

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

**Form 10-K**

Annual Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the Fiscal Year Ended: December 31, 2015

Commission File Number: 1-1063

**Dana Holding Corporation**

(Exact name of registrant as specified in its charter)

**Delaware**

(State of incorporation)

**3939 Technology Drive, Maumee, OH**

(Address of principal executive offices)

**26-1531856**

(IRS Employer Identification Number)

**43537**

(Zip Code)

Registrant's telephone number, including area code: (419) 887-3000

**Securities registered pursuant to Section 12(b) of the Act:**

<u>Title of each class</u>	<u>Name of each exchange on which registered</u>
Common Stock, par value \$0.01 per share	New York Stock Exchange

**Securities registered pursuant to Section 12(g) of the Act:** None.

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Act. Yes  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes  No

The aggregate market value of the common stock held by non-affiliates of the registrant computed by reference to the closing price of the common stock on June 30, 2015 was \$3,289,900,525.

**APPLICABLE ONLY TO CORPORATE ISSUERS:**

There were 149,370,259 shares of the registrant's common stock outstanding at February 5, 2016.

**DOCUMENTS INCORPORATED BY REFERENCE**

Portions of the definitive Proxy Statement to be delivered to stockholders in connection with the Annual Meeting of Stockholders to be held on April 28, 2016 are incorporated by reference into Part III.

**DANA HOLDING CORPORATION**  
**FORM 10-K**  
**YEAR ENDED DECEMBER 31, 2015**

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## Forward-Looking Information

Statements in this report (or otherwise made by us or on our behalf) that are not entirely historical constitute “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. Such forward-looking statements can often be identified by words such as “anticipates,” “expects,” “believes,” “intends,” “plans,” “predicts,” “seeks,” “estimates,” “projects,” “outlook,” “may,” “will,” “should,” “would,” “could,” “potential,” “continue,” “ongoing” and similar expressions, variations or negatives of these words. These statements represent the present expectations of Dana Holding Corporation and its consolidated subsidiaries (Dana) based on our current information and assumptions. Forward-looking statements are inherently subject to risks and uncertainties. Our plans, actions and actual results could differ materially from our present expectations due to a number of factors, including those discussed below and elsewhere in this report and in our other filings with the Securities and Exchange Commission (SEC). All forward-looking statements speak only as of the date made and we undertake no obligation to publicly update or revise any forward-looking statement to reflect events or circumstances that may arise after the date of this report.

## PART I

(Dollars in millions, except per share amounts)

### Item 1. Business

#### General

Dana Holding Corporation (Dana) is headquartered in Maumee, Ohio and was incorporated in Delaware in 2007. As a global provider of high technology driveline (axles, driveshafts and transmissions), sealing and thermal-management products our customer base includes virtually every major vehicle manufacturer in the global light vehicle, medium/heavy vehicle and off-highway markets. We employ approximately 23,100 people, operate in 25 countries and have 90 major facilities around the world.

The terms “Dana,” “we,” “our” and “us,” when used in this report are references to Dana. These references include the subsidiaries of Dana unless otherwise indicated or the context requires otherwise.

#### Overview of our Business

We have aligned our organization around four operating segments: Light Vehicle Driveline Technologies (Light Vehicle), Commercial Vehicle Driveline Technologies (Commercial Vehicle), Off-Highway Driveline Technologies (Off-Highway) and Power Technologies. These operating segments have global responsibility and accountability for business commercial activities and financial performance.

External sales by operating segment for the years ended December 31, 2015, 2014 and 2013 are as follows:

	2015		2014		2013	
	Dollars	% of Total	Dollars	% of Total	Dollars	% of Total
Light Vehicle	\$ 2,482	40.9%	\$ 2,496	37.7%	\$ 2,549	37.7%
Commercial Vehicle	1,533	25.3%	1,838	27.8%	1,860	27.5%
Off-Highway	1,040	17.2%	1,231	18.6%	1,330	19.6%
Power Technologies	1,005	16.6%	1,052	15.9%	1,030	15.2%
Total	<u>\$ 6,060</u>		<u>\$ 6,617</u>		<u>\$ 6,769</u>	

Refer to Segment Results of Operations in Item 7 and Note 18 to our consolidated financial statements in Item 8 for further financial information about our operating segments.

Our business is diversified across end-markets, products and customers. The following table summarizes the markets, products and largest customers of each of our operating segments.

Segment	Markets	Products	Largest Customers
Light Vehicle	Light vehicle market: Light trucks (full frame) Sport utility vehicles Crossover utility vehicles Vans Passenger cars	Front axles Rear axles Driveshafts Differentials Torque couplings Modular assemblies	Ford Motor Company Hyundai Mobis Tata Motors Nissan Motor Company General Motors Company Toyota Motor Company
Commercial Vehicle	Medium/heavy vehicle market: Medium duty trucks Heavy duty trucks Buses Specialty vehicles	Steer axles Drive axles Driveshafts Tire inflation systems	PACCAR Ford Motor Company AB Volvo Daimler AG Navistar International Corporation
Off-Highway	Off-Highway market: Construction Earth moving Agricultural Mining Forestry Rail Material handling	Front axles Rear axles Driveshafts Transmissions Torque converters Tire inflation systems Electronic controls	Deere & Company AGCO Corporation Manitou Group Oshkosh Corporation Terex Corporation
Power Technologies	Light vehicle market Medium/heavy vehicle market Off-Highway market	Gaskets Cover modules Heat shields Engine sealing systems Cooling Heat transfer products	Ford Motor Company General Motors Company Volkswagen AG Caterpillar Inc. Cummins Inc.

## Geographic Operations

We maintain administrative and operational organizations in North America, Europe, South America and Asia Pacific to support our operating segments, assist with the management of affiliate relations and facilitate financial and statutory reporting and tax compliance on a worldwide basis. Our operations are located in the following countries:

North America	Europe	South America	Asia Pacific
Canada	Belgium	Argentina	Australia
Mexico	France	Brazil	China
United States	Germany	Colombia	India
	Hungary	Ecuador	Japan
	Italy		South Korea
	Russia		Taiwan
			Thailand
	South Africa		
	Spain		
	Sweden		
	Switzerland		
	United Kingdom		

Our non-U.S. subsidiaries and affiliates manufacture and sell products similar to those we produce in the United States. Operations outside the U.S. may be subject to a greater risk of changing political, economic and social environments, changing governmental laws and regulations, currency revaluations and market fluctuations than our domestic operations. See the discussion of risk factors in Item 1A.

Sales reported by our non-U.S. subsidiaries comprised \$3,255 of our 2015 consolidated sales of \$6,060. A summary of sales and long-lived assets by geographic region can be found in Note 18 to our consolidated financial statements in Item 8.

## **Customer Dependence**

We are largely dependent on light vehicle, medium- and heavy-duty vehicle and off-highway original equipment manufacturer (OEM) customers. Ford Motor Company (Ford) was the only individual customer accounting for 10% or more of our consolidated sales in 2015. As a percentage of total sales from operations, our sales to Ford were approximately 20% in 2015, 18% in 2014 and 18% in 2013 and our sales to PACCAR, our second largest customer, were approximately 8% in 2015, 9% in 2014 and 8% in 2013. Hyundai Mobis, Nissan Motor Corporation and Tata Motors were our third, fourth and fifth largest customers in 2015. Our 10 largest customers collectively accounted for approximately 58% of our sales in 2015.

Loss of all or a substantial portion of our sales to Ford or other large volume customers would have a significant adverse effect on our financial results until such lost sales volume could be replaced and there is no assurance that any such lost volume would be replaced.

## **Sources and Availability of Raw Materials**

We use a variety of raw materials in the production of our products, including steel and products containing steel, stainless steel, forgings, castings and bearings. Other commodity purchases include aluminum, brass, copper and plastics. These materials are typically available from multiple qualified sources in quantities sufficient for our needs. However, some of our operations remain dependent on single sources for certain raw materials.

While our suppliers have generally been able to support our needs, our operations may experience shortages and delays in the supply of raw material from time to time, due to strong demand, capacity limitations, short lead times, production schedule increases from our customers and other problems experienced by the suppliers. A significant or prolonged shortage of critical components from any of our suppliers could adversely impact our ability to meet our production schedules and to deliver our products to our customers in a timely manner.

## **Seasonality**

Our businesses are generally not seasonal. However, in the light vehicle market, our sales are closely related to the production schedules of our OEM customers and those schedules have historically been weakest in the third quarter of the year due to a large number of model year change-overs that occur during this period. Additionally, third-quarter production schedules in Europe are typically impacted by the summer vacation schedules and fourth-quarter production is affected globally by year-end holidays.

## **Backlog**

A substantial amount of the new business we are awarded by OEMs is granted well in advance of a program launch. These awards typically extend through the life of the given program. This backlog of new business does not represent firm orders. We estimate future sales from new business using the projected volume under these programs.

## **Competition**

Within each of our markets, we compete with a variety of independent suppliers and distributors, as well as with the in-house operations of certain OEMs. With a renewed focus on product innovation, we differentiate ourselves through efficiency and performance, reliability, materials and processes, sustainability and product extension.

The following table summarizes our principal competitors by operating segment.

Segment	Principal Competitors
Light Vehicle	ZF Friedrichshafen AG GKN plc American Axle & Manufacturing Holdings, Inc. Magna International Inc. Wanxiang Group Corporation Hitachi Automotive Systems, Ltd. IFA ROTORION Holding GmbH Neapco, LLC Vertically integrated OEM operations
Commercial Vehicle	Meritor, Inc. American Axle & Manufacturing Holdings, Inc. Hendrickson (a subsidiary of the Boler Company) Klein Products Inc. Tirsan Kardan Vertically integrated OEM operations
Off-Highway	Carraro Group ZF Friedrichshafen AG GKN plc Kessler + Co. Meritor, Inc. YTO Group Comer Industries Hema Endustri A.S. Vertically integrated OEM operations
Power Technologies	ElringKlinger AG Federal-Mogul Corporation Freudenberg NOK Group MAHLE GmbH Modine Manufacturing Company Valeo Group YinLun Co., LTD Denso Corporation

### Intellectual Property

Our proprietary driveline and power technologies product lines have strong identities in the markets we serve. Throughout these product lines, we manufacture and sell our products under a number of patents that have been obtained over a period of years and expire at various times. We consider each of these patents to be of value and aggressively protect our rights throughout the world against infringement. We are involved with many product lines and the loss or expiration of any particular patent would not materially affect our sales and profits.

We own or have licensed numerous trademarks that are registered in many countries, enabling us to market our products worldwide. For example, our Spicer®, Victor Reinz® and Long® trademarks are widely recognized in their market segments.

