

=====
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

AMENDMENT NO. 13

TO SCHEDULE TO (RULE 14d-100)

TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1)
OF THE SECURITIES EXCHANGE ACT OF 1934

DANA CORPORATION
(Name of Subject Company (Issuer))

DELTA ACQUISITION CORP.
ARVINMERITOR, INC.
(Names of Filing Persons (Offerors))

COMMON STOCK, PAR VALUE \$1.00 PER SHARE
(Title of Class of Securities)

23581110
(CUSIP Number of Class of Securities)

VERNON G. BAKER, II, ESQ.

ARVINMERITOR, INC.
2135 WEST MAPLE ROAD
TROY, MICHIGAN 48084
TELEPHONE: (248) 435-1000

(Name, Address and Telephone Numbers of Person Authorized to Receive Notices and
Communications on Behalf of Filing Persons)

COPIES TO:

DENNIS J. FRIEDMAN, ESQ.
STEVEN P. BUFFONE, ESQ.
GIBSON, DUNN & CRUTCHER LLP
200 PARK AVE.
NEW YORK, NEW YORK 10166
TELEPHONE: (212) 351-4000

[] Check the box if the filing relates solely to preliminary communications
made before the commencement of a tender offer:

[X] Check the appropriate boxes below to designate any transactions to which
the statement relates:

[X] third-party tender offer subject to Rule 14d-1.

[] issuer tender offer subject to Rule 13e-4.

[] going-private transaction subject to Rule 13e-3.

[] amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results
of the tender offer: []
=====

SCHEDULE TO

This Amendment No. 13 to the Tender Offer Statement on Schedule TO amends and supplements the statement originally filed on July 9, 2003 (as amended or supplemented prior to the date hereof, the "Schedule TO") by ArvinMeritor, Inc., an Indiana corporation ("Parent"), and Delta Acquisition Corp., a Virginia corporation and a wholly owned subsidiary of Parent (the "Purchaser"). The Schedule TO relates to the offer by the Purchaser to purchase (1) all outstanding shares ("Shares") of common stock, par value \$1.00 per share, of Dana Corporation, a Virginia corporation (the "Company"), and (2) unless and until validly redeemed by the board of directors of the Company, the associated rights to purchase shares of Series A Junior Participating Preferred Stock, no par value, of the Company (the "Rights") issued pursuant to the Rights Agreement, dated as of April 25, 1996 (as amended from time to time, the "Rights Agreement"), by and between the Company and Chemical Mellon Shareholder Services L.L.C., as Rights Agent, at a price of \$15.00 per Share, net to the seller in cash, without interest, upon the terms and subject to the conditions set forth in the Offer to Purchase, dated July 9, 2003 (as amended or supplemented prior to the date hereof, the "Offer to Purchase"), and in the related Letter of Transmittal. Unless the context otherwise requires, all references to the Shares shall be deemed to include the associated Rights, and all references to the Rights shall be deemed to include the benefits that may inure to holders of Rights pursuant to the Rights Agreement. This Amendment No. 13 to the Schedule TO is being filed on behalf of the Purchaser and Parent.

Capitalized terms used and not defined herein have the meanings specified in the Offer to Purchase and the Schedule TO.

The item numbers and responses thereto below are in accordance with the requirements of Schedule TO.

ITEM 11. ADDITIONAL INFORMATION

The Introduction to the Offer to Purchase is hereby amended by deleting the tenth paragraph of such Introduction (as previously amended) in its entirety and replacing it with the following:

"In addition, on July 9, 2003, Parent and the Purchaser commenced an action against the Company in the United States District Court for the Western District of Virginia seeking a declaratory judgment that their statements and disclosures in conjunction with the Offer comply with applicable federal law (the "Western District of Virginia Action"). On July 25, 2003, Parent and the Purchaser amended their complaint in the Western District of Virginia Action to add a claim for a declaratory judgment that the Company's statements and disclosures in response to, or otherwise relating to, the Offer, including, but not limited to, its Schedule 14D-9, as amended (the "Schedule 14D-9"), contain material misrepresentations and omissions, and represent fraudulent, deceptive or manipulative acts on the part of the Company, in violation of Section 14(e) of the Exchange Act. Parent and the Purchaser's amended complaint also seeks an order requiring the Company to correct by public means its material misstatements and omissions, and its fraudulent, deceptive, or manipulative acts. Finally, Parent and the Purchaser seek in the amended complaint an injunction prohibiting the Company from further disseminating false and misleading statements, from making any additional material misstatements or omissions, and from committing any other fraudulent, deceptive or manipulative acts that would further harm the Offer. On August 21, 2003, the Company denied the material allegations in the amended complaint and brought various counterclaims against Parent and the Purchaser seeking, among other things, a declaratory judgment that Parent has violated Sections 14(d) and 14(e) of the Exchange Act and the rules promulgated thereunder, an order requiring Parent to file disclosures correcting allegedly materially misleading statements and omissions and extending the Offer in order to enable the Company's shareholders to analyze such disclosures, and an order enjoining Parent from pursuing the Offer. On September 9, 2003, Parent and the Purchaser replied to the Company's counterclaims by denying the material allegations set forth therein, asserting affirmative defenses thereto and requesting that the court grant judgment against such counterclaims and instead grant the relief sought in Parent and the Purchaser's amended complaint."

ITEM 12. EXHIBITS

- (a)(1)(A) Offer to Purchase, dated July 9, 2003.*
- (a)(1)(B) Letter of Transmittal.*
- (a)(1)(C) Notice of Guaranteed Delivery.*

- (a)(1)(D) Letter to Brokers, Dealers, Commercial Banks, Trust Companies and other Nominees.*
- (a)(1)(E) Form of Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies and other Nominees.*
- (a)(1)(F) Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9.*
- (a)(1)(G) Press release issued by ArvinMeritor, Inc., dated July 8, 2003, announcing ArvinMeritor's intention to commence the Offer.*
- (a)(1)(H) Press release issued by ArvinMeritor, Inc., dated July 9, 2003, announcing the commencement of the Offer.*

- (a)(1)(I) Summary Advertisement published July 9, 2003.*
- (a)(1)(J) Complaint filed by ArvinMeritor, Inc. on July 8, 2003 in the Circuit Court for the City of Buena Vista, Virginia.*
- (a)(1)(K) Complaint filed by ArvinMeritor, Inc. on July 9, 2003 in United States District Court for the Western District of Virginia.*
- (a)(1)(L) First Amended Complaint filed by ArvinMeritor, Inc. on July 25, 2003 in United States District Court for the Western District of Virginia.*
- (a)(1)(M) First Amended Complaint filed by ArvinMeritor, Inc. on August 5, 2003 in the Circuit Court for the City of Buena Vista, Virginia.*
- (a)(1)(N) Reply to Dana Counterclaims filed by ArvinMeritor, Inc. on September 9, 2003 in United States District Court for the Western District of Virginia.
- (a)(5)(A) Press release issued by ArvinMeritor, Inc., dated July 14, 2003, relating to supplemental disclosure requested by the Ohio Department of Commerce.*
- (a)(5)(B) Letter from ArvinMeritor, Inc. dated July 14, 2003, to Dana shareholders residing in Ohio, as posted on ArvinMeritor's website.*
- (a)(5)(C) Transcript of portions of ArvinMeritor's fiscal year 2003 third-quarter earnings call, held on July 21, 2003, relating to the Offer.*
- (a)(5)(D) Press release issued by ArvinMeritor, Inc. dated July 22, 2003, responding to Dana Corporation's rejection of the Offer.*
- (a)(5)(E) Text of ArvinMeritor, Inc. form of e-mail replies to investor inquiries and requests relating to the Offer.*
- (a)(5)(F) Press release issued by ArvinMeritor, Inc. dated July 28, 2003, discussing correspondence delivered to Dana Corporation's Committee of Independent Directors.*
- (a)(5)(G) Slides relating to the Offer used by ArvinMeritor, Inc. in a presentation dated August 7, 2003.*
- (a)(5)(H) Complaint filed by Dana Corporation on August 14, 2003 in the Court of Common Pleas of Lucas County, Ohio.*
- (a)(5)(I) Press release issued by ArvinMeritor, Inc. dated August 18, 2003, responding to Dana Corporation's complaint.*
- (a)(5)(J) Press release issued by ArvinMeritor, Inc. dated August 22, 2003, announcing its filing for HSR approval.*
- (a)(5)(K) Press release issued by ArvinMeritor, Inc. dated August 22, 2003, responding to Dana Corporation's answers and counterclaims to ArvinMeritor's complaints.*
- (a)(5)(L) Press release issued by ArvinMeritor, Inc. dated August 28, 2003, announcing the extension of the Expiration Date of the Offer.*
- (a)(5)(M) Press release issued by ArvinMeritor, Inc. dated September 8, 2003, announcing receipt of second request from the FTC.*
- (b) Not applicable.
- (c) Not applicable.
- (d) Not applicable.
- (e) Not applicable.
- (f) Not applicable.
- (g) Not applicable.
- (h) Not applicable.

