _____ at One Bowling Green, New York, NY 10004-1408. Objections to entry of such Final Order must be filed with the Court and served so as to be received by 4:00 p.m., Eastern Time, on _____, 2006, on (a) the office of the United States Trustee for the Southern District of New York, (b) the Debtors, at 4500 Dorr Street, Toledo, Ohio 43615 (Attn: Marc S. Levin, Esq. and Chris Czarka) and (c) counsel to the Debtors, Jones Day, at 1420 Peachtree Street, N.E., Suite 800, Atlanta, Georgia 30309 (Attn: Jeffrey B. Ellman, Esq.) and at North Point, 901 Lakeside Avenue, Cleveland, Ohio 44114 (Attn: Heather Lennox, Esq.). If a Final Order is entered at such hearing, such Final Order may be obtained (a) free of charge at the website of the Debtors' claims and noticing agent, The BMC Group, Inc. ("BMC"), <http://www.dana.bmcgroup.com>; or (b) by contacting BMC by: (i) e-mail to dana@bmcgroup.com, (ii) telephone at (888) 819-7916, (iii) facsimile at (310) 640-8071 or (iv) regular mail: BMC Group, Attn: Dana Corporation Noticing, 1330 East Franklin Avenue, P.O. Box 952, El Segundo, California 90245-0952.

4. Pursuant to the Order, the following procedures shall apply to holding and trading in *equity securities of Dana*:

(a) Procedure for Trading in Equity Securities

- (i) Certain Defined Terms. For purposes of these procedures and the Interim Order: (A) a "Substantial Equityholder" is any person or entity that beneficially owns at least 6,843,978 shares (representing approximately 4.5% of the 152,088,404 issued and outstanding shares) of the common stock of Dana; (B) "beneficial ownership"

of equity securities shall be determined in accordance with applicable rules under section 382 of the Internal Revenue Code of 1986, as amended (the "IRC") and regulations promulgated thereunder and, to the extent provided therein, shall include direct and indirect ownership (e.g., a holding company would be considered to beneficially own all shares owned or acquired by its subsidiaries), ownership by such holder's family members and persons acting in concert with such holder to make a coordinated acquisition of stock and ownership of shares that such holder has an option to acquire; and (C) an "option" to acquire stock includes any contingent purchase, warrant, convertible debt, put, stock subject to risk of forfeiture, contract to acquire stock or similar interest, regardless of whether it is contingent or otherwise not currently exercisable.

- (ii) Notice of Substantial Equityholder Status. Any person or entity who currently is or becomes a Substantial Equityholder shall file with the Court, and serve upon the Debtors at 4500 Dorr Street, Toledo, Ohio 43615 (Attn: Marc S. Levin, Esq. and Chris Czarka) and counsel to the Debtors, Jones Day, at 1420 Peachtree Street, N.E., Suite 800, Atlanta, Georgia 30309 (Attn: Jeffrey B. Ellman, Esq.) and at North Point, 901 Lakeside Avenue, Cleveland, Ohio 44114 (Attn: Heather Lennox, Esq.), a notice of such status, in the form attached to the Motion as Exhibit A, on or before the later of (A) 20 days after entry of the Interim Order, for Substantial Equityholders as of entry of the Interim Order; (B) 20 days after entry of the Final Order, for persons or entities who become Substantial Equityholders after entry of the Interim Order but before 11 days after entry of the Final Order; or (C) ten days after becoming a Substantial Equityholder.
- (iii) Stock Accumulation Notice. Prior to any transfer of equity securities (including options to acquire stock) that would result in an increase in the amount of common stock of Dana beneficially owned by a Substantial Equityholder or would result in a person or entity becoming a Substantial Equityholder, such Substantial Equityholder or potential Substantial Equityholder shall file with the Court, and serve on the Debtors and counsel to the Debtors (at the addresses set forth in paragraph 4(a)(ii) above), advance written notice of the intended transfer of equity securities, in the form attached to the Motion as Exhibit B (a "Stock Accumulation Notice").
- (iv) Stock Disposition Notice. Prior to any transfer of equity securities (including options to acquire stock) that would result in a decrease in the amount of common stock of Dana beneficially owned by a Substantial Equityholder or would result in a person or entity

ceasing to be a Substantial Equityholder, such Substantial Equityholder shall file with the Court, and serve on the Debtors and counsel to the Debtors (at the addresses set forth in paragraph 4(a)(ii) above), advance written notice of the intended transfer of equity securities, in the form attached to the Motion as Exhibit C (a "Stock Disposition Notice").

- (v) Objection Procedures. The Debtors shall have 30 days after receipt of a Stock Accumulation Notice or a Stock Disposition Notice (each, a "Transfer Notice") to file with the Court and serve on the party filing the Transfer Notice an objection to the proposed transfer on the grounds that such transfer may adversely affect the Debtors' ability to utilize their NOLs or other tax attributes. If the Debtors file an objection, the proposed transaction will not be effective unless and until approved by a final and nonappealable order of this Court. If the Debtors do not object within such 30-day period, the transaction may proceed solely as set forth in the Transfer Notice. Further transactions within the scope of this paragraph must comply with the same noticing and 30-day objection procedures.

5. Pursuant to the Order, the following procedures shall apply to trading in

prepetition unsecured claims against the Debtors:

(a) Procedure for Trading in Claims

- (i) Certain Defined Terms. For purposes of these procedures and the Interim Order: (A) a "Substantial Claimholder" is any individual or entity that beneficially owns (1) an aggregate principal amount of claims against the Debtors equal to or exceeding \$101,250,000.00, which represents a preliminary estimate of 4.5% of the Debtors' general unsecured claims that may receive equity under a plan of reorganization or (2) a lease or leases under which one or more of the Debtors are lessees and pursuant to which payments of \$101,250,000.00 or more, in the aggregate, are or will become due; (B) "beneficial ownership" of claims shall be determined in accordance with applicable rules under section 382 of the IRC and regulations promulgated thereunder and, to the extent provided therein, shall include direct and indirect ownership (e.g., a holding company would be considered to beneficially own all claims owned or acquired by its subsidiaries), ownership by family members and any group of persons acting pursuant to a formal or informal understanding to make a coordinated acquisition of claims, and ownership of claims that such holder has an option to acquire; (C) an "option" to acquire claims includes any contingent purchase, put, contract to acquire a claim(s) or

similar interest, regardless of whether it is contingent or otherwise not currently exercisable; and (D) a "claim" shall have the meaning given to that term in section 101(5) of the Bankruptcy Code and includes without limitation a lessor's right to any current or future payment under or arising out of any lease with respect to which any Debtor is a lessee; however, the "claim" covered herein is limited to the portion of the claim that is unsecured.