### Engineering and Research and Development

Since our introduction of the automotive universal joint in 1904, we have been focused on technological innovation. Our objective is to be an essential partner to our customers and we remain highly focused on offering superior product quality, technologically advanced products, world-class service and competitive prices. To enhance quality and reduce costs, we use statistical process control, cellular manufacturing, flexible regional production and assembly, global sourcing and extensive employee training.

We engage in ongoing engineering and research and development activities to improve the reliability, performance and cost-effectiveness of our existing products and to design and develop innovative products that meet customer requirements for new applications. We are integrating related operations to create a more innovative environment, speed product development, maximize efficiency and improve communication and information sharing among our research and development operations. At December 31, 2015, we had eight stand-alone technical and engineering centers with additional research and development activities carried out at eight additional sites. Our research and development costs were \$75 in 2015, \$72 in 2014 and \$64 in 2013. Total engineering expenses including research and development were \$183 in 2015, \$176 in 2014 and \$165 in 2013.

Our research and development activities continue to improve customer value. For all of our markets, this means drivelines with higher torque capacity, reduced weight and improved efficiency. End-use customers benefit by having vehicles with better fuel economy and reduced cost of ownership. We are also developing a number of power technologies products for vehicular and other applications that will assist fuel cell, battery and hybrid vehicle manufacturers in making their technologies commercially viable in mass production.

## Employees

The following table summarizes our employees by operating segment.

Segment	Employees
Light Vehicle	9,500
Commercial Vehicle	4,800
Off-Highway	2,700
Power Technologies	4,900
Technical and administrative	1,200
Total	23,100

## Environmental Compliance

We make capital expenditures in the normal course of business as necessary to ensure that our facilities are in compliance with applicable environmental laws and regulations. The cost of environmental compliance has not been a material part of capital expenditures and did not have a material adverse effect on our earnings or competitive position in 2015.

## Available Information

Our annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and amendments to those reports filed pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 as amended (Exchange Act) are available, free of charge, on or through our Internet website at <http://www.dana.com/investors> as soon as reasonably practicable after we electronically file such materials with, or furnish them to, the SEC. We also post our *Corporate Governance Guidelines*, *Standards of Business Conduct for Members of the Board of Directors*, Board Committee membership lists and charters, *Standards of Business Conduct* and other corporate governance materials on our Internet website. Copies of these posted materials are also available in print, free of charge, to any stockholder upon request from: Dana Holding Corporation, Investor Relations, P.O. Box 1000, Maumee, Ohio 43537, or via telephone in the U.S. at 800-537-8823 or e-mail at [InvestorRelations@dana.com](mailto:InvestorRelations@dana.com). The inclusion of our website address in this report is an inactive textual reference only and is not intended to include or incorporate by reference the information on our website into this report.

## Item 1A. Risk Factors

We are impacted by events and conditions that affect the light vehicle, medium/heavy vehicle and off-highway markets that we serve, as well as by factors specific to Dana. Among the risks that could materially adversely affect our business, financial condition or results of operations are the following, many of which are interrelated.

### Risk Factors Related to the Markets We Serve

*Failure to sustain a continuing economic recovery in the United States and elsewhere could have a substantial adverse effect on our business.*



Our business is tied to general economic and industry conditions as demand for vehicles depends largely on the strength of the economy, employment levels, consumer confidence levels, the availability and cost of credit and the cost of fuel. These factors have had and could continue to have a substantial impact on our business.

We expect global market conditions to result in overall comparable sales in 2016. We expect the North America economic climate will continue to be modestly strong to stable with light vehicle demand levels continuing to be strong, while the medium/heavy truck market is expected to be weaker and the off-highway market remains relatively stable at already weak levels. Although the rate of growth in the Asia Pacific region has slowed, we expect overall economic improvement in the on-highway markets in 2016, with off-highway segment demand continuing to be weak. The economy in Europe is expected to improve modestly, with on-highway markets being slightly stronger while the off-highway market remains weak but stable. The South America countries where we do business are expected to remain relatively weak across all our markets in 2016. Adverse developments in the economic conditions of these markets could reduce demand for new vehicles, causing our customers to reduce their vehicle production and, as a result, demand for our products would be adversely affected.

Adverse global economic conditions could also cause our customers and suppliers to experience severe economic constraints in the future, including bankruptcy, which could have a material adverse impact on our financial position and results of operations.

*We could be adversely impacted by the loss of any of our significant customers, changes in their requirements for our products or changes in their financial condition.*

We are reliant upon sales to several significant customers. Sales to our ten largest customers accounted for 58% of our overall sales in 2015. Changes in our business relationships with any of our large customers or in the timing, size and continuation of their various programs could have a material adverse impact on us.

The loss of any of these customers, the loss of business with respect to one or more of their vehicle models on which we have high component content, or a significant decline in the production levels of such vehicles would negatively impact our business, results of operations and financial condition. Pricing pressure from our customers also poses certain risks. Inability on our part to offset pricing concessions with cost reductions would adversely affect our profitability. We are continually bidding on new business with these customers, as well as seeking to diversify our customer base, but there is no assurance that our efforts will be successful. Further, to the extent that the financial condition of our largest customers deteriorates, including possible bankruptcies, mergers or liquidations, or their sales otherwise decline, our financial position and results of operations could be adversely affected.

*We may be adversely impacted by changes in international legislative and political conditions.*

We operate in 25 countries around the world and we depend on significant foreign suppliers and customers. Further, we have several growth initiatives that are targeting emerging markets like China and India. Legislative and political activities within the countries where we conduct business, particularly in emerging markets and less developed countries, could adversely impact our ability to operate in those countries. The political situation in a number of countries in which we operate could create instability in our contractual relationships with no effective legal safeguards for resolution of these issues, or potentially result in the seizure of our assets. Through January 23, 2015, we operated in Venezuela where government exchange controls and policies placed restrictions on our ability to operate effectively and repatriate funds. Our risk associated with operating in this country was eliminated with the divestiture of our operations in Venezuela on January 23, 2015. However, we expect to continue exporting product to Venezuela, and our ability to do so effectively could be adversely impacted by Venezuela government policies. We operate in Argentina, where trade-related initiatives and other government restrictions limit our ability to optimize operating effectiveness. At December 31, 2015, our net asset exposure related to Argentina was approximately \$21, including \$11 of net fixed assets.

*We may be adversely impacted by the strength of the U.S. dollar relative to the currencies in the other countries in which we do business.*

Approximately 54% of our sales in 2015 were from operations located in countries other than the U.S. Currency variations can have an impact on our results (expressed in U.S. dollars). Currency variations can also adversely affect margins on sales of our products in countries outside of the U.S. and margins on sales of products that include components obtained from affiliates or other suppliers located outside of the U.S. Strengthening of the U.S. dollar against the euro and currencies of other countries in which we have operations has had and could continue to have an adverse affect our results reported in U.S. dollars. We use a combination of natural hedging techniques and financial derivatives to mitigate foreign currency exchange rate risks. Such

hedging activities may be ineffective or may not offset more than a portion of the adverse financial impact resulting from currency variations.

*We may be adversely impacted by new laws, regulations or policies of governmental organizations related to increased fuel economy standards and reduced greenhouse gas emissions, or changes in existing ones.*

The markets and customers we serve are subject to substantial government regulation, which often differs by state, region and country. These regulations, and proposals for additional regulation, are advanced primarily out of concern for the environment (including concerns about global climate change and its impact) and energy independence. We anticipate that the number and extent of these regulations, and the costs to comply with them, will increase significantly in the future.

In the U.S., vehicle fuel economy and greenhouse gas emissions are regulated under a harmonized national program administered by the National Highway Traffic Safety Administration and the Environmental Protection Agency. Other governments in the markets we serve are also creating new policies to address these same issues, including the European Union, Brazil, China and India. These government regulatory requirements could significantly affect our customers by altering their global product development plans and substantially increasing their costs, which could result in limitations on the types of vehicles they sell and the geographical markets they serve. Any of these outcomes could adversely affect our financial position and results of operations.

### **Company-Specific Risk Factors**

*We have taken, and continue to take, cost-reduction actions. Although our process includes planning for potential negative consequences, the cost-reduction actions may expose us to additional production risk and could adversely affect our sales, profitability and ability to attract and retain employees.*

We have been reducing costs in all of our businesses and have discontinued product lines, exited businesses, consolidated manufacturing operations and positioned operations in lower cost locations. The impact of these cost-reduction actions on our sales and profitability may be influenced by many factors including our ability to successfully complete these ongoing efforts, our ability to generate the level of cost savings we expect or that are necessary to enable us to effectively compete, delays in implementation of anticipated workforce reductions, decline in employee morale and the potential inability to meet operational targets due to our inability to retain or recruit key employees.

*We operate as a holding company and depend on our subsidiaries for cash to satisfy the obligations of the holding company.*

Dana Holding Corporation is a holding company. Our subsidiaries conduct all of our operations and own substantially all of our assets. Our cash flow and our ability to meet our obligations depend on the cash flow of our subsidiaries. In addition, the payment of funds in the form of dividends, intercompany payments, tax sharing payments and otherwise may be subject to restrictions under the laws of the countries of incorporation of our subsidiaries or the by-laws of the subsidiary.

*Labor stoppages or work slowdowns at Dana, key suppliers or our customers could result in a disruption in our operations and have a material adverse effect on our businesses.*

We and our customers rely on our respective suppliers to provide parts needed to maintain production levels. We all rely on workforces represented by labor unions. Workforce disputes that result in work stoppages or slowdowns could disrupt operations of all of these businesses, which in turn could have a material adverse effect on the supply of, or demand for, the products we supply our customers.

*We could be adversely affected if we are unable to recover portions of commodity costs (including costs of steel, other raw materials and energy) from our customers.*

We continue to work with our customers to recover a portion of our material cost increases. While we have been successful in the past recovering a significant portion of such cost increases, there is no assurance that increases in commodity costs will not adversely impact our profitability in the future.

*We could be adversely affected if we experience shortages of components from our suppliers or if disruptions in the supply chain lead to parts shortages for our customers.*

A substantial portion of our annual cost of sales is driven by the purchase of goods and services. To manage and minimize these costs, we have been consolidating our supplier base. As a result, we are dependent on single sources of supply for some

components of our products. We select our suppliers based on total value (including price, delivery and quality), taking into consideration their production capacities and financial condition, and we expect that they will be able to support our needs. However, there is no assurance that adverse financial conditions, including bankruptcies of our suppliers, reduced levels of production, natural disasters or other problems experienced by our suppliers will not result in shortages or delays in their supply of components to us or even in the financial collapse of one or more such suppliers. If we were to experience a significant or prolonged shortage of critical components from any of our suppliers, particularly those who are sole sources, and were unable to procure the components from other sources, we would be unable to meet our production schedules for some of our key products and to ship such products to our customers in a timely fashion, which would adversely affect our sales, profitability and customer relations.