* Previously filed

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: September 10, 2003

DELTA ACQUISITION CORP.

By: /s/ LARRY D. YOST

Name: Larry D. Yost
Title: Chairman of the Board and
Chief Executive Officer

ARVINMERITOR, INC.

By: /s/ LARRY D. YOST

Name: Larry D. Yost
Title: Chairman of the Board and Chief
Executive Officer

EXHIBIT INDEX

EXHIBIT NO.	DESCRIPTION
(a)(1)(A)	Offer to Purchase, dated July 9, 2003.*
(a)(1)(B)	Letter of Transmittal.*
(a)(1)(C)	Notice of Guaranteed Delivery.*
(a)(1)(D)	Letter to Brokers, Dealers, Commercial Banks, Trust Companies and other Nominees.*
(a)(1)(E)	Form of Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies and other Nominees.*
(a)(1)(F)	Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9.*
(a)(1)(G)	Press release issued by ArvinMeritor, Inc., dated July 8, 2003, announcing ArvinMeritor's intention to commence the Offer.*
(a)(1)(H)	Press release issued by ArvinMeritor, Inc., dated July 9, 2003, announcing the commencement of the Offer.*
(a)(1)(I)	Summary Advertisement published July 9, 2003.*
(a)(1)(J)	Complaint filed by ArvinMeritor, Inc. on July 8, 2003 in the Circuit Court for the City of Buena Vista, Virginia.*
(a)(1)(K)	Complaint filed by ArvinMeritor, Inc. on July 9, 2003 in United States District Court for the Western District of Virginia.*
(a)(1)(L)	First Amended Complaint filed by ArvinMeritor, Inc. on July 25, 2003 in United States District Court for the Western District of Virginia.*
(a)(1)(M)	First Amended Complaint filed by ArvinMeritor, Inc. on August 5, 2003 in the Circuit Court for the City of Buena Vista, Virginia.*
(a)(1)(N)	Reply to Dana Counterclaims filed by ArvinMeritor, Inc. on September 9, 2003 in United States District Court for the Western District of Virginia.
(a)(5)(A)	Press release issued by ArvinMeritor, Inc., dated July 14, 2003, relating to supplemental disclosure requested by the Ohio Department of Commerce.*
(a)(5)(B)	Letter from ArvinMeritor, Inc. dated July 14, 2003, to Dana shareholders residing in Ohio, as posted on ArvinMeritor's website.*
(a)(5)(C)	Transcript of portions of ArvinMeritor's fiscal year 2003 third-quarter earnings call, held on July 21, 2003, relating to the Offer.*
(a)(5)(D)	Press release issued by ArvinMeritor, Inc. dated July 22, 2003, responding to Dana Corporation's rejection of the Offer.*
(a)(5)(E)	Text of ArvinMeritor, Inc. form of e-mail replies to investor inquiries and requests relating to the Offer.*
(a)(5)(F)	Press release issued by ArvinMeritor, Inc. dated July 28, 2003, discussing correspondence delivered to Dana Corporation's Committee of Independent Directors.*
(a)(5)(G)	Slides relating to the Offer used by ArvinMeritor, Inc. in a presentation dated August 7, 2003.*
(a)(5)(H)	Complaint filed by Dana Corporation on August 14, 2003 in the Court of Common Pleas of Lucas County, Ohio.*
(a)(5)(I)	Press release issued by ArvinMeritor, Inc. dated August 18, 2003, responding to Dana Corporation's complaint.*
(a)(5)(J)	Press release issued by ArvinMeritor, Inc. dated August 22, 2003, announcing its filing for HSR approval.*
(a)(5)(K)	Press release issued by ArvinMeritor, Inc. dated August 22, 2003, responding to Dana Corporation's answers and counterclaims to

ArvinMeritor's complaints.*

(a)(5)(L) Press release issued by ArvinMeritor, Inc. dated August 28, 2003, announcing the extension of the Expiration Date of the Offer.*

(a)(5)(M) Press release issued by ArvinMeritor, Inc. dated September 8, 2003, announcing receipt of second request from the FTC.*

(b) Not applicable.