- (ii) Notice of Substantial Claimholder Status. Except as provided in subparagraph (v) below, any person or entity who currently is or becomes a Substantial Claimholder shall file with the Court (at the holder's election, in a redacted form that does not include such holder's taxpayer identification number and the aggregate principal amount of claims that such holder beneficially owns), and serve upon the Debtors and counsel to the Debtors (at the addresses set forth in paragraph 4(a)(ii) above), an unredacted notice of such status, in the form attached to the Motion as Exhibit D (a "Notice of Substantial Claimholder Status"), on or before the later of (A) 20 days after entry of the Interim Order, for Substantial Claimholders as of entry of the Interim Order; (B) 20 days after entry of the Final Order, for persons or entities who become Substantial Claimholders after entry of the Interim Order but before 11 days after entry of the Final Order; or (C) ten days after becoming a Substantial Claimholder. Except to the extent necessary to respond to a Proposed Claims Acquisition Transaction (as defined below), or to the extent that the information contained therein already is publicly available, the Debtors and Debtors' counsel shall keep all such notices strictly confidential and shall not disclose the contents thereof to any person or entity; provided, however, that the Debtors may disclose the contents thereof to their professional financial or tax advisors and the counsel and professional financial or tax advisors to any appointed statutory committee(s) in these cases (each, a "Committee"), who shall themselves keep all such notices strictly confidential and shall not disclose the contents thereof to any other person or entity, including a member of the Committee, subject to further Court order; and provided further, however, that, to the extent confidential information is necessary to demonstrate to the Court the need for the issuance of a Sell Down Notice (as defined below), such confidential information (determined by, among other things, whether such information was redacted in any public filing) shall be filed under seal.
- (iii) Acquisition of Claims. Except as provided in subparagraphs (v)-(vi) below, at least 15 calendar days prior to the proposed date of any transfer of claims that would result in an increase in the aggregate principal amount of claims beneficially

owned by a Substantial Claimholder or would result in a person or entity becoming a Substantial Claimholder (a "Proposed Claims Acquisition Transaction"), such person, entity or Substantial Claimholder (a "Proposed Claims Transferee") shall file with the Court (at the holder's election, in a redacted form that does not include such holder's taxpayer identification number and the aggregate principal amount of claims that such holder beneficially owns and proposes to purchase or otherwise acquire), and serve upon the Debtors and counsel to the Debtors (at the addresses set forth in paragraph 4(a)(ii) above), an unredacted notice in the form attached to the Motion as Exhibit E (a "Claims Acquisition Notice"), describing specifically and in detail the intended acquisition of claims, regardless of whether such transfer would be subject to the filing, notice and hearing requirements of Bankruptcy Rule 3001. Except to the extent necessary to respond to a Proposed Claims Acquisition Transaction, or to the extent that the information contained therein is already public, the Debtors and the Debtors' counsel shall keep all such notices strictly confidential and shall not disclose the contents thereof to any person or entity; provided, however, that the Debtors may disclose the contents thereof to their professional financial or tax advisors and the counsel and professional financial or tax advisors to any Committee, who shall themselves keep all such notices strictly confidential and shall not disclose the contents thereof to any other person or entity, including a member of the Committee, subject to further Court order; and provided further, however, that to the extent confidential information is necessary to demonstrate to the Court the need for the issuance of a Sell Down Notice, such confidential information (determined by, among other things, whether such information was redacted in any public filing) shall be filed under seal.

(iv) Objection Procedures. The Debtors shall have 30 calendar days after receipt of a Claims Acquisition Notice (the "Claims Transfer Objection Deadline") to file with the Court, and serve upon a Proposed Claims Transferee, an objection to any proposed transfer of claims described in such Claims Acquisition Notice on the grounds that such transfer may adversely affect the Debtors' ability to utilize their NOLs or other tax attributes (a "Claims Transfer Objection") as a result of an ownership change under section 382 or section 383 of the IRC.

a) If the Debtors file a Claims Transfer Objection by the Claims Transfer Objection Deadline, then the Proposed Claims Acquisition Transaction shall not be effective unless and until approved by a final and nonappealable order of the Court. The Debtors shall bear the burden of

establishing the adverse effect of the proposed acquisition of claims on the Debtors' ability to utilize their NOLs or other tax attributes.

- b) If the Debtors do not file a Claims Transfer Objection by the Claims Transfer Objection Deadline, or if the Debtors provide written authorization to the Proposed Claims Transferee approving the Proposed Claims Acquisition Transaction prior to the Claims Transfer Objection Deadline, then such Proposed Claims Acquisition Transaction may proceed solely as specifically set forth in such Claims Acquisition Notice. Further transactions within the scope of this subparagraph (iv)(b) must be the subject of additional notices as set forth herein, with an additional 30 calendar day waiting period.

(v) Electing Claimholders.

- a) Election Notice. Any person or entity (an "Electing Claimholder") that elects to be bound by the terms of the notice attached to the Motion as Exhibit F (an "Election Notice") may freely trade and make a market in claims without having to provide notice as otherwise required under subparagraphs (ii) and (iii) above.
- b) Deadline to Make an Election Notice. To make an election pursuant to this subparagraph (v), any person or entity shall file with the Court (at the holder's election, in a redacted form that does not include such holder's taxpayer identification number), and serve upon the Debtors and counsel to the Debtors (at the addresses set forth in paragraph 4(a)(ii) above), an unredacted Election Notice, which shall constitute acceptance by such person or entity and the Debtors of the terms and conditions set forth in such Election Notice and the Interim Order or the Final Order, as applicable, provided that, in lieu of filing a Notice of Substantial Claimholder Status under paragraph (ii) above, (i) an Electing Claimholder that is a Substantial Claimholder on the date the Interim Order or Final Order, as applicable, is entered (the "Order Date") may file its Election Notice within 15 calendar days after the Order Date, and (ii) an Electing Claimholder that is not a Substantial Claimholder on the Order Date may file its Election Notice within 15 calendar days after the later of (A) the Order Date and (B) the date of any purchase or other acquisition of claims that causes such holder to become a Substantial Claimholder.