Adverse economic conditions, natural disasters and other factors can similarly lead to financial distress or production problems for other suppliers to our customers which can create disruptions to our production levels. Any such supply-chain induced disruptions to our production are likely to create operating inefficiencies that will adversely affect our sales, profitability and customer relations.

During 2013, we advised one of our largest suppliers that we did not intend to extend our existing contractual relationship beyond the contract expiration date of December 31, 2014. As a consequence, we established relationships with alternative suppliers. During the first half of 2015 as we transitioned to new suppliers, we were challenged with relatively high levels of demand in the market segment supported by these suppliers. This resulted in increased costs in the first half of 2015. Additionally, our inability to fully satisfy customer demands led to some lost business with a significant customer. There is a risk that our operating results and customer relationships could be adversely impacted if other supplier transitions are not completed effectively.

In 2014, the financial condition of a major supplier to our South America operations led to them pursuing legal reorganization. As more fully described in Note 2 of the consolidated financial statements in Item 8, in 2015, legal actions were required to maintain the supply of product from this supplier that was necessary to satisfy our customer commitments. Although we are currently operating under an arrangement with this supplier that is providing us with the required supply, we have incurred additional costs and there is continued uncertainty whether we will be able to maintain cost effective, uninterrupted supply. Our future operating results and customer relationships could be adversely impacted depending on the actions required to maintain existing product supply and the outcome of this supplier's legal reorganization. Our Commercial Vehicle operating segment had sales \$98 and \$225 in 2015 and 2014 attributable to axles and parts sourced from this supplier.

*We use important intellectual property in our business. If we are unable to protect our intellectual property or if a third party makes assertions against us or our customers relating to intellectual property rights, our business could be adversely affected.*

We own important intellectual property, including patents, trademarks, copyrights and trade secrets, and are involved in numerous licensing arrangements. Our intellectual property plays an important role in maintaining our competitive position in a number of the markets that we serve. Our competitors may develop technologies that are similar or superior to our proprietary technologies or design around the patents we own or license. Further, as we expand our operations in jurisdictions where the protection of intellectual property rights is less robust, the risk of others duplicating our proprietary technologies increases, despite efforts we undertake to protect them. Developments or assertions by or against us relating to intellectual property rights, and any inability to protect these rights, could materially adversely impact our business and our competitive position.

*We could encounter unexpected difficulties integrating acquisitions and joint ventures.*

We acquired businesses and invested in joint ventures in 2012 and 2011, and we expect to complete additional investments in the future that complement or expand our businesses. The success of this strategy will depend on our ability to successfully complete these transactions or arrangements, to integrate the businesses acquired in these transactions and to develop satisfactory working arrangements with our strategic partners in the joint ventures. We could encounter unexpected difficulties in completing these transactions and integrating the acquisitions with our existing operations. We also may not realize the degree or timing of benefits anticipated when we entered into a transaction.

Several of our joint ventures operate pursuant to established agreements and, as such, we do not unilaterally control the joint venture. There is a risk that the partners' objectives for the joint venture may not be aligned, leading to potential differences over management of the joint venture that could adversely impact its financial performance and consequent contribution to our earnings. Additionally, inability on the part of our partners to satisfy their contractual obligations under the agreements could adversely impact our results of operations and financial position.

*We could be adversely impacted by the costs of environmental, health, safety and product liability compliance.*

Our operations are subject to environmental laws and regulations in the U.S. and other countries that govern emissions to the air; discharges to water; the generation, handling, storage, transportation, treatment and disposal of waste materials; and the cleanup of contaminated properties. Historically, other than an U.S. Environmental Protection Agency settlement as part of our bankruptcy proceedings, environmental costs related to our former and existing operations have not been material. However, there is no assurance that the costs of complying with current environmental laws and regulations, or those that may be adopted in the future, will not increase and adversely impact us.

There is also no assurance that the costs of complying with current laws and regulations, or those that may be adopted in the future, that relate to health, safety and product liability matters will not adversely impact us. There is also a risk of warranty and product liability claims, as well as product recalls, if our products fail to perform to specifications or cause property damage, injury or death, and a risk that asbestos-related product liability claims could result in increased liabilities at Dana Companies, LLC, a wholly owned subsidiary. (See Notes 14 and 15 to our consolidated financial statements in Item 8 for additional information on product liabilities and warranties.)

*A failure of our information technology infrastructure could adversely impact our business and operations.*

We recognize the increasing volume of cyber attacks and employ commercially practical efforts to provide reasonable assurance that the risks of such attacks are appropriately mitigated. Each year, we evaluate the threat profile of our industry to stay abreast of trends and to provide reasonable assurance our existing countermeasures will address any new threats identified. Despite our implementation of security measures, our IT systems and those of our service providers are vulnerable to circumstances beyond our reasonable control including acts of terror, acts of government, natural disasters, civil unrest and denial of service attacks which may lead to the theft of our intellectual property, trade secrets or business disruption. To the extent that any disruption or security breach results in a loss or damage to our data or an inappropriate disclosure of confidential information, it could cause significant damage to our reputation, affect our relationships with our customers, suppliers and employees, lead to claims against the company and ultimately harm our business. Additionally, we may be required to incur significant costs to protect against damage caused by these disruptions or security breaches in the future.

*We participate in certain multi-employer pension plans which are not fully funded.*

We contribute to certain multi-employer defined benefit pension plans for our union-represented employees in the U.S. in accordance with our collective bargaining agreements. Contributions are based on hours worked except in cases of layoff or leave where we generally contribute based on 40 hours per week for a maximum of one year. The plans are not fully funded as of December 31, 2015. We could be held liable to the plans for our obligation, as well as those of other employers, due to our participation in the plans. Contribution rates could increase if the plans are required to adopt a funding improvement plan, if the performance of plan assets does not meet expectations or as a result of future collectively bargained wage and benefit agreements. (See Note 10 to our consolidated financial statements in Item 8 for additional information on multi-employer pension plans.)

*Changes in interest rates and asset returns could increase our pension funding obligations and reduce our profitability.*

We have unfunded obligations under certain of our defined benefit pension and other postretirement benefit plans. The valuation of our future payment obligations under the plans and the related plan assets are subject to significant adverse changes if the credit and capital markets cause interest rates and projected rates of return to decline. Such declines could also require us to make significant additional contributions to our pension plans in the future. A material increase in the unfunded obligations of these plans could also result in a significant increase in our pension expense in the future.

*We may incur additional tax expense or become subject to additional tax exposure.*

Our provision for income taxes and the cash outlays required to satisfy our income tax obligations in the future could be adversely affected by numerous factors. These factors include changes in the level of earnings in the tax jurisdictions in which we operate, changes in the valuation of deferred tax assets, changes in our plans to repatriate the earnings of our non-U.S. operations to the U.S. and changes in tax laws and regulations. Our income tax returns are subject to examination by federal, state and local tax authorities in the U.S. and tax authorities outside the U.S. The results of these examinations and the ongoing assessments of our tax exposures could also have an adverse effect on our provision for income taxes and the cash outlays required to satisfy our income tax obligations.

*Our ability to utilize our net operating loss carryforwards may be limited.*

Net operating loss carryforwards (NOLs) approximating \$729 were available at December 31, 2015 to reduce future U.S. income tax liabilities. Our ability to utilize these NOLs may be limited as a result of certain change of control provisions of the U.S. Internal Revenue Code of 1986, as amended (Code). Of this amount, NOLs of approximately \$594 are treated as losses incurred before the change of control upon emergence from Chapter 11 and are limited to annual utilization of \$84. The balance of our NOLs, treated as incurred subsequent to the change in control, is not subject to limitation as of December 31, 2015. However, there can be no assurance that trading in our shares will not effect another change in control under the Code, which would further limit our ability to utilize our available NOLs. Such limitations may cause us to pay income taxes earlier and in greater amounts than would be the case if the NOLs were not subject to limitation.

## **Risk Factors Related to our Securities**

*Provisions in our Restated Certificate of Incorporation and Bylaws may discourage a takeover attempt.*

Certain provisions of our Restated Certificate of Incorporation and Bylaws, as well as the General Corporation Law of the State of Delaware, may have the effect of delaying, deferring or preventing a change in control of Dana. Such provisions, including those governing the nomination of directors, limiting who may call special stockholders' meetings and eliminating stockholder action by written consent, may make it more difficult for other persons, without the approval of our board of directors, to make a tender offer or otherwise acquire substantial amounts of common stock or to launch other takeover attempts that a stockholder might consider to be in such stockholder's best interest.

## **Item 1B. Unresolved Staff Comments**

-None-

## **Item 2. Properties**

Type of Facility	North America	Europe	South America	Asia Pacific	Total
<b>Light Vehicle</b>					
Manufacturing/Distribution	13	3	5	9	30
<b>Commercial Vehicle</b>					
Manufacturing/Distribution	8	4	3	4	19
<b>Off-Highway</b>					
Manufacturing/Distribution	2	8		2	12
<b>Power Technologies</b>					
Manufacturing/Distribution	12	4		2	18
Technical and Engineering Centers	3				3
<b>Corporate and other</b>					
Administrative Offices	2			1	3
Technical and Engineering Centers - Multiple Segments	2			3	5
	<u>42</u>	<u>19</u>	<u>8</u>	<u>21</u>	<u>90</u>

We operate in 25 countries and have 90 major facilities housing manufacturing and distribution operations, technical and engineering centers and administrative offices. In addition to the eight stand-alone technical and engineering centers in the table above, we have eight technical and engineering centers housed within manufacturing sites. We lease 32 of these facilities and a portion of four others and own the remainder. We believe that all of our property and equipment is properly maintained.

Our corporate headquarters facilities are located in Maumee, Ohio. This facility and other facilities in the greater Detroit, Michigan and Maumee, Ohio areas house functions that have global or North American regional responsibility for finance and accounting, treasury, risk management, legal, human resources, procurement and supply chain management, communications and information technology.

### Item 3. Legal Proceedings

We are a party to various pending judicial and administrative proceedings that arose in the ordinary course of business. After reviewing the currently pending lawsuits and proceedings (including the probable outcomes, reasonably anticipated costs and expenses and our established reserves for uninsured liabilities), we do not believe that any liabilities that may result from these proceedings are reasonably likely to have a material adverse effect on our liquidity, financial condition or results of operations. Legal proceedings are also discussed in Notes 2 and 14 to our consolidated financial statements in Item 8.