(c) Not applicable.

(d) Not applicable.

(e) Not applicable.

(f) Not applicable.

(g) Not applicable.

(h) Not applicable.

* Previously filed

(Exhibit attached)

IN THE UNITED STATES DISTRICT COURT
FOR THE WESTERN DISTRICT OF VIRGINIA
LYNCHBURG DIVISION

----- X
: ARVINMERITOR, INC. and DELTA :
: ACQUISITION CORPORATION, :
: :
: Plaintiff and Counterclaim :
: Defendants, :
: :
: Civil Action No. 6:03CV00047 :
: v. :
: :
: DANA CORPORATION, :
: REPLY TO COUNTERCLAIMS :
: BY ARVINMERITOR, INC. AND :
: DELTA ACQUISITION CORPORATION :
: Defendant and :
: Counterclaim Plaintiff :
: :
: and :
: :
: JOSEPH M. MAGLIOCHETTI, BENJAMIN F. BAILAR, :
: A. CHARLES BAILLIE, EDMUND M. CARPENTER, :
: ERIC CLARK, GLEN H. HINDER, JAMES P. KELLY, :
: MARILYN R. MARKS, RICHARD B. PRIORITY, :
: FERNANDO M. SENDEROS, and CHERYL W. GRISE :
: :
: Defendants. :
: :
----- X

Plaintiffs and Counterclaim Defendants ArvinMeritor, Inc., and Delta Acquisition Corporation (individually and collectively, "ArvinMeritor"), by its undersigned attorneys, for its Reply to the Counterclaims of Defendant Dana Corporation ("Dana's Counterclaims"), respond as follows:

1. Deny the allegations of paragraph 85 of Dana's Counterclaims, except aver that no response is required as to conclusions of law asserted by Dana Corporation ("Dana").

2. Deny the allegations of paragraph 86 of Dana's Counterclaims, except admit that there are certain overlaps between ArvinMeritor's and Dana's businesses, and aver that ArvinMeritor Chairman and CEO Larry Yost ("Mr. Yost") has stated that "we'll be able to get all

of the regulatory approvals that are necessary," and that no response is required as to Dana's conclusions of law.

3. Deny the allegations of paragraph 87 of Dana's Counterclaims and aver that ArvinMeritor filed its Hart-Scott-Rodino Act submission on August 22, 2003, and that the tender offer has been extended through 5:00 p.m. on October 2, 2003.

4. Deny the allegations of paragraph 88 of Dana's Counterclaims, respectfully refer the Court to the Tender Offer Materials,¹ as amended, and Plaintiffs' July 14, 2003 press release for their contents, and aver that no response is required as to Dana's conclusions of law.

5. Deny the allegations of paragraph 89 of Dana's Counterclaims, respectfully refer the Court to the Tender Offer Materials, as amended, for their contents, and aver that as disclosed therein, ArvinMeritor currently intends to acquire all Dana common stock through consummation of either a two-step merger or through an alternative business combination.

6. Deny the allegations of paragraph 90 of Dana's Counterclaims, and respectfully refer the Court to the Tender Offer Materials, as amended, for their contents.

7. Deny the allegations of paragraph 91 of Dana's Counterclaims, except aver that ArvinMeritor has stated that the proposed merger can result in savings of \$200 million of integration cost synergies, and respectfully refer the Court to the Tender Offer Materials, as amended, for their contents.

8. Deny the allegations of paragraph 92 of Dana's Counterclaims.

9. Admit on information and belief the allegations of paragraph 93 of Dana's Counterclaims.

10. Deny the allegations of paragraph 94 of Dana's Counterclaims, except admit that ArvinMeritor is an Indiana corporation with its headquarters in Troy, Michigan, is a global supplier of components, modules, and systems to various industries, and that it competes in some markets with Dana.

11. Admit the allegations of paragraph 95 of Dana's Counterclaims.

- - - - -
1 Capitalized terms not otherwise defined herein have meanings as defined in Plaintiffs' First Amended Complaint for Declaratory and Injunctive Relief.

12. Aver that the allegations in paragraph 96 of Dana's Counterclaims state conclusions of law to which no response is required.