- c) Restrictions on Participation in Plan Formulation. An Electing Claimholder shall not participate in formulating any chapter 11 plan of reorganization of or on behalf of the Debtors (which participation shall include, without limitation, making any suggestions or proposals to the Debtors or their advisors with regard to the plan of reorganization), but this restriction on participation in the plan process shall only apply to the extent that such participation would make evident to the Debtors that the claims of such person or entity do not constitute "qualified indebtedness" within the meaning of Treasury Regulation section 1.382-9(d)(2). For this purpose, the Debtors acknowledge and agree that the following activities shall not constitute "participation in formulating a plan of reorganization" for purposes of Treasury Regulation section 1.382-9(d)(3): voting to accept or reject a proposed plan of reorganization, reviewing a proposed business plan, or taking any action required by the Interim Order or the Final Order.
- d) Sell Down Notices. If the Debtors are actively considering whether to utilize section 382(l)(5) of the IRC and if they conclude that it may be necessary to issue a notice (a "Sell Down Notice") that an Electing Claimholder must, prior to the effective date of the plan of reorganization of or on behalf of the Debtors for which the disclosure statement has been approved by the Court (the "Plan"), sell or otherwise transfer all or a portion of its beneficial ownership of the excess of (i) the amount of claims owned by such Electing Claimholder over (ii) the Threshold Amount (as defined below) (such excess amount, the "Excess Amount") to unrelated persons or entities, none of which, to the Electing Claimholder's knowledge, owns immediately prior to the transfer, or would own immediately after the contemplated consummation of such transfer, an amount of claims in excess of the Section 382(l)(5) Amount (as defined below), then the Debtors shall notify the Electing Claimholders, in writing, and shall publish (or arrange for publication of) a notice of the potential issuance of a Sell Down Notice on the website maintained by the Debtors' claims and noticing agent at: <http://www.dana.bmcgroup.com/>.
- e) Calculations of Threshold Amount. For purposes of these procedures, the Interim Order and any Sell Down Notice: (i) the "Threshold Amount" shall mean the greater of (A) \$101,250,000.00 (or such greater amount that the

Debtors may determine, after a review of all relevant available information regarding current holdings of claims, to be reasonably necessary to ensure the availability of the benefits of section 382(l)(5) of the IRC under the Plan), (B) the amount of the actual claims held by the Electing Claimholder on the Petition Date, and (C) the Section 382(l)(5) Amount; and (ii) the "Section 382(l)(5) Amount" shall mean the amount set forth in the Sell Down Notice reflecting the amount of claims held by an Electing Claimholder that is reasonably anticipated by the Debtors to be converted to 4.5% of the reorganized Debtors' equity pursuant to and on the effective date of the Plan.

- f) Court Approval of Sell Down Notices. After determining to seek a Sell Down Notice, the Debtors may request, upon notice to the Electing Claimholders and any Committee, that the Court, after a hearing (which could be the hearing to approve the disclosure statement for the Plan), enter an order approving, among other things, the issuance of a Sell Down Notice on the basis that each transfer required pursuant to a Sell Down Notice (including the amount thereof) is appropriate and necessary to ensure that the requirements of section 382(l)(5) of the IRC will be satisfied. The Debtors shall bear the burden of establishing that the Sell Down Notice is appropriate and necessary.
- g) Issuance of Sell Down Notices. If this Court approves the Debtors' issuance of a Sell Down Notice, then the Debtors may issue such Sell Down Notices to the relevant Electing Claimholders.
- h) Sanctions for Violating an Election Notice. The Debtors acknowledge and agree that, as the sole and exclusive sanction for a violation of an Electing Claimholder's obligations under an Election Notice, such Electing Claimholder may, pursuant to the Interim Order or the Final Order, be precluded from receiving in the Debtors' reorganization any consideration consisting of equity of the reorganized Debtors that is attributable to the Excess Amount of Claims, including any consideration in lieu thereof, provided that such Electing Claimholder shall be entitled to receive any other consideration to which such holder may be entitled by virtue of holding claims (the "Equity Forfeiture Provision"). The equity, including any consideration in lieu thereof, that has been forfeited pursuant to the Equity Forfeiture Provision shall be re-distributed by the Debtors pursuant to the Plan to ensure

the preservation of the benefits of section 382(l)(5) of the IRC. For the avoidance of doubt, a Deemed Electing Claimholder (as defined in paragraph (vi) below) shall be subject to the Equity Forfeiture Provision whether or not it actually files an Election Notice or receives a Sell Down Notice from the Debtors.

- i) Notice to Claim Transferees. In effecting any sale or other transfer of claims pursuant to a Sell Down Notice, an Electing Claimholder shall, to the extent that it is reasonably feasible to do so within the normal constraints of the market in which such sale takes place, notify the acquiror of such claims of the existence of the Interim Order or the Final Order and the Equity Forfeiture Provision (it being understood that, in all cases in which there is direct communication between a sales person and a customer, including, without limitation, communication via telephone, e-mail and instant messaging, such notification shall be included in such sales person's summary of the transaction).
- j) Notice of Compliance with Sell Down Notice. An Electing Claimholder subject to a Sell Down Notice shall provide a written statement to the Debtors, within 10 calendar days after the later of (i) confirmation of the Plan, (ii) the date that is 30 days after receipt by the Electing Claimholder of the Sell Down Notice, and (iii) such other date specified in the Sell Down Notice, that such Electing Claimholder has complied with the terms and conditions set forth in the Sell Down Notice. For the avoidance of doubt, the Debtors shall have no obligation under the Interim Order or the Final Order to provide notice to any Deemed Electing Claimholder of the matters set forth in this subparagraph (v)(b), and the lack of such notice shall not limit the obligation of a Deemed Electing Claimholder to comply with the requirements of a Sell Down Notice or affect the application of the Equity Forfeiture Provision with respect to such Deemed Electing Claimholder.
- k) Confidentiality of Election Notices. Except to the extent that the information contained in a Sell Down Notice already is publicly available or to the extent that disclosure is necessary in connection with an audit or other investigation by the IRS (or other taxing authority), the Debtors and the Debtors' counsel shall keep all Election Notices and any additional information provided by an Electing Claimholder pursuant to subparagraph (v)(b)