## PART II

### Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities

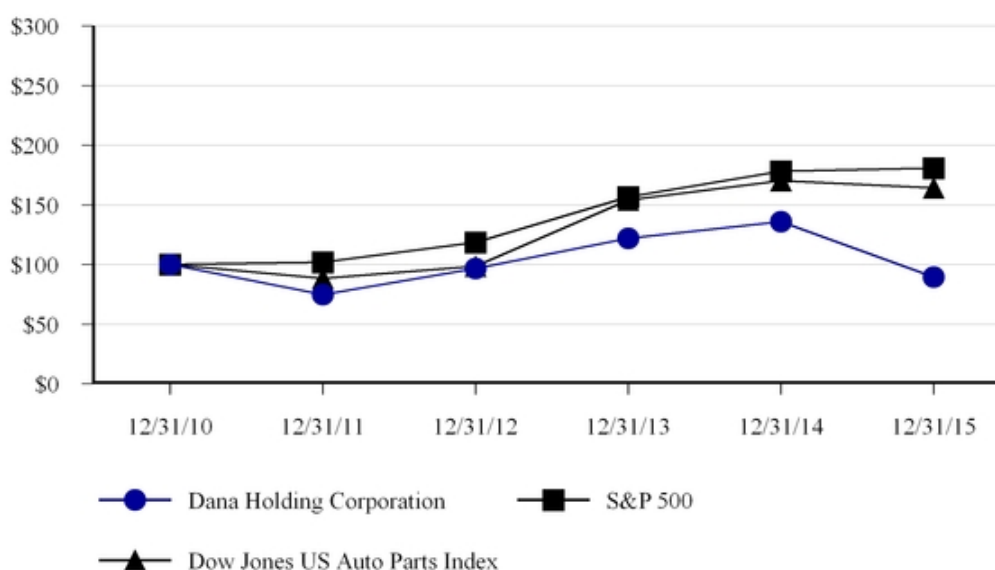
*Market information* — Our common stock trades on the New York Stock Exchange (NYSE) under the symbol "DAN." The following table shows the high and low prices of our common stock as reported by the NYSE for each of our fiscal quarters during 2015 and 2014.

	2015		2014	
	High	Low	High	Low
Fourth quarter	\$ 18.12	\$ 13.01	\$ 22.36	\$ 16.81
Third quarter	20.81	15.33	24.82	18.93
Second quarter	22.73	20.35	24.48	20.60
First quarter	23.48	20.04	23.28	18.06

*Holders of common stock* — Based on reports by our transfer agent, there were approximately 3,720 registered holders of our common stock on February 5, 2016.

*Stockholder return* — The following graph shows the cumulative total shareholder return for our common stock since December 31, 2010. The graph compares our performance to that of the Standard & Poor's 500 Stock Index (S&P 500) and the Dow Jones US Auto Parts Index. The comparison assumes \$100 was invested at the closing price on December 31, 2010. Each of the returns shown assumes that all dividends paid were reinvested.

*Performance chart*



Index

	12/31/2010	12/31/2011	12/31/2012	12/31/2013	12/31/2014	12/31/2015
Dana Holding Corporation	\$ 100.00	\$ 74.70	\$ 96.66	\$ 121.92	\$ 135.84	\$ 89.58
S&P 500	100.00	102.11	118.45	156.82	178.29	180.75
Dow Jones US Auto Parts Index	100.00	88.21	98.71	154.04	170.42	164.10

*Dividends* — We declared and paid quarterly common stock dividends in 2015 and 2014, raising the dividend from five cents to six cents per share in the second quarter of 2015.

*Issuer's purchases of equity securities* — On July 30, 2014, our Board of Directors approved an expansion of our existing share repurchase program from \$1,000 to \$1,400. We repurchased shares utilizing available excess cash either in the open market or through privately negotiated transactions. The stock repurchases were subject to prevailing market conditions and other considerations. Under the program, we used cash of \$66 to repurchase shares of our common stock during the fourth quarter of 2015.

The following table shows repurchases of our common stock for each calendar month in the quarter ended December 31, 2015.

Calendar Month	Class or Series of Securities	Number of Shares Purchased	Average Price Paid per Share	Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Approximate Dollar Value of Shares that May Yet be Purchased Under the Plans or Programs
October	Common	2,948,254	\$ 16.75	2,948,254	\$ 17
November	Common	981,954	\$ 16.80	981,954	\$ —
December					\$ —

Our Board of Directors approved an expansion of our existing common stock share repurchase program from \$1,400 to \$1,700 on January 11, 2016. The share repurchase program expires on December 31, 2017.

*Annual meeting* — We will hold an annual meeting of stockholders on April 28, 2016.

**Item 6. Selected Financial Data**

	Year Ended December 31,				
	2015	2014	2013	2012	2011
<b>Operating Results</b>					
Net sales	\$ 6,060	\$ 6,617	\$ 6,769	\$ 7,224	\$ 7,544
Income from continuing operations before income taxes	292	260	368	364	306
Income from continuing operations	176	343	261	315	240
Income (loss) from discontinued operations	4	(15)	(1)	—	(8)
Net income	180	328	260	315	232
<b>Net income attributable to the parent company</b>					
Net income attributable to the parent company	\$ 159	\$ 319	\$ 244	\$ 300	\$ 219
Preferred stock dividend requirements	—	7	25	31	31
Preferred stock redemption premium	—	—	232	—	—
Net income (loss) available to common stockholders	<u>\$ 159</u>	<u>\$ 312</u>	<u>\$ (13)</u>	<u>\$ 269</u>	<u>\$ 188</u>
<b>Net income (loss) per share available to common stockholders</b>					
Basic					
Income (loss) from continuing operations	\$ 0.98	\$ 2.07	\$ (0.08)	\$ 1.82	\$ 1.34
Income (loss) from discontinued operations	0.02	(0.10)	(0.01)	—	(0.06)
Net income (loss)	1.00	1.97	(0.09)	1.82	1.28
Diluted					
Income (loss) from continuing operations	\$ 0.97	\$ 1.93	\$ (0.08)	\$ 1.40	\$ 1.05
Income (loss) from discontinued operations	0.02	(0.09)	(0.01)	—	(0.03)
Net income (loss)	0.99	1.84	(0.09)	1.40	1.02
Depreciation and amortization of intangibles	\$ 174	\$ 213	\$ 262	\$ 277	\$ 307
Net cash provided by operating activities	406	510	577	339	370
Purchases of property, plant and equipment	260	234	209	164	196
<b>Financial Position</b>					
Cash and cash equivalents and marketable securities	\$ 953	\$ 1,290	\$ 1,366	\$ 1,119	\$ 987
Total assets	4,326	4,905	5,103	5,131	5,262
Long-term debt, less debt issuance costs	1,553	1,588	1,541	790	816
Total debt	1,575	1,653	1,598	891	887
Preferred stock	—	—	372	753	753
Common stock and additional paid-in capital	2,313	2,642	2,842	2,670	2,644
Treasury stock	(1)	(33)	(366)	(25)	(9)
Total parent company stockholders' equity	728	1,080	1,309	1,836	1,730
Book value per share	\$ 4.58	\$ 6.83	\$ 8.94	\$ 12.41	\$ 11.81
<b>Common Share Information</b>					
Dividends declared per common share	\$ 0.23	\$ 0.20	\$ 0.20	\$ 0.20	\$ —
Weighted-average common shares outstanding					
Basic	159.0	158.0	146.4	148.0	146.6
Diluted	160.0	173.5	146.4	214.7	215.3
Market prices					
High	\$ 23.48	\$ 24.82	\$ 23.46	\$ 16.76	\$ 19.35
Low	13.01	16.81	15.17	11.13	9.45

Note: In April 2015, the Financial Accounting Standards Board issued guidance which changes the presentation of debt issuance costs. Debt issuance costs related to term debt will be presented on the balance sheet as a direct deduction from the related debt liability rather than recorded as a separate asset. The guidance requires retrospective application to all prior periods presented. We have presented \$21, \$25, \$26, \$13 and \$15 of debt issuance costs as a direct deduction from long-term debt as of December 31, 2015, 2014, 2013, 2012 and 2011. See Note 1 to our consolidated financial statements in Item 8 for additional information.



## Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations (Dollars in millions)

Management's discussion and analysis of financial condition and results of operations should be read in conjunction with the financial statements and accompanying notes in Item 8.

### Management Overview

We are a global provider of high technology driveline, sealing and thermal-management products for virtually every major vehicle manufacturer in the on-highway and off-highway markets. Our driveline products – axles, driveshafts and transmissions – are delivered through our Light Vehicle Driveline Technologies (Light Vehicle), Commercial Vehicle Driveline Technologies (Commercial Vehicle) and Off-Highway Driveline Technologies (Off-Highway) operating segments. Our fourth global operating segment – Power Technologies – is the center of excellence for the sealing and thermal technologies that span all customers in our on-highway and off-highway markets. We have a diverse customer base and geographic footprint which minimizes our exposure to individual market and segment declines. In 2015, 53% of our sales came from North American operations and 47% from operations throughout the rest of the world. Our sales by operating segment were Light Vehicle – 41%, Commercial Vehicle – 25%, Off-Highway – 17% and Power Technologies – 17%.

### Operational and Strategic Initiatives

Over the past several years, we have significantly improved our overall financial position — improving the overall profitability of our business, simplifying our capital structure, maintaining strong cash flows and addressing structural costs. We have also strengthened our leadership team and streamlined our operating segments to focus on our core competencies of driveline technologies, sealing systems and thermal management. As a result, we believe that we are well-positioned to place increasing focus on profitable growth and shareholder returns.

*Shareholder returns and capital structure actions* — When evaluating capital structure initiatives, we balance our growth opportunities and shareholder value initiatives with maintaining a strong balance sheet and access to capital. Our strong financial position in recent years enabled us to simplify our capital structure while providing returns to our common shareholders in the form of cash dividends and reduction in the number of common share equivalents outstanding. During 2013, we redeemed our Series A preferred stock, the equivalent of 21 million common shares on an as converted basis, for \$474. In 2014, we exercised our option to convert all remaining outstanding preferred shares to common shares. In 2014, our Board of Directors approved the expansion of our share repurchase program from \$1,000 to \$1,400. In 2015, we used \$311 under this program to repurchase common shares, bringing the total shares repurchased since program inception to 67 million, inclusive of the common share equivalent reduction resulting from redemption of preferred shares. In January 2016, our Board of Directors approved the expansion of our share repurchase program from \$1,400 to \$1,700. Additionally, we declared and paid quarterly common stock dividends over the past four years, raising the dividend from five cents to six cents per share in the second quarter of 2015.

