

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK**

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In re : Chapter 11
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Dana Corporation, *et al.*, : Case No. 06-10354 (BRL)
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Debtors. : (Jointly Administered)
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ORDER REFERRING MATTER TO MEDIATION AND APPOINTING MEDIATOR

WHEREAS, this Court has determined that the dispute between L&W Engineering Co. (“L&W”) and the above-captioned Debtors, as set forth in L&W’s Motion for Allowance and Payment of Administrative Expense Claim (D.I. 4764) and the Objection of Debtors and Debtors in Possession to L&W Engineering Co.’s Motion for Allowance and Payment of Administrative Expense Claim (D.I. 5799), is an appropriate subject for mediation pursuant to the Court’s Amended General Order Adopting Procedures Governing Mediation of Matters in Bankruptcy Cases and Adversary Proceedings, dated January 17, 1995 (the “General Order”); and

WHEREAS, the parties to the mediation have selected Adam C. Rogoff, Esq. as the mediator pursuant to the General Order, it is therefore:

ORDERED, that Adam C. Rogoff, Esq. (the “Mediator”) shall be appointed to serve as a mediator in the above-captioned bankruptcy cases; and it is further

ORDERED, that except as set forth herein or otherwise agreed to in writing by the parties and the Mediator, the mediation shall be governed by the General Order; and it is further

ORDERED, that the parties to the mediation (the “Parties”) shall be the Debtors and L&W; and it is further

ORDERED, that the Mediator may be assisted by his law firm, Cooley Godward Kronish LLP, at the mediation sessions and otherwise. The Mediator and his firm shall be compensated at their customary hourly rates; and it is further

ORDERED, that the Mediator's fees and expenses, including the fees and expenses of Cooley Godward Kronish LLP, shall be invoiced to the parties on a monthly basis and at the conclusion of the mediation, unless otherwise agreed by the Mediator and the Parties. The fees and expenses of the Mediator shall be borne 50% by the Debtors and 50% by L&W. The Debtors and L&W shall pay their respective shares within thirty (30) days of the Debtors' receipt of a detailed invoice from the Mediator, recognizing that invoices shall not include details that would reveal confidences given to the Mediator by any Party. Without limiting the foregoing, if any Party objects to such payment by notice to the Debtors and the Mediator, then the invoice shall be submitted to the Court for its review. Expenses shall be itemized in the invoices. Objections, if any, must be made within fifteen (15) days of receipt of an invoice; and it is further

ORDERED, that the Parties shall make available to the Mediator and for mediation sessions such principals as the Mediator shall reasonably request; and it is further

ORDERED, that no documents relating to the matters to be mediated, other than the Mediator's Final Report, if any, shall be filed with the Court.

Dated: New York, New York
August 20, 2007

/s/Burton R. Lifland
United States Bankruptcy Judge