strictly confidential and shall not disclose the contents thereof to any person or entity; provided, however, that the Debtors may disclose the contents thereof to their professional financial or tax advisors and the counsel and professional financial or tax advisors to any Committee, who shall themselves keep all such notices strictly confidential and shall not disclose the contents thereof to any other person or entity, including a member of the Committee, subject to further Court order; and provided further, however, that to the extent confidential information is necessary to demonstrate to the Court the need for the issuance of a Sell Down Notice, such confidential information (determined by, among other things, whether such information was redacted in any public filing) shall be filed under seal.

(vi) Deemed Electing Claimholders.

- a) Definition. Notwithstanding the foregoing, effective as of the Petition Date and until further order of the Court to the contrary, any person or entity that (i) is not a Substantial Claimholder and purchases or otherwise acquires an amount of claims that causes such person or entity to become a Substantial Claimholder, or (ii) is a Substantial Claimholder and purchases or otherwise acquires any additional claims shall either comply with the notice and objection procedures set forth in subparagraphs (ii) through (iv) above (collectively, the "Claims Notice and Objection Provisions") or file or have filed an Election Notice and thereby become an Electing Claimholder pursuant to subparagraph (v) above, provided that any such person or entity that neither satisfies the Claims Notice and Objection Provisions nor files an Election Notice shall be deemed to have filed an Election Notice on the Petition Date and have thereby become an Electing Claimholder (a "Deemed Electing Claimholder") for all purposes of the Interim Order or Final Order. Deemed Electing Claimholders shall be subject to all the obligations of Electing Claimholders, including without limitation the requirement that Electing Claimholders sell or otherwise transfer claims pursuant to a Sell Down Notice or be subject to the Equity Forfeiture Provision. Nothing in this subparagraph (vi)(a) shall be read to relieve a Deemed Electing Claimholder of its obligations to notify the Debtors of such holder's status as a Substantial Claimholder. Except as otherwise provided herein, all references to an Electing Claimholder in the

Interim Order or Final Order shall include a Deemed Electing Claimholder.

b) Sanctions for Noncompliance. Effective as of the Petition Date, any purchase or other acquisition of claims in violation of the Interim Order or Final Order by a Substantial Claimholder that does not file a timely Election Notice as required under subparagraph (v)(a) above shall, upon motion of the Debtors to the Court, be subject to such remedy as the Court may find to be appropriate, including, without limitation, an order for such noncompliant Substantial Claimholder to divest itself promptly of any claims purchased in violation of the Interim Order or the Final Order and monetary damages for any costs incurred by the Debtors in connection with the enforcement of the Interim Order or Final Order, provided, however, that such purchase or other acquisition shall under no circumstances be rendered null and void *ab initio*. For the avoidance of doubt, any sanctions imposed by the Court on a noncompliant Substantial Claimholder pursuant to this subparagraph (vi)(b) shall be in addition to the consequences of treating such noncompliant Substantial Claimholder as a Deemed Electing Claimholder for all purposes of the Interim Order or the Final Order.

(vii) Applicable Authority. For the avoidance of doubt, section 382 of the IRC, the Treasury Regulations promulgated thereunder and all relevant IRS and judicial authority shall apply in determining whether the claims of several persons or entities must be aggregated when testing for Substantial Claimholder status.

6. The form of each of the notices described above may be obtained (a) free of charge at the website of the Debtors' claims and noticing agent, <http://www.dana.bmcgroup.com>, or from the Debtors' claims and noticing agent by: (i) e-mail to dana@bmcgroup.com, (ii) telephone at (888) 819-7916, (iii) facsimile at (310) 640-8071 or (iv) regular mail: BMC Group, Attn: Dana Corporation Noticing, 1330 East Franklin Avenue, P.O. Box 952, El Segundo, California 90245-0952; or (b) from Jones Day, North Point, 901 Lakeside Avenue, Cleveland, Ohio 44114, Attn: Heather Lennox, Esq., and Jones Day, 1420 Peachtree Street, N.E., Suite 800, Atlanta, Georgia 30309-3053, Attn: Jeffrey B. Ellman, Esq.

ANY PROHIBITED PURCHASE, SALE, TRADE OR OTHER TRANSFER OF CLAIMS AGAINST OR EQUITY SECURITIES IN THE DEBTORS THAT IS SUBJECT TO THE ORDER, BUT WHICH VIOLATES THE TERMS THEREOF, WILL BE NULL AND VOID AND MAY RESULT IN THE IMPOSITION OF SANCTIONS BY THE BANKRUPTCY COURT.

7. The requirements set forth in this Notice are in addition to the requirements of Rule 3001(e) of the Federal Rules of Bankruptcy Procedure and applicable securities, corporate and other laws, and do not excuse compliance therewith.