In December 2014 and the first quarter of 2015, we completed the redemption of our senior notes maturing in 2019, replacing them with senior notes having lower interest rates and maturing in 2024. Additionally, in the fourth quarter of 2014, we completed a voluntary program offered to deferred vested salaried participants in our U.S. pension plans. With this program, we reduced plan benefit obligations by \$171 with lump sum payments of \$133 from plan assets.

*Technology leadership* — With a clear focus on market-based value drivers, global-mega trends and customer sustainability objectives and requirements, we are driving innovation to create differentiated value for our customers, enabling a “market pull” product pipeline. Our sealing and thermal engine expertise provides us with early insight into some of the critical design factors important to our customers. When combined with our drivetrain expertise, we are able to collaborate with our customers on complete power conveyance solutions, from the engine through the vehicle driveline. We are committed to making investments and diversifying our product offerings to strengthen our competitive position in our core driveline, sealing and thermal technologies businesses, creating value for our customers through improved fuel efficiency, emission control, electric and hybrid electric solutions, durability and cost of ownership, software integration and systems solutions. Our industry leading electronically actuated disconnecting all wheel drive technology, which we believe is the most fuel efficient rapidly disconnecting system in the market, was recently selected by one of our major customers for a significant new global vehicle platform - opening up new commercial channels for us in the passenger car, crossover and sport utility vehicle markets. A strategic alliance with Fallbrook Technologies Inc. (Fallbrook) provides us the opportunity to leverage leading edge continuously variable planetary (CVP) technology into the development of advanced drivetrain and transmission solutions for customers in our end markets.

Additional engineering and operational investment is being channeled into reinvigorating our product portfolio and capitalizing on technology advancement opportunities. Combined engineering centers of our Light Vehicle and Commercial Vehicle segments allow us the opportunity to better share technologies among these businesses. New engineering facilities in India and China were opened in the past few years and are now on line, more than doubling our engineering presence in the Asia Pacific region with state-of-the-art development and test capabilities that globally support each of our businesses. Additionally, in 2014, we opened a new technology center in Cedar Park, Texas to support our CVP technology development initiatives.

*Geographic expansion* — Our manufacturing and technology center footprint positions us to support customers globally - an important factor as many of our customers are increasingly focused on common powertrain solutions for global platforms. While growth opportunities are present in each region of the world, we have a primary focus on building our presence and local capability in the Asia Pacific region, especially India and China. In addition to new engineering facilities in those countries, new gear manufacturing facilities were recently established in India and Thailand. We have expanded our China off-highway activities and we believe there is considerable opportunity for growth in this market.

*Aftermarket opportunities* — We have a global group dedicated to identifying and developing aftermarket growth opportunities that leverage the capabilities within our existing businesses – targeting increased future aftermarket sales.

*Selective acquisitions* — Our current acquisition focus is to identify “bolt-on” or adjacent acquisition opportunities that have a strategic fit with our existing core businesses, particularly opportunities that support our growth initiatives and enhance the value proposition of our customer product offerings. Any potential acquisition will be evaluated in the same manner we currently consider customer program opportunities – with a disciplined financial approach designed to ensure profitable growth.

*New commercial channels* — In each of our operating segments, we have customer, geographic and product growth opportunities. By leveraging our relentless pursuit of customer satisfaction, innovative technology and differentiated products, we believe there are opportunities to open new, as well as further penetrate existing, commercial channels.

*Manufacturing excellence/cost management* — Although we have taken significant strides to improve our profitability and margins, particularly through streamlining and rationalizing our manufacturing activities and administrative support processes, we believe additional opportunities remain to further improve our financial performance. We have ramped up our material cost efforts to ensure that we are rationalizing our supply base and obtaining appropriate competitive pricing. We have embarked on information technology initiatives to reduce and streamline systems and supporting costs. With a continued emphasis on process improvements and productivity throughout the organization, we expect cost reductions to continue contributing to future margin improvement.

## **Divestitures**

*Disposal of operations in Venezuela* — The operating, political and economic environment in Venezuela in recent years was very challenging. Foreign exchange controls restricted our ability to import required parts and material and satisfy the related U.S. dollar obligations. Production activities were curtailed for most of 2014 as our major original equipment customers suspended production, with a limited amount of activity coming back on line later in the year. Our sales in Venezuela during 2014 approximated \$110 as compared to \$170 in 2013. Results of operations were adversely impacted by the reduced production levels making break-even operating performance a significant challenge. Further, devaluations of the bolivar along with other foreign exchange developments provided added volatility to results of operations and increased uncertainty around future performance.

In December 2014, we entered into an agreement to divest our operations in Venezuela (the disposal group) to an unaffiliated company for no consideration. We completed the divestiture in January 2015. In connection with the divestiture, we entered into a supply and technology agreement whereby Dana will supply product and technology to the operations at competitive market prices. Dana has no obligations to otherwise provide support to the operations. The disposal group was classified as held for sale at December 31, 2014, and we recognized a net charge of \$77 – an \$80 loss to adjust the carrying value of the net assets to fair value less cost to sell, with a reduction of \$3 for the noncontrolling interest share of the loss. These assets and liabilities were presented as held for sale on our December 31, 2014 balance sheet. Upon completion of the divestiture of the disposal group in January 2015, we recognized a gain of \$5 on the derecognition of the noncontrolling interest in a former Venezuelan subsidiary in other income, net. We also credited other comprehensive loss attributable to the parent for \$10 and other comprehensive loss attributable to noncontrolling interests for \$1 to eliminate the unrecognized pension expense recorded in accumulated other comprehensive loss. See Note 2 to our consolidated financial statements in Item 8 for additional information. With the completion of the sale in January 2015, Dana has no remaining investment in Venezuela.

*Divestiture of Structural Products Business* — In 2010, we completed the sale of substantially all of the assets of our Structural Products business to Metalsa S.A. de C.V. (Metalsa). We had received cash proceeds of \$134 by the end of 2011, excluding amounts related to working capital adjustments and tooling. The parties reached a final agreement on disputed issues in May 2014, resulting in the receipt of additional cash proceeds of \$9 and a charge of \$1 to other expense. Prior to the third quarter of 2012, Structural Products was reported as an operating segment of continuing operations. With the cessation of the retained operations in the third quarter of 2012, we began reporting the activities relating to the Structural Products business as discontinued operations.

## Segments

We manage our operations globally through four operating segments. Our Light Vehicle and Power Technologies segments primarily support light vehicle original equipment manufacturers (OEMs) with products for light trucks, SUVs, CUVs, vans and passenger cars. The Commercial Vehicle segment supports the OEMs of on-highway commercial vehicles (primarily trucks and buses), while our Off-Highway segment supports OEMs of off-highway vehicles (primarily wheeled vehicles used in construction, mining and agricultural applications).

## Trends in Our Markets

### Global Vehicle Production

(Units in thousands)	Dana 2016 Outlook	Actual		
		2015	2014	2013
<b>North America</b>				
Light Truck (Full Frame)	4,250 to 4,300	4,123	3,834	3,632
Light Vehicle Engines	15,500 to 16,000	15,355	15,119	14,233
Medium Truck (Classes 5-7)	230 to 240	235	226	201
Heavy Truck (Class 8)	240 to 260	322	297	245
Agricultural Equipment	55 to 60	58	64	75
Construction/Mining Equipment	155 to 165	158	158	157
<b>Europe (including Eastern Europe)</b>				
Light Truck	8,800 to 8,900	8,525	7,790	7,276
Light Vehicle Engines	22,500 to 23,000	22,617	21,510	20,836
Medium/Heavy Truck	440 to 445	438	397	400
Agricultural Equipment	200 to 205	202	220	244
Construction/Mining Equipment	300 to 305	299	301	298
<b>South America</b>				
Light Truck	950 to 1,000	948	1,146	1,302
Light Vehicle Engines	2,500 to 2,550	2,486	3,176	3,775
Medium/Heavy Truck	80 to 90	86	167	218
Agricultural Equipment	30 to 35	32	43	54
Construction/Mining Equipment	10 to 15	13	17	20
<b>Asia-Pacific</b>				
Light Truck	24,000 to 25,000	24,031	22,337	20,515
Light Vehicle Engines	48,500 to 49,500	47,060	46,497	45,213
Medium/Heavy Truck	1,400 to 1,450	1,378	1,573	1,522
Agricultural Equipment	655 to 690	676	710	788
Construction/Mining Equipment	400 to 420	405	509	555

### North America

*Light vehicle markets* — Improving economic conditions during the past three years have contributed to increased light vehicle sales and production levels in North America. Release of built-up demand to replace older vehicles, greater availability of credit, stronger consumer confidence and other factors have combined to stimulate new vehicle sales. Light vehicle sales in 2015 increased about 6% from 2014, with sales that year being up 6% from 2013. Many of our programs are focused in the full frame light truck segment. Sales in this segment were especially strong the past two years, being up about 9% in 2015 and 8% in 2014. Light vehicle production levels were reflective of the stronger vehicle sales. Production of approximately 17.5 million

light vehicles in 2015 was 3% higher than in 2014, after increased production of about 5% the preceding year. Light vehicle engine production was similarly higher, up 2% in 2015 and 6% in 2014. In the key full frame light truck segment, production levels increased about 8% in 2015 compared with an increase of 6% in 2014. Days' supply of total light vehicles in the U.S. at the end of December 2015 was around 61 days, comparable with the number of days at the end of 2014 and down slightly from 64 days at the end of 2013. In the full frame light truck segment, an inventory level of 62 days at the end of 2015 compares favorably with 63 days at the end of 2014 and 67 days at the end of 2013.

Looking ahead to 2016, we believe the North American markets will continue to be relatively strong. Reduced unemployment levels, low fuel prices and stable consumer confidence are expected to provide a favorable economic climate. Our current outlook for 2016 light vehicle engine production is 15.5 to 16.0 million units, a 1 to 4% increase over 2015, with full frame light truck production expected to be in the range of 4.25 to 4.3 million units, an increase of about 3 to 4% from 2015.

*Medium/heavy vehicle markets* — Similar to the light vehicle market, the commercial vehicle segment benefited from an improving North America economy in recent years, leading to increased medium duty Classes 5-7 truck production the past three years. After increasing 12% in 2014, medium duty production increased another 4% in 2015. In the Class 8 segment, after declining 12% in 2013, production levels increased about 21% in 2014 as confidence in a sustained stronger economy took hold. That continued in 2015, as production climbed about 8% to around 322,000 units.