13. Deny the allegations of paragraph 97 of Dana's Counterclaims, except aver that on June 4, 2003, Mr. Yost telephoned Dana's Chairman and CEO Joseph Magliochetti ("Mr. Magliochetti") to relay ArvinMeritor's offer to purchase Dana at a price of \$14.00 per share in cash; that Mr. Yost followed up his call with two letters to Dana and Mr. Magliochetti, one on June 4, 2003, and one on June 16, 2003, memorializing ArvinMeritor's proposal; and that first Mr. Magliochetti, and then Dana's Board of Directors, rejected ArvinMeritor's proposal.

14. Admit the first four sentences of allegations of paragraph 98 of Dana's Counterclaims, deny the remainder of the allegations of that paragraph, and respectfully refer the Court to the Tender Offer Materials, as amended, for their contents.

15. Deny the allegations of paragraph 99 of Dana's Counterclaims, except admit that Dana rejected ArvinMeritor's offer on July 22, 2003.

16. Deny the allegations of paragraph 100 of Dana's Counterclaims, respectfully refer the Court to the Tender Offer Materials, as amended, for their contents, and aver that no response is required as to Dana's conclusions of law.

17. Deny the allegations of paragraph 101 of Dana's Counterclaims and aver that Dana and ArvinMeritor are major producers in North America of axels, drive shafts, and foundation brakes for medium- and heavy-duty trucks, and suppliers of complete drive-train systems for heavy trucks, and have joint arrangements with Eaton and ZF, respectively, to supply such systems; that in certain markets Dana's and ArvinMeritor's combined market share is between 80% and 100%; and that no response is required as to Dana's conclusions of law.

18. Deny the allegations of paragraph 102 of Dana's Counterclaims, except aver that ArvinMeritor filed its Hart-Scott-Rodino Act submission on August 22, 2003, and that the tender offer has been extended to 5:00 p.m. on October 2, 2003.

19. Deny the allegations of paragraph 103 of Dana's Counterclaims, and respectfully refer the Court to the Tender Offer Materials, as amended, and to the transcript of the July 8, 2003 conference call for their contents.

20. Deny the allegations of paragraph 104 of Dana's Counterclaims.

21. Deny the allegations of paragraph 105 of Dana's Counterclaims and respectfully refer the Court to the Tender Offer Materials, as amended, for their contents.

22. Deny the allegations of paragraph 106 of Dana's Counterclaims and respectfully refer the Court to the Tender Offer Materials, as amended, and the July 14, 2003 press release for their contents.

23. Deny the allegations of paragraph 107 of Dana's Counterclaims and respectfully refer the Court to the Tender Offer Materials, as amended, for their contents.

24. Deny the allegations of paragraph 108 of Dana's Counterclaims and respectfully refer the Court to the publications of the rating agencies for their contents.

25. Deny the allegations of paragraph 109 of Dana's Counterclaims, except aver that ArvinMeritor has stated that the proposed merger can result in savings of \$200 million of integration cost synergies, and respectfully refer the Court to the Tender Offer Materials, as amended, and to the July 15, 2003 edition of The Detroit Free Press for their contents.

26. Deny the allegations of paragraph 110 of Dana's Counterclaims and respectfully refer the Court to the Tender Offer Materials, as amended, for their contents.

27. Deny the allegations of paragraph 111 of Dana's Counterclaims, respectfully refer the Court to the Tender Offer Materials, as amended, for their contents, and aver that Dana's directors have rejected ArvinMeritor's offer.

28. Deny the allegations of paragraph 112 of Dana's Counterclaims and aver that no response is required to the conclusions of law asserted in the paragraph.

29. Deny the allegations of paragraph 113 of Dana's Counterclaims.

30. Deny the allegations of paragraph 114 of Dana's Counterclaims; respectfully refer the Court to the Tender Offer Materials, as amended, for their contents; and aver that no response is required as to Dana's conclusions of law.

31. Deny the allegations of paragraph 115 of Dana's Counterclaims, respectfully refer the Court to the Tender Offer Materials, as amended, for their contents, and aver that no response is required as to the non-factual allegations in the paragraph.

32. Deny the allegations of paragraph 116 of Dana's Counterclaims and respectfully refer the Court to the Tender Offer Materials, as amended, for their contents.

33. Deny the allegations of paragraph 117 of Dana's Counterclaims; respectfully refer the Court to the Tender Offer Materials, as amended, for their contents; and aver that no response is required as to Dana's conclusions of law.