Dated: March ____, 2006
New York, New York

s/Corinne Ball
Corinne Ball (CB 8203)
Richard H. Engman (RE 7861)
JONES DAY
222 East 41st Street
New York, New York 10017
Telephone: (212) 326-3939
Facsimile: (212) 755-7306

- and -

Heather Lennox (HL 3046)
Jeffrey B. Ellman (JE 5638)
Carl E. Black (CB 4803)
Ryan T. Routh (RR 1994)
JONES DAY
North Point
901 Lakeside Avenue
Cleveland, Ohio 44114
Telephone: (216) 586-3939
Facsimile: (216) 579-0212

PROPOSED ATTORNEYS FOR DEBTORS
AND DEBTORS IN POSSESSION

EXHIBIT H

**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

**INTERIM ORDER ESTABLISHING NOTICE AND HEARING
PROCEDURES FOR TRADING IN CLAIMS AND EQUITY SECURITIES**

This matter coming before the Court on the Motion of Debtors and Debtors in Possession for Interim and Final Orders Establishing Notice and Hearing Procedures for Trading in Claims and Equity Securities (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 evidence adduced with respect to the Motion at a preliminary hearing before the Court (the "Hearing"); the Court finding 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)(2), (c) notice of the Motion and the Hearing was sufficient under the circumstances and (d) in light of the circumstances, the requirements of Local Bankruptcy Rule 9013-1(b) that a separate memorandum of law be filed in support of the Motion is waived; 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;

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

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED, and the Trading Procedures set forth herein are approved in all respects, on an interim basis.

2. Any purchase, sale or other transfer of claims against the Debtors or equity securities in Dana in violation of the Trading Procedures set forth herein (including the notice requirements set forth in Paragraphs 3(a) and 3(b) below) shall be null and void and shall confer no rights on the transferee.

3. The following Trading Procedures shall apply in the Debtors' chapter 11 cases:

(a) Procedure for Trading in Equity Securities

- (i) Certain Defined Terms. For purposes of this Interim Order: (A) a "Substantial Equityholder" is any person or entity that beneficially owns at least 6,843,978 shares (representing approximately 4.5% of the 152,088,404 issued and outstanding shares) of the common stock of Dana; (B) "beneficial ownership" of equity securities shall be determined in accordance with applicable rules under section 382 of the IRC and regulations promulgated thereunder and, to the extent provided therein, shall include direct and indirect ownership (e.g., a holding company would be considered to beneficially own all shares owned or acquired by its subsidiaries), ownership by such holder's family members and persons acting in concert with such holder to make a coordinated acquisition of stock and ownership of shares that such holder has an option to acquire; and (C) an "option" to acquire stock includes any contingent purchase, warrant, convertible debt, put, stock subject to risk of forfeiture, contract to acquire stock or similar interest, regardless of whether it is contingent or otherwise not currently exercisable.
- (ii) Notice of Substantial Equityholder Status. Any person or entity who currently is or becomes a Substantial Equityholder shall file with the Court, and serve upon the Debtors at 4500 Dorr Street, Toledo, Ohio 43615 (Attn: Marc S. Levin, Esq. & Chris Czarka) and counsel to the Debtors, Jones Day, at 1420 Peachtree Street, N.E., Suite 800, Atlanta, Georgia 30309 (Attn: Jeffrey B. Ellman, Esq.) and at North Point, 901 Lakeside Avenue, Cleveland, Ohio 44114 (Attn: Heather Lennox, Esq.), a notice of such status, in the

form attached to the Motion as Exhibit A (a "Notice of Substantial Equityholder Status"), on or before the later of (A) 20 days after entry of this Interim Order, for Substantial Equityholders as of entry of this Interim Order; (B) 20 days after entry of the Final Order, for persons or entities who become Substantial Equityholders after entry of this Interim Order but before 11 days after entry of the Final Order; or (C) ten days after becoming a Substantial Equityholder.

- (iii) Stock Accumulation Notice. Prior to any transfer of equity securities (including options to acquire stock) that would result in an increase in the amount of common stock of Dana beneficially owned by a Substantial Equityholder or would result in a person or entity becoming a Substantial Equityholder, such Substantial Equityholder or potential Substantial Equityholder shall file with the Court, and serve on the Debtors and counsel to the Debtors (at the addresses set forth in paragraph 3(a)(ii) above), advance written notice of the intended transfer of equity securities, in the form attached to the Motion as Exhibit B (a "Stock Accumulation Notice").
- (iv) Stock Disposition Notice. Prior to any transfer of equity securities (including options to acquire stock) that would result in a decrease in the amount of common stock of Dana beneficially owned by a Substantial Equityholder or would result in a person or entity ceasing to be a Substantial Equityholder, such Substantial Equityholder shall file with the Court, and serve on the Debtors and counsel to the Debtors (at the addresses set forth in paragraph 3(a)(ii) above), advance written notice of the intended transfer of equity securities, in the form attached to the Motion as Exhibit C (a "Stock Disposition Notice").
- (v) Objection Procedures. The Debtors shall have 30 days after receipt of an Accumulation Notice or a Disposition Notice (each, a "Transfer Notice") to file with the Court and serve on the party filing the Transfer Notice an objection to the proposed transfer on the grounds that such transfer may adversely affect the Debtors' ability to utilize their NOLs or other tax attributes. If the Debtors file an objection, the proposed transaction will not be effective unless approved by a final and nonappealable order of this Court. If the Debtors do not object within such 30-day period, the transaction may proceed solely as set forth in the Transfer Notice. Further transactions within the scope of this paragraph must comply with the same noticing and 30-day objection procedures.

(b) Procedure for Trading in Claims

- (i) Certain Defined Terms. For purposes of this Interim Order:
- (A) a "Substantial Claimholder" is any individual or entity that beneficially owns (1) an aggregate principal amount of claims against the Debtors equal to or exceeding \$101,250,000.00, which represents a preliminary estimate of 4.5% of the Debtors' general unsecured claims that may receive equity under the plan of reorganization or (2) a lease or leases under which one or more of the Debtors are lessees and pursuant to which payments of \$101,250,000.00, which represents a preliminary estimate of 4.5% of the Debtors' general unsecured claims that may receive equity under the plan of reorganization or more, in the aggregate, are or will become due; (B) "beneficial ownership" of claims shall be determined in accordance with applicable rules under section 382 of the IRC and regulations promulgated thereunder and, to the extent provided therein, shall include direct and indirect ownership (e.g., a holding company would be considered to beneficially own all claims owned or acquired by its subsidiaries), ownership by family members and any group of persons acting pursuant to a formal or informal understanding to make a coordinated acquisition of claims, and ownership of claims that such holder has an option to acquire; (C) an "option" to acquire claims includes any contingent purchase, put, contract to acquire a claim(s) or similar interest, regardless of whether it is contingent or otherwise not currently exercisable; and (D) a "claim" shall have the meaning ascribed to that term in section 101(5) of the Bankruptcy Code and includes without limitation a lessor's right to any current or future payment under or arising out of any lease with respect to which any Debtor is a lessee; however, the claim covered herein is limited to the portion of the claim that is unsecured.
- (ii) Notice of Substantial Claimholder Status. Except as provided in subparagraph (v) below, any person or entity who currently is or becomes a Substantial Claimholder shall file with the Court (at the holder's election, in a redacted form that does not include such holder's taxpayer identification number and the aggregate principal amount of claims that such holder beneficially owns), and serve upon the Debtors and Debtors' counsel (at the addresses set forth in paragraph 3(a)(ii) above), an unredacted notice of such status, in the form attached to the Motion as Exhibit D (a "Notice of Substantial Claimholder Status"), on or before the later of (A) 20 days after entry of this Interim Order, for Substantial Claimholders as of entry of this Interim Order; (B) 20 days after entry of the Final Order, for persons or entities who become Substantial Claimholders after entry of this Interim Order but before 11 days after entry of the Final Order; or (C) ten days after becoming a