Orders for Class 8 trucks weakened some in the fourth quarter of 2015, which led to customers pulling back some on production near the end of the quarter and into the first month of 2016. Combined with the strong production level in 2015, inventory levels are higher and customers are being somewhat cautious about 2016 production levels. At present, we expect Class 8 production in the region to be in the range of 240,000 to 260,000 units, a decrease of around 19 to 25% from 2015. Medium duty production is expected to be relatively comparable with 2015.

#### *Markets Outside of North America*

*Light vehicle markets* — Signs of an improved overall European economy have been evident, albeit mixed at times, during the past few years. Reflective of a modestly improved economy, light vehicle production levels have increased with light vehicle engine production being up about 5% in 2015 after increasing 3% in 2014 and light truck production being higher by 9% in 2015 after being up about 7% in 2014. We expect the current economic stability to persist in 2016 with light vehicle engine and light truck production being comparable to up slightly from 2015. The economic climate in most South America markets the past three years has been weak, volatile and challenging. After rebounding some in 2013 from a relatively weak 2012, light truck production declined 12% in 2014 and was down another 17% in 2015. Light vehicle engine production was similarly down 16% in 2014 and another 22% in 2015. Our current 2016 outlook for light trucks and light vehicle engines has production being relatively flat with 2015. The Asia Pacific markets have been relatively strong the past few years, principally fueled by growth in China. Light truck production increased 9% in 2014 and was up another 8% in 2015, while light vehicle engine production increased 3% in 2014 and another 1% in 2015. We expect to see continued growth in 2016, with year-over-year light truck production being flat to up 4% and light vehicle engine production being higher by about 3 to 5%.

*Medium/heavy vehicle markets* — Some of the same factors referenced above that affected light vehicle markets outside of North America similarly affected the medium/heavy markets. Whereas some modest improvement was reflected in light vehicle production levels in 2013 and 2014, production levels in the medium/heavy truck market were relatively comparable as improvement was a little slower to manifest in this market. Signs of a strengthening European market emerged in 2015 with medium/heavy truck production in 2015 being up about 10% from the preceding year. For 2016, we expect Europe medium/heavy truck production to be comparable with 2015. South America medium/heavy truck production rebounded some in 2013 from low production levels in 2012, due in part to engine emission changes in Brazil that year. A weakening economic climate in 2014 in the region, however, led to medium/heavy truck production declining about 23% in 2014. Further weakening in 2015 resulted in a further decline in production, with vehicle build being down about 49% from 2014. Our outlook in South America for 2016 anticipates persistent economic weakness in the region, with medium/heavy truck production likely to be relatively flat with 2015. Asia Pacific medium/heavy truck production levels in 2012 and early 2013 were still restrained from the effects of natural disasters that significantly impacted the region in 2011, along with a sluggish 2012 commercial vehicle market in China. After strengthening about 2% in 2013, the medium/truck market in Asia Pacific has been sluggish the past two years, being up a modest 3% in 2014 and declining about 12% in 2015 as a slow down in the China market materialized. While the China market is expected to be comparable to up modestly in 2016, an improving India market is expected to help improve production in the region by about 2 to 5% in 2016.

*Off-Highway Markets* — Our off-highway business has a large presence outside of North America, with more than 75% of its sales coming from Europe and approximately 12% from South America and Asia Pacific combined. We serve several segments

of the diverse off-highway market, including construction, agriculture, mining and material handling. Our largest markets are the construction/mining and agricultural equipment segments. After experiencing increased global demand in 2011 and 2012, these markets have been relatively weak the past three years. Global demand in the agriculture market was up about 3% in 2013, but down 11% in 2014 and 7% in 2015. The construction/mining segment weakened about 8% in 2013 and was down about 4% in 2014 and 11% in 2015. Both markets are expected to remain weak in 2016, with demand levels in the agriculture segment expected to range from down 3% to up 2% from 2015 and construction/mining segment demand expected to be flat to up 3% compared to 2015.

### Foreign Currency Effects

Weaker international currencies relative to the U.S. dollar had a significant impact on our sales and results of operations in 2015. Approximately 54% of our consolidated sales were outside the U.S., with euro zone countries and Brazil accounting for approximately 41% and 7% of our non-U.S. sales. Translation of our international activities at average exchange rates in 2015 as compared to average rates in 2014 reduced sales by \$516, with \$268 attributable to a weaker euro and \$91 to a weaker Brazil real. Our current 2016 sales outlook anticipates additional weakening in international currencies, with an assumed euro/U.S. dollar rate of 1.08 to 1.05 and U.S. dollar/Brazil real rate of 4.00 to 4.25. A 5% movement on the euro and Brazil real rates would impact 2016 sales in our outlook by approximately \$65 and \$10, respectively.

### Brazil Market

Reduced market demand resulting from the weak economic environment in Brazil in 2015 has led to production levels in the light vehicle and medium/heavy duty vehicle markets that are lower by about 22% and 44% from 2014. As a consequence, sales by our operations in Brazil for 2015 were \$240, down from \$505 the preceding year. Our medium/heavy duty presence is particularly significant, with approximately 74% of our Brazil sales originating in our Commercial Vehicle operating segment in 2015. In response to the challenging economic conditions in this country, we implemented restructuring and other reduction actions in 2015. As discussed in the Critical Accounting Estimates section of this Item 7 and in Note 2 to our consolidated financial statements in Item 8, one of our major suppliers is operating with judicial oversight under reorganization proceedings in Brazil.

### Commodity Costs

The cost of our products may be significantly impacted by changes in raw material commodity prices, the most important to us being those of various grades of steel, aluminum, copper and brass. The effects of changes in commodity prices are reflected directly in our purchases of commodities and indirectly through our purchases of products such as castings, forgings, bearings and component parts that include commodities. Most of our major customer agreements provide for the sharing of significant commodity price changes with those customers. Where such formal agreements are not present, we have historically been successful implementing price adjustments that largely compensate for the inflationary impact of material costs. Material cost changes will customarily have some impact on our financial results as customer pricing adjustments typically lag commodity price changes.

Lower commodity prices decreased our costs by approximately \$10 in 2015, while higher commodity prices increased our costs by approximately \$35 in 2014 and \$20 in 2013. Material recovery and other pricing actions increased sales by about \$1 in 2015, \$65 in 2014 and \$30 in 2013.

### Sales, Earnings and Cash Flow Outlook

	2016 Outlook	2015	2014	2013
Sales	\$5,800 - \$6,000	\$ 6,060	\$ 6,617	\$ 6,769
Adjusted EBITDA	\$640 - \$670	\$ 652	\$ 746	\$ 745
Free Cash Flow	\$160 - \$180	\$ 146	\$ 276	\$ 368

Adjusted EBITDA and Free Cash Flow are non-GAAP financial measures. See the Non-GAAP Financial Measures discussion below for definitions of our non-GAAP financial measures and reconciliations to the most directly comparable U.S. generally accepted accounting principles (GAAP) measures.

During the past three years, weaker international currencies relative to the U.S. dollar were the most significant factor reducing our sales. Lower sales attributable to currency over the three-year period approximated \$900, with a reduction of more

than \$500 occurring in 2015. We divested our Venezuela operation in January 2015, which further reduced consolidated sales by approximately \$100. Adjusted for currency and divestiture effects, our sales have been relatively stable. We experienced uneven end user markets, with some being relatively strong and others somewhat weak, and the conditions across the regions of the world differing quite dramatically. New business with customers has largely offset the lower sales attributable to overall weaker end user demand. Our outlook for 2016 includes additional weakening of international currencies in the range of \$200 to \$300. Increased sales from new business coming on line in 2016 is expected to partially offset the currency related reduction, with end user market demand remaining relatively comparable to 2015.

Over the past three years, adjusted EBITDA margin as a percent of sales has remained relatively constant at around 11% despite certain markets being weak and volatile. Where practicable, we have aligned our cost with weaker demand levels in certain markets. We continue to focus on margin improvement through right sizing and rationalizing our manufacturing operations, implementing other cost reduction initiatives and ensuring that customer programs are competitively priced. With a continued focus on cost and new business coming on at competitive rates, we expect to see a slight margin improvement in 2016. Further margin improvement following 2016 is anticipated as we expect to see increased end user demand in certain markets and we continue to benefit from higher margin on new business coming on line.

Free cash flow generation has been strong the past three years as we benefited from strong earnings and closely managed working capital and capital spend requirements. Free cash flow in 2013 benefited, in part, from reduced inventory levels and the receipt of \$28 of interest relating to a callable payment-in-kind note receivable. With the sale of this note in 2014, free cash flow benefited from the additional receipt of \$40 of interest. Lower pension contributions, restructuring payments and cash taxes also benefited free cash flow in 2014, while increased new program launches resulted in higher capital spending. The lower free cash flow in 2015 is primarily due to lower earnings and increased capital spend to support new program launches, with lower cash taxes and restructuring payments providing a partial offset. Based on our outlook for 2016, we expect free cash flow to be in the range of \$160 to \$180. An increased level of program launches in 2016 is expected to require overall capital spend of \$280 to \$300. Net interest will consume cash of around \$90, with estimated cash taxes being about \$90, restructuring expenditures about \$25 and pension contributions around \$15 – all relatively comparable with 2015.

Among our Operational and Strategic Initiatives are increased focus on and investment in product technology – delivering products and technology that are key to bringing solutions to issues of paramount importance to our customers. This, more than anything, is what will position us for profitable future growth. Our success on this front is measured, in part, by our sales backlog which is net new business received that will be launching in the future and adding to our base annual sales. This backlog of new business does not represent firm orders. At December 31, 2015, our sales backlog of net new business for the 2016 through 2018 period was \$750. This current backlog compares to a three-year sales backlog at the end of 2014 that approximated \$680 when adjusted for current exchange rates and market demand – an increase of 10%. The higher returns associated with this new business are expected to help drive increased future adjusted EBITDA margins.

## Consolidated Results of Operations

### Summary Consolidated Results of Operations (2015 versus 2014)

	2015		2014		Increase/ (Decrease)
	Dollars	% of Net Sales	Dollars	% of Net Sales	
Net sales	\$ 6,060		\$ 6,617		\$ (557)
Cost of sales	5,211	86.0%	5,672	85.7%	(461)
Gross margin	849	14.0%	945	14.3%	(96)
Selling, general and administrative expenses	391	6.5%	411	6.2%	(20)
Amortization of intangibles	14		42		(28)
Restructuring charges, net	15		21		(6)
Impairment of long-lived assets	(36)				(36)
Loss on disposal group held for sale			(80)		80
Pension settlement charges			(42)		42
Loss on extinguishment of debt	(2)		(19)		17
Other income, net	14		48		(34)
Income from continuing operations before interest expense and income taxes	405		378		27
Interest expense	113		118		(5)
Income from continuing operations before income taxes	292		260		32
Income tax expense (benefit)	82		(70)		152
Equity in earnings (losses) of affiliates	(34)		13		(47)
Income from continuing operations	176		343		(167)
Income (loss) from discontinued operations	4		(15)		19
Net income	180		328		(148)
Less: Noncontrolling interests net income	21		9		12
Net income attributable to the parent company	<u>\$ 159</u>		<u>\$ 319</u>		<u>\$ (160)</u>

Sales — The following table shows changes in our sales by geographic region.