34. Deny the allegations of paragraph 118 of Dana's Counterclaims.

35. Deny the allegations of paragraph 119 of Dana's Counterclaims.

36. Deny the allegations of paragraph 120 of Dana's Counterclaims.

37. Deny the allegations of paragraph 121 of Dana's Counterclaims.

38. Deny the allegations of paragraph 122 of Dana's Counterclaims.

39. Deny the allegations of paragraph 123 of Dana's Counterclaims and aver that paragraph 123 states conclusions of law to which no response is required.

40. Deny the allegations of paragraph 124 of Dana's Counterclaims.

41. In response to paragraphs 125 of Dana's counterclaims, repeat and reallege their allegations in paragraphs 1 through 84 of the First Amended Complaint for Declaratory and Injunctive Relief, and their answers to paragraphs 85 through 124 to Dana's Counterclaims, all as if fully set forth herein.

42. Deny the allegations of paragraph 126 of Dana's Counterclaims.

43. Deny the allegations of paragraph 127 of Dana's Counterclaims.

44. In response to paragraphs 128 of Dana's counterclaims, repeat and reallege their allegations in paragraphs 1 through 84 of the First Amended Complaint for Declaratory and Injunctive Relief, and their answers to paragraphs 85 through 127 to Dana's Counterclaims, all as if fully set forth herein.

45. Deny the allegations of paragraph 129 of Dana's Counterclaims and respectfully refer the Court to the Tender Offer Materials, as amended, for their contents.

46. Deny the allegations of paragraph 130 of Dana's Counterclaims.

47. Deny each and every allegation of Dana's Counterclaims not specifically admitted, and further aver that any allegation admitted is admitted only as to the specific facts

admitted, and not as to any characterization, implication, speculation or conclusion in the allegation or in Dana's Counterclaims as a whole.

FIRST AFFIRMATIVE DEFENSE TO COUNTERCLAIMS

48. The Counterclaims alleged in Dana's Counterclaims are barred because Dana has an adequate remedy at law.

SECOND AFFIRMATIVE DEFENSE TO COUNTERCLAIMS

49. The Counterclaims alleged in Dana's Counterclaims are barred because Dana has acted inequitably and/or with unclean hands.

THIRD AFFIRMATIVE DEFENSE TO COUNTERCLAIMS

50. The Counterclaims alleged in Dana's Counterclaims are barred by the doctrines of waiver, estoppel, laches, and/or in pari delicto.

FOURTH AFFIRMATIVE DEFENSE TO COUNTERCLAIMS

51. The Counterclaims alleged in Dana's Counterclaims are barred because Dana lacks standing to assert them.

FIFTH AFFIRMATIVE DEFENSE TO COUNTERCLAIMS

52. The Counterclaims alleged in Dana's Counterclaims fail to state a claim.

RESERVATION OF RIGHTS

53. Plaintiffs-Counterclaim Defendants reserve their rights to assert other defenses when and if they become appropriate.

PRAYER FOR RELIEF

WHEREFORE, Plaintiffs-Counterclaim Defendants respectfully request that this Court:

a) grant Plaintiffs-Counterclaim Defendants judgment against the counterclaims of Defendant-Counterclaim Plaintiff Dana Corporation;

b) award Plaintiffs-Counterclaim Defendants their costs and disbursements incurred in defending against the counterclaims of Dana Corporation, including reasonable attorneys' and experts' fees;

c) grant Plaintiffs-Counterclaim Defendants the relief prayed for in their First Amended Complaint for Declaratory and Injunctive Relief; and

d) grant Plaintiffs-Counterclaim Defendants such other and further relief as this Court may deem just and proper.

RESPECTFULLY SUBMITTED,

ARVINMERITOR, INC., and
DELTA ACQUISITION CORPORATION

By: /s/ William B. Poff

Counsel

William B. Poff
Michael F. Urbanski
James R. Creekmore
WOODS, ROGERS & HAZLEGROVE, PLC
10 S. Jefferson Street, Suite 1400
P.O. Box 14125
Roanoke, VA 24038-4125

and

Wesley G. Howell
Adam H. Offenhartz
Jennifer H. Rearden
Robert E. Malchman
GIBSON, DUNN & CRUTCHER LLP
200 Park Avenue, 47th Floor
New York, NY 10166-0193

Counsel for Plaintiffs and Counterclaim Defendants
ArvinMeritor, Inc., and Delta Acquisition Corporation