Substantial Claimholder. Except to the extent necessary to respond to a Proposed Claims Acquisition Transaction (as defined below), or to the extent that the information contained therein already is publicly available, the Debtors and Debtors' counsel shall keep all such notices strictly confidential and shall not disclose the contents thereof to any person or entity; provided, however, that the Debtors may disclose the contents thereof to their professional financial or tax advisors and the professional financial or tax advisors to any appointed statutory committee(s) in these cases (each, a "Committee"), who shall themselves keep all such notices strictly confidential and shall not disclose the contents thereof to any other person or entity, including a member of the Committee, subject to further Court order; and provided further, however, that, to the extent confidential information is necessary to demonstrate to the Court the need for the issuance of a Sell Down Notice (as defined below), such confidential information (determined by, among other things, whether such information was redacted in any public filing) shall be filed under seal.

- (iii) Acquisition of Claims. Except as provided in subparagraphs (v) and (vi) below, at least 15 calendar days prior to the proposed date of any transfer of claims that would result in an increase in the aggregate principal amount of claims beneficially owned by a Substantial Claimholder or would result in a person or entity becoming a Substantial Claimholder (a "Proposed Claims Acquisition Transaction"), such person, entity or Substantial Claimholder (a "Proposed Claims Transferee") shall file with the Court (at the holder's election, in a redacted form that does not include such holder's taxpayer identification number and the aggregate principal amount of claims that such holder beneficially owns and proposes to purchase or otherwise acquire), and serve upon the Debtors and Debtors' counsel (at the addresses set forth in paragraph 3(a)(ii) above), an unredacted notice in the form attached to the Motion as Exhibit E (a "Claims Acquisition Notice"), describing specifically and in detail the intended acquisition of claims, regardless of whether such transfer would be subject to the filing, notice and hearing requirements of Bankruptcy Rule 3001. Except to the extent necessary to respond to a Proposed Claims Acquisition Transaction, or to the extent that the information contained therein is already public, the Debtors and Debtors' counsel shall keep all such notices strictly confidential and shall not disclose the contents thereof to any person or entity; provided, however, that the Debtors may disclose the contents thereof to their professional financial or tax advisors and the counsel and professional financial or tax advisors to any Committee, who shall themselves keep all such notices strictly confidential and shall not disclose the contents thereof to any other

person or entity, including a member of the Committee, subject to further Court order; and provided further, however, that to the extent confidential information is necessary to demonstrate to the Court the need for the issuance of a Sell Down Notice, such confidential information (determined by, among other things, whether such information was redacted in any public filing) shall be filed under seal.

(iv) Objection Procedures. The Debtors shall have 30 calendar days after receipt of a Claims Acquisition Notice (the "Claims Transfer Objection Deadline") to file with the Court, and serve upon a Proposed Claims Transferee, an objection to any proposed transfer of claims described in such Claims Acquisition Notice on the grounds that such transfer may adversely affect the Debtors' ability to utilize their NOLs or other tax attributes (a "Claims Transfer Objection") as a result of an ownership change under section 382 or section 383 of the IRC.

a) If the Debtors file a Claims Transfer Objection by the Claims Transfer Objection Deadline, then the Proposed Claims Acquisition Transaction shall not be effective unless and until approved by a final and nonappealable order of the Court. The Debtors shall bear the burden of establishing the adverse effect of the proposed acquisition of claims on the Debtors' ability to utilize their NOLs or other tax attributes.

b) If the Debtors do not file a Claims Transfer Objection by the Claims Transfer Objection Deadline, or if the Debtors provide written authorization to the Proposed Claims Transferee approving the Proposed Claims Acquisition Transaction prior to the Claims Transfer Objection Deadline, then such Proposed Claims Acquisition Transaction may proceed solely as specifically set forth in such Claims Acquisition Notice. Further transactions within the scope of this subparagraph (iv)(b) must be the subject of additional notices as set forth herein, with an additional 30 calendar day waiting period.

(v) Electing Claimholders.

a) Election Notice. Any person or entity (an "Election Claimholder") that elects to be bound by the terms of the notice attached to the Motion as Exhibit F (an "Election Notice") may freely trade and make a market in claims without having to provide notice as otherwise required under subparagraphs (ii) and (iii) above.