	2015	2014	Increase/ (Decrease)	Amount of Change Due To		
				Currency Effects	Acquisitions (Divestitures)	Organic Change
North America	\$ 3,210	\$ 3,126	\$ 84	\$ (48)	\$ —	\$ 132
Europe	1,723	1,978	(255)	(313)		58
South America	377	771	(394)	(110)	(107)	(177)
Asia Pacific	750	742	8	(45)		53
Total	<u>\$ 6,060</u>	<u>\$ 6,617</u>	<u>\$ (557)</u>	<u>\$ (516)</u>	<u>\$ (107)</u>	<u>\$ 66</u>

Sales for 2015 declined \$557 or 8% from 2014. Weaker international currencies decreased sales by \$516 and the divestiture of our operations in Venezuela reduced sales by \$107. The organic sales increase resulted from stronger overall volume levels that added \$65 and cost recovery pricing which contributed \$1.

Stronger light vehicle and light vehicle engine production levels in North America were largely responsible for the 4% organic sales increase in this region. Full frame light truck production was 8% stronger than last year, while light vehicle engine production levels were about 2% higher. Increased medium/heavy truck production of about 6% and new customer programs coming on line over the past year also contributed to increased year-over-year sales. Partially offsetting this stronger demand and new business was lower sales with a significant Commercial Vehicle segment customer.

Excluding currency effects, principally from a weaker euro and British pound, our sales in Europe were 3% higher than in 2014. Higher sales from increases in light vehicle engine and light truck production of around 5% and 9%, growth in medium/heavy truck production of about 10% and new customer programs were partially offset by weaker off-highway demand levels.

South America sales were reduced by weaker currencies in Brazil, Argentina and Colombia and the divestiture of our operations in Venezuela. Excluding these effects, sales were down 23% from 2014. The organic sales decrease in the region was primarily driven by reductions in medium/heavy truck production levels of about 49%, a decline in light truck production of 17% and weaker off-highway demand. Partially offsetting weaker demand levels in the region were higher sales associated with light vehicle new business, content increases and cost recovery pricing.

Asia Pacific sales in 2015 were up slightly from 2014. The organic sales increase of 7% in the region was driven principally by stronger light vehicle and medium/heavy truck sales volumes in Thailand and India and increased off-highway sales levels in our operation in China.

*Cost of sales and gross margin* — Cost of sales for 2015 declined \$461, or 8%, when compared to 2014. Similar to our reduction in sales, the change was due primarily to currency effects with a partial offset provided by higher sales volumes. Cost of sales as a percent of sales in 2015 was 30 basis points higher than last year. In addition to the benefit of stronger volume levels in some of our markets, savings from material cost reduction initiatives reduced cost by \$48, with lower commodity costs contributing an additional \$14. These favorable impacts on cost of sales were more than offset by an increase in warranty expense of \$11, costs attributed to supply chain disruptions in our Commercial Vehicle segment of \$16, an increase in engineering and product development expense of \$7, an increase in environmental remediation expense of \$8, higher costs in certain markets where we were unable to effectively flex our cost with lower demand levels and other inflationary cost increases.

Gross margin of \$849 in 2015 was \$96 lower than last year, representing 14.0% of sales in 2015 as compared to 14.3% of sales in 2014. The 30 basis point decrease in gross margin was principally driven by the net effect of the cost factors referenced above, partially offset by a nominal pricing and cost recovery benefit.

*Selling, general and administrative expenses (SG&A)* — SG&A expenses in 2015 were \$391 (6.5% of sales) as compared to \$411 (6.2% of sales) in 2014. Salary and benefits expenses in 2015 were \$15 lower than in 2014 primarily due to lower anticipated payouts under various annual incentive programs, while selling expense and other discretionary spending declined \$5.

*Amortization of intangibles* — The reduction of \$28 in amortization of intangibles is primarily attributable to certain customer related intangibles becoming fully amortized.

*Restructuring charges* — Restructuring charges of \$15 in 2015 included \$12 of employee separation costs and \$3 of exit costs. The majority of the separation cost was attributable to headcount reductions in our Brazil operations, primarily in our Commercial Vehicle segment, in response to significantly lower demand levels. The exit costs in 2015 were primarily related to activities associated with previously announced facility closure and realignment actions. The restructuring charges of \$21 in 2014 primarily represented the impact of headcount reduction initiatives in our Commercial Vehicle and Light Vehicle businesses in South America and Europe, including the closure of our Commercial Vehicle foundry in Argentina and other severance and exit costs associated with previously announced initiatives.

*Impairment charges* — Reference is made to Note 2 of the consolidated financial statements in Item 8 for discussion of charges recognized in connection with an impairment of long-lived assets attributable to an exclusive supply relationship with a South American supplier.

*Other income, net* — The following table shows the major components of other income, net.

	2015	2014
Interest income	\$ 13	\$ 15
Government grants and incentives	3	4
Foreign exchange gain (loss)	(20)	11
Gain on derecognition of noncontrolling interest	5	
Strategic transaction expenses	(4)	(3)
Insurance and other recoveries	4	2
Gain on sale of marketable securities	1	
Recognition of unrealized gain on payment-in-kind note receivable		2
Amounts attributable to previously divested/closed operations	1	
Other	11	17
Other income, net	<u>\$ 14</u>	<u>\$ 48</u>



During 2015, net foreign exchange loss primarily reflects the adverse impact of settlements of certain Mexican peso and euro forward contracts driven by the strengthening of the U.S. dollar. Net foreign exchange gain in 2014 resulted in large part from favorable currency movement on an intercompany loan that was fully paid in the first half of 2014. As described in Notes 1 and 7 to the consolidated financial statements in Item 8, devaluation of the Venezuelan bolivar, net of transactional gains, resulted in a net foreign currency gain of \$2 in 2014. Upon completion of the divestiture of our operations in Venezuela in January 2015, we recognized a \$5 gain on the derecognition of the noncontrolling interest in one of our former Venezuelan subsidiaries. See Notes 2 and 17 to our consolidated financial statements in Item 8 for additional information. The January 2014 sale of a payment-in-kind note resulted in the recognition of \$2 of unrealized gain that arose following the valuation of the note below its callable value at emergence from bankruptcy. During 2015, we reached a \$3 settlement with an insurance carrier for the recovery of previously incurred legal costs, while 2014 included a payment of \$2 from the liquidation proceedings of an insolvent insurer carrier. Additionally, as part of correcting overstatements of our pension obligations and goodwill in 2014, we credited other income, net for \$6 to effectively reverse a portion of the write-off of goodwill assigned to our former Driveshaft segment in 2008. See Note 1 to our consolidated financial statements in Item 8 for additional information.

*Loss on extinguishment of debt* — Actions to refinance a portion of our long-term debt that commenced in last year's fourth quarter were completed in the first quarter of 2015, with expense recognized for the call premium incurred and write-off of unamortized financing costs associated with debt extinguished in this year's first quarter.

*Interest expense* — Interest expense was \$113 and \$118 in 2015 and 2014. The impact of higher average debt levels was more than offset by a lower average effective interest rate. As discussed in Note 12 to our consolidated financial statements in Item 8, we completed the sale of \$425 of 5.5% senior unsecured notes in December 2014 and redeemed \$400 of 6.5% senior unsecured notes during the four-month period ended March 2015. Average effective interest rates, inclusive of amortization of debt issuance costs, approximated 6.6% and 6.9% in 2015 and 2014.

*Income tax expense (benefit)* — Income tax expense of our continuing operations was \$82 in 2015 and a benefit of \$70 in 2014. The effective income tax rates vary from the U.S. federal statutory rate of 35% primarily due to valuation allowances in several countries, nondeductible expenses, different statutory rates outside the U.S. and withholding taxes. During 2015, we completed an intercompany transfer of an affiliate's stock and certain operating assets, as discussed in Note 16 of the consolidated financial statements in Item 8. In conjunction with this transaction, we released \$66 of valuation allowance on U.S. deferred tax assets and recognized \$23 of tax expense related to the stock sale and \$2 of amortization of a prepaid tax asset created as a part of the transaction. We also established a valuation allowance of \$15 against the deferred tax assets of a South American subsidiary. During 2014, we released valuation allowance of \$179 related to the intercompany transaction discussed above that was partially offset by a valuation allowance adjustment related to the \$80 charge recorded in connection with the divestiture of our Venezuelan operations. Excluding these items, the effective tax rate was 37% in 2015 as compared to 33% in 2014. The main driver of the increase is related to the jurisdictional mix of the earnings of our non-U.S. operations.

In the U.S. and certain other countries, our recent history of operating losses does not allow us to satisfy the "more likely than not" criterion for recognition of deferred tax assets. Therefore, there is generally no income tax recognized on the pre-tax income or losses in these jurisdictions as valuation allowance adjustments offset the associated tax effects. See Note 16 to our consolidated financial statements in Item 8 for a discussion of the factors considered in our evaluation of the valuation allowances against our U.S. deferred tax assets.

*Equity in earnings (losses) of affiliates* — Equity investments provided a net loss of \$34 in 2015 and earnings of \$13 in 2014. Our equity in earnings from Bendix Spicer Foundation Brake, LLC were \$11 in 2015 and \$10 in 2014. Our share of Dongfeng Dana Axle Co., Ltd.'s (DDAC) operating results were a loss of \$7 in 2015 and earnings of \$5 in 2014. During the fourth quarter of 2015, we determined that we had an other-than-temporary decrease in the carrying value of our DDAC investment and recorded a \$39 impairment charge. See Note 19 to our consolidated financial statements in Item 8.

*Income (loss) from discontinued operations* — Income (loss) from discontinued operations activity relates to our Structural Products business. See Note 2 to our consolidated financial statements in Item 8.

*Noncontrolling interests net income* — As more fully discussed in Note 1 to our consolidated financial statements in Item 8, the first quarter of 2015 included \$9 for correction of previously reported noncontrolling interests net income.