- b) Deadline to Make an Election Notice. To make an election pursuant to this subparagraph (v), any person or entity shall file with the Court (at the holder's election, in a redacted form that does not include such holder's taxpayer identification number), and serve upon the Debtors and Debtors' counsel (at the addresses set forth in paragraph 3(a)(ii) above), an unredacted Election Notice, which shall constitute acceptance by such person or entity and the Debtors of the terms and conditions set forth in such Election Notice and this Interim Order, provided that, in lieu of filing a Notice of Substantial Claimholder Status under paragraph (ii) above, (i) an Electing Claimholder that is a Substantial Claimholder on the date this Interim Order or the Final Order, as applicable, is entered (the "Order Date") may file its Election Notice within 15 calendar days after the Order Date, and (ii) an Electing Claimholder that is not a Substantial Claimholder on the Order Date may file its Election Notice within 15 calendar days after the later of (A) the Order Date and (B) the date of any purchase or other acquisition of claims that causes such holder to become a Substantial Claimholder.
- c) Restrictions on Participation in Plan Formulation. An Electing Claimholder shall not participate in formulating any chapter 11 plan of reorganization of or on behalf of the Debtors (which participation shall include, without limitation, making any suggestions or proposals to the Debtors or their advisors with regard to the plan of reorganization), but this restriction on participation in the plan process shall only apply to the extent that such participation would make evident to the Debtors that the claims of such person or entity do not constitute "qualified indebtedness" within the meaning of Treasury Regulation section 1.382-9(d)(2). For this purpose, the Debtors acknowledge and agree that the following activities shall not constitute "participation in formulating a plan of reorganization" for purposes of Treasury Regulation section 1.382-9(d)(3): voting to accept or reject a proposed plan of reorganization, reviewing a proposed business plan, or taking any action required by this Interim Order or the Final Order.
- d) Sell Down Notices. If the Debtors are actively considering whether to utilize section 382(l)(5) of the IRC and if they conclude that it may be necessary to issue a notice (a "Sell Down Notice") that an Electing Claimholder must, prior to the effective date of the plan of reorganization of or on

behalf of the Debtors for which the disclosure statement has been approved by the Court (the "Plan"), sell or otherwise transfer all or a portion of its beneficial ownership of the excess of (i) the amount of claims owned by such Electing Claimholder over (ii) the Threshold Amount (as defined below) (such excess amount, the "Excess Amount") to unrelated persons or entities, none of which, to the Electing Claimholder's knowledge, owns immediately prior to the transfer, or would own immediately after the contemplated consummation of such transfer, an amount of claims in excess of the Section 382(l)(5) Amount (as defined below), then the Debtors shall notify the Electing Claimholders, in writing, and shall publish (or arrange for publication of) a notice of the potential issuance of a Sell Down Notice on the website maintained by the Debtors' claims and noticing agent at: <http://www.dana.bmcgroup.com/>.

- e) Calculation of Threshold Amount. For purposes of this Interim Order and any Sell Down Notice:
 - (i) the "Threshold Amount" shall mean the greater of (A) \$101,250,000.00 (or such greater amount that the Debtors may determine, after a review of all relevant available information regarding current holdings of claims, to be reasonably necessary to ensure the availability of the benefits of section 382(l)(5) of the IRC under the Plan), (B) the amount of the actual claims held by the Electing Claimholder on the Petition Date, and (C) the Section 382(l)(5) Amount; and (ii) the "Section 382(l)(5) Amount" shall mean the amount set forth in the Sell Down Notice reflecting the amount of claims held by an Electing Claimholder that is reasonably anticipated by the Debtors to be converted to 4.5% of the reorganized Debtors' equity pursuant to and on the effective date of the Plan.
- f) Court Approval of Sell Down Notices. After determining to seek a Sell Down Notice, the Debtors may request, upon notice to the Electing Claimholders and any Committee, that the Court, after a hearing (which could be the hearing to approve the disclosure statement for the Plan), enter an order approving, among other things, the issuance of a Sell Down Notice on the basis that each transfer required pursuant to a Sell Down Notice (including the amount thereof) is appropriate and necessary to ensure that the requirements of section 382(l)(5) of the IRC will be satisfied. The Debtors shall bear the burden of establishing that the Sell Down Notice is appropriate and necessary.

- g) Issuance of Sell Down Notices. If this Court approves the Debtors' issuance of a Sell Down Notice, then the Debtors may issue such Sell Down Notices to the relevant Electing Claimholders.
- h) Sanctions for Violating an Election Notice. The Debtors acknowledge and agree that, as the sole and exclusive sanction for a violation of an Electing Claimholder's obligations under an Election Notice, such Electing Claimholder may, pursuant to this Interim Order or the Final Order, be precluded from receiving in the Debtors' reorganization any consideration consisting of equity of the reorganized Debtors that is attributable to the Excess Amount of Claims, including any consideration in lieu thereof, provided that such Electing Claimholder shall be entitled to receive any other consideration to which such holder may be entitled by virtue of holding claims (the "Equity Forfeiture Provision"). The equity, including any consideration in lieu thereof, that has been forfeited pursuant to the Equity Forfeiture Provision shall be re-distributed by the Debtors pursuant to the Plan to ensure the preservation of the benefits of section 382(l)(5) of the IRC. For the avoidance of doubt, a Deemed Electing Claimholder (as defined in paragraph (vi) below) shall be subject to the Equity Forfeiture Provision whether or not it actually files an Election Notice or receives a Sell Down Notice from the Debtors.
- i) Notice to Claim Transferees. In effecting any sale or other transfer of claims pursuant to a Sell Down Notice, an Electing Claimholder shall, to the extent that it is reasonably feasible to do so within the normal constraints of the market in which such sale takes place, notify the acquiror of such claims of the existence of this Interim Order or the Final Order, as applicable, and the Equity Forfeiture Provision (it being understood that, in all cases in which there is direct communication between a sales person and a customer, including, without limitation, communication via telephone, e-mail and instant messaging, such notification shall be included in such sales person's summary of the transaction).
- j) Notice of Compliance with Sell Down Notices. An Electing Claimholder subject to a Sell Down Notice shall provide a written statement to the Debtors, within 10 calendar days after the later of (i) confirmation of the Plan, (ii) the date that is 30 days after receipt by the

Electing Claimholder of the Sell Down Notice and (iii) such other date specified in the Sell Down Notice, that such Electing Claimholder has complied with the terms and conditions set forth in the Sell Down Notice. For the avoidance of doubt, the Debtors shall have no obligation under this Interim Order to provide notice to any Deemed Electing Claimholder of the matters set forth in this subparagraph (v)(j), and the lack of such notice shall not limit the obligation of a Deemed Electing Claimholder to comply with the requirements of a Sell Down Notice or affect the application of the Equity Forfeiture Provision with respect to such Deemed Electing Claimholder.

- k) Confidentiality of Election Notices. Except to the extent that the information contained in a Sell Down Notice already is publicly available or to the extent that disclosure is necessary in connection with an audit or other investigation by the IRS (or other taxing authority), the Debtors and the Debtors' counsel shall keep all Election Notices and any additional information provided by an Electing Claimholder pursuant to paragraph (v)(b) strictly confidential and shall not disclose the contents thereof to any person or entity; provided, however, that the Debtors may disclose the contents thereof to their professional financial or tax advisors and the counsel and professional financial or tax advisors to any Committee, who shall themselves keep all such notices strictly confidential and shall not disclose the contents thereof to any other person or entity, including a member of the Committee, subject to further Court order; and provided further, however, that to the extent confidential information is necessary to demonstrate to the Court the need for the issuance of a Sell Down Notice, such confidential information (determined by, among other things, whether such information was redacted in any public filing) shall be filed under seal.

(vi) Deemed Electing Claimholders.

- a) Definition. Notwithstanding the foregoing, effective as of the Petition Date and until further order of the Court to the contrary, any person or entity that (i) is not a Substantial Claimholder and purchases or otherwise acquires an amount of claims that causes such person or entity to become a Substantial Claimholder, or (ii) is a Substantial Claimholder and purchases or otherwise acquires any additional claims shall either comply with the notice and objection procedures set forth in subparagraphs (ii) and (iii)

above (collectively, the "Claims Notice and Objection Provisions") or file or have filed an Election Notice and thereby become an Electing Claimholder pursuant to subparagraph (v) above, provided that any such person or entity that neither satisfies the Claims Notice and Objection Provisions nor files an Election Notice shall be deemed to have filed an Election Notice on the Petition Date and have thereby become an Electing Claimholder (a "Deemed Electing Claimholder") for all purposes of this Interim Order. Deemed Electing Claimholders shall be subject to all the obligations of Electing Claimholders, including without limitation the requirement that Electing Claimholders sell or otherwise transfer claims pursuant to a Sell Down Notice or be subject to the Equity Forfeiture Provision. Nothing in this subparagraph (vi)(a) shall be read to relieve a Deemed Electing Claimholder of its obligations to notify the Debtors of such holder's status as a Substantial Claimholder. Except as otherwise provided herein, all references to an Electing Claimholder in this Interim Order shall include a Deemed Electing Claimholder.

b) Sanctions for Noncompliance. Effective as of the Petition Date, any purchase or other acquisition of claims in violation of this Interim Order by a Substantial Claimholder that does not file a timely Election Notice as required under subparagraph (v)(a) above shall, upon motion of the Debtors to the Court, be subject to such remedy as the Court may find to be appropriate, including, without limitation, an order for such noncompliant Substantial Claimholder to divest itself promptly of any claims purchased in violation of this Interim Order and monetary damages for any costs incurred by the Debtors in connection with the enforcement of the Interim Order or the Final Order, provided, however, that such purchase or other acquisition shall under no circumstances be rendered null and void *ab initio*. For the avoidance of doubt, any sanctions imposed by the Court on a noncompliant Substantial Claimholder pursuant to this subparagraph (vi)(b) shall be in addition to the consequences of treating such noncompliant Substantial Claimholder as a Deemed Electing Claimholder for all purposes of this Interim Order.

(vii) Applicable Authority. For the avoidance of doubt, section 382 of the IRC, the Treasury Regulations promulgated thereunder and all relevant IRS and judicial authority shall apply in determining

whether the claims of several persons and/or entities must be aggregated when testing for Substantial Claimholder status.

4. Following entry of this Interim Order, the Debtors shall publish a notice in substantially the form attached to the Motion as Exhibit G (the "Trading Procedures Notice") in the Bloomberg newswire service and to send the Notice to: (a) the office of the United States Trustee for the Southern District of New York (the "U.S. Trustee"); (b) counsel to the Agent for the Debtors' prepetition secured bank lenders and the proposed postpetition lenders; (c) counsel to any Committee(s) appointed in these cases; (d) all known potential creditors and shareholders of record (if possible, sent to those parties with the notice of the commencement of these cases); (e) counsel for the program agent for the Debtors' prepetition accounts receivable securitization facility; (f) the transfer agents or indenture trustees for any class of common stock or any bonds, notes or debentures of the Debtors; and (g) all parties who file notices of transfers of claims under Bankruptcy Rule 3001(e)(i).

5. Upon receipt of the Trading Procedures Notice, any indenture trustee(s) or transfer agent(s) for any bonds, notes or debentures of the Debtors or any stock of Dana are hereby required, on at least a quarterly basis, to send such Trading Procedures Notice to all holders of such bonds, notes, debentures or stock registered with such indenture trustee or transfer agent. Any such registered holder must, in turn, promptly provide such Trading Procedures Notice to any holder for whose account such registered holder holds such bonds, notes, debentures or stock, and so on down the chain of ownership.

6. Any person, entity, broker or agent acting on behalf of the holder who (a) sells claims against the Debtors in the aggregate principal amount of at least \$101,250,000.00, or (b) sells 6,843,978 shares of common stock of Dana to another person or

entity must provide a copy of the Trading Procedures Notice to such purchaser or any broker or agent acting on such purchaser's behalf.

7. The requirements set forth in this Interim Order are in addition to the requirements of Bankruptcy Rule 3001(e) and applicable securities, corporate and other laws, and do not excuse compliance therewith.

8. Any of the Debtors may waive in writing any and all restrictions, stays and notification procedures contained in this Interim Order.

9. A Final Hearing on the Motion shall be held on _____, 2006, at _____, Eastern Time. This Interim Order shall remain effective until a Final Order is entered in connection with such Final Hearing unless otherwise ordered by the Court. This Interim Order may be made permanent at the Final Hearing.

10. Upon entry of any Final Order at the Final Hearing, the Debtors shall not be required to serve a copy of such Final Order on all creditors and shareholders but shall be required to serve a copy of such final order on all other parties served with the Trading Procedures Notice.

Dated: _____, 2006
New York, New York

UNITED STATES BANKRUPTCY JUDGE