## Segment Results of Operations (2015 versus 2014)

### Light Vehicle

	Sales	Segment EBITDA	Segment EBITDA Margin
2014	\$ 2,496	\$ 250	10.0%
Volume and mix	200	34	
Performance	(12)		
Venezuelan divestiture	(107)		
Currency effects	(95)	(22)	
2015	\$ 2,482	\$ 262	10.6%

Light Vehicle sales in 2015 were reduced by currency translation effects, primarily as a result of a weaker British pound sterling, Brazil real, Argentina peso, Thailand baht and South African rand, and the divestiture of our Venezuela operations in January 2015. Sales, exclusive of currency and divestiture effects, were 8% higher in 2015 than in 2014. The volume related increases were driven in part by stronger production levels. North America full frame light truck production in 2015 was up 8% from the same period of 2014, and light truck production in Europe and Asia Pacific was stronger by 9% and 8%. Light Vehicle volume increases in 2015 also benefited from new customer programs that came on line over the past couple years.

Light Vehicle segment EBITDA of \$262 in 2015 is \$12 higher than 2014 as the benefit of stronger sales volumes was partially offset by currency effect. In addition to reductions resulting from translation of international results at weaker exchange rates relative to the U.S. dollar, we experienced increased year-over-year transactional currency losses of \$10 on non-functional currency denominated activities and intercompany balances. Performance-related segment EBITDA was neutral, with \$33 from material cost savings and lower commodity costs being offset by \$12 due to lower pricing, a \$4 increase in warranty costs, a \$2 increase in program launch costs, an additional \$2 of engineering and product development expense, net of customer reimbursement, and other items.

### Commercial Vehicle

	Sales	Segment EBITDA	Segment EBITDA Margin
2014	\$ 1,838	\$ 172	9.4%
Volume and mix - Brazil	(166)	(35)	
Volume and mix - All other	(19)	(9)	
Performance	24	(11)	
Currency effects	(144)	(17)	
2015	\$ 1,533	\$ 100	6.5%

The currency related reduction in sales was primarily due to a weaker euro, Brazil real and Mexico peso. After adjusting for the effects of currency, 2015 sales in our Commercial Vehicle segment decreased 9% compared to 2014. Weaker end market demand in Brazil where year-over-year medium/heavy truck production was down 44% reduced sales by \$166. The remaining volume reduction is primarily attributable to lower sales of about \$100 from lost market share with a major customer due to residual effects of the supply chain inefficiencies that impacted our performance in the first half of 2015. Partially offsetting this was higher sales from stronger production levels in North America where year-over-year medium/heavy truck production was up about 6%. Pricing recoveries provided a partial offset to the currency and volume impacts on 2015 sales.

Commercial Vehicle segment EBITDA of \$100 was \$72 lower than in 2014. Weaker Brazil market demand contributed \$35, with an additional \$9 resulting from net lower sales elsewhere, principally in North America as a result of the above-mentioned market share reduction with a major customer. Year-over-year performance-related segment EBITDA includes a benefit of \$25 for increased pricing/recoveries and material cost savings and lower commodity costs of \$5. These benefits were more than offset by increased warranty expense of \$16, higher supplier transition costs of \$8 and other cost increases.

## Off-Highway

	Sales	Segment EBITDA	Segment EBITDA Margin
2014	\$ 1,231	\$ 169	13.7%
Volume and mix	(25)	(10)	
Performance	(1)	14	
Currency effects	(165)	(26)	
2015	\$ 1,040	\$ 147	14.1%

Reduced year-over-year sales due to currency effects resulted principally from a weaker euro. Currency-adjusted sales for 2015 were down slightly from 2014. New business gains in this business are largely offsetting the impact of continued weakness in global end-market demand.

Off-Highway segment EBITDA of \$147 in 2015 was down \$22 from 2014. Currency effects are the primary driver of the reduced EBITDA, reflecting a weaker euro and other international currencies. The performance-related segment EBITDA improvement is primarily attributable to material cost savings of \$18 and lower warranty expense of \$3 which is partially offset by increases in other costs.

## Power Technologies

	Sales	Segment EBITDA	Segment EBITDA Margin
2014	\$ 1,052	\$ 154	14.6%
Volume and mix	75	15	
Performance	(10)	2	
Currency effects	(112)	(22)	
2015	\$ 1,005	\$ 149	14.8%

Power Technologies primarily serves the light vehicle market but also sells product to the medium/heavy truck and off-highway markets. A weaker euro and Canadian dollar were the primary drivers of the reduced sales due to currency. Net of currency effects, sales in 2015 increased about 6% compared to 2014, principally from stronger market demand. Increases in year-over-year light vehicle engine build of 2% in North America and 5% in Europe were the primary drivers of the volume increase.

Segment EBITDA of \$149 in 2015 was \$5 lower than 2014, due principally to currency effects. The performance-related improvement in 2015 segment EBITDA was primarily driven by lower warranty expense of \$7 and higher material cost savings of \$6, partially offset by pricing actions which reduced segment earnings by \$10.

**Summary Consolidated Results of Operations (2014 versus 2013)**

	2014		2013		Increase/ (Decrease)
	Dollars	% of Net Sales	Dollars	% of Net Sales	
Net sales	\$ 6,617		\$ 6,769		\$ (152)
Cost of sales	5,672	85.7%	5,849	86.4%	(177)
Gross margin	945	14.3%	920	13.6%	25
Selling, general and administrative expenses	411	6.2%	410	6.1%	1
Amortization of intangibles	42		74		(32)
Restructuring charges, net	21		24		(3)
Loss on disposal group held for sale	(80)				(80)
Pension settlement charges	(42)				(42)
Loss on extinguishment of debt	(19)				(19)
Other income, net	48		55		(7)
Income from continuing operations before interest expense and income taxes	378		467		(89)
Interest expense	118		99		19
Income from continuing operations before income taxes	260		368		(108)
Income tax expense (benefit)	(70)		119		(189)
Equity in earnings of affiliates	13		12		1
Income from continuing operations	343		261		82
Loss from discontinued operations	(15)		(1)		(14)
Net income	328		260		68
Less: Noncontrolling interests net income	9		16		(7)
Net income attributable to the parent company	\$ 319		\$ 244		\$ 75

Sales — The following table shows changes in our sales by geographic region.

	2014	2013	Increase/ (Decrease)	Amount of Change Due To	
				Currency Effects	Organic Change
North America	\$ 3,126	\$ 2,958	\$ 168	\$ (15)	\$ 183
Europe	1,978	1,994	(16)	3	(19)
South America	771	983	(212)	(170)	(42)
Asia Pacific	742	834	(92)	(31)	(61)
Total	\$ 6,617	\$ 6,769	\$ (152)	\$ (213)	\$ 61

Sales for 2014 declined \$152 or 2% from 2013, with the primary driver being weaker international currencies. After adjusting to exclude currency effects, sales increased \$61. Sales benefited by \$65 from cost recovery pricing, while overall market volume and mix reduced sales by \$4. Stronger sales volume in North America and Europe was more than offset by weaker demand in our global Off-Highway business and the South America medium/heavy truck market.

The 2014 sales increase of 6% in North America was driven primarily by stronger production levels in the light vehicle and medium/heavy vehicle markets. Light vehicle engine builds and full frame light truck production were both up about 6% and combined medium/heavy truck production was higher by about 17%. Partially offsetting these stronger volumes was lower demand in the off-highway markets.

Our sales in Europe in 2014 were generally flat with 2013, with currency movements having a nominal impact. Our Off-Highway segment has a significant European presence. The weaker demand in the markets served by this segment contributed to reduced sales of around \$60. Largely offsetting the weaker off-highway demand were stronger production levels in the light vehicle market where light engine build was up 3% and light truck production was higher by about 7%. Our sales in Europe in 2014 also benefited from new Light Vehicle programs coming on line during the year.

South America sales in 2014 were significantly reduced by currency effects from a weaker Brazilian real and Argentine peso along with devaluation of the Venezuelan bolivar. Adjusted for currency effects, 2014 sales in South America were down

\$42 or about 4%. Production levels were down in our light and commercial vehicle end markets – light truck production off 12%, light vehicle engine build down about 16% and medium/heavy truck production lower by 23%. Partially offsetting the effects of lower demand levels was cost recovery pricing for material and other cost inflation.

Asia Pacific sales were 11% lower than in 2013. Adverse currency effects resulted principally from a weakening of the Indian rupee, Thai baht, Australian dollar and Japanese yen. The organic sales reduction of 7% is primarily due to comparatively weaker economic environments in India and Thailand, along with reduced demand on a scheduled light vehicle program roll-off in Australia.

*Cost of sales and gross margin* — Cost of sales for 2014 was 3% lower than in 2013, with cost of sales as a percent of sales of 85.7% lower than the 86.4% realized in 2013. The reduction in cost is consistent with the decline in sales, due principally to weaker international currencies and slightly lower overall net sales volume. Cost of sales in 2014 was increased by higher material commodity costs of about \$35, higher warranty expense of \$14 and inflationary increases on other costs, principally in our South America and South Africa markets. More than offsetting these increases were the effects of continued supplier rationalization and engineering design actions, which contributed to material cost reductions of approximately \$66, and reduced depreciation and amortization expense of \$20.

Gross margin in 2014 of \$945, which excludes pension settlement charges, increased \$25 from 2013, representing 14.3% of sales – 70 basis points higher than the prior year's gross margin percentage of 13.6%. The gross margin improvement was attributable to the reduced cost of sales as a percent of sales discussed in the preceding paragraph.

*Selling, general and administrative expenses (SG&A)* — SG&A expenses in 2014 were \$411 (6.2% of sales) as compared to \$410 (6.1% of sales) in 2013. Salary and benefits expense in 2014 was approximately \$7 less than in 2013, nearly offsetting an increase of \$8 in selling expense and other discretionary spending.

*Restructuring charges, net* — Restructuring charges of \$21 in 2014 primarily represented the impact of headcount reduction initiatives in our Commercial Vehicle and Light Vehicle businesses in South America and Europe, including the closure of our Commercial Vehicle foundry in Argentina and other severance and exit costs associated with previously announced initiatives. Restructuring charges of \$24 in 2013 include the impact of headcount reduction initiatives, primarily in our Light Vehicle and Commercial Vehicle businesses in Argentina and Australia as well as in our Off-Highway business in Europe. Restructuring charges in 2013 also include severance and exit costs associated with previously announced initiatives, offset in part by a \$10 reversal of previously accrued obligations. New customer programs and other developments in our Light Vehicle and Power Technologies businesses in North America and a decision by our Off-Highway business in Europe to in-source the manufacturing of certain parts were the primary factors leading to the reversal of previously accrued severance obligations.

*Loss on disposal group held for sale* — During the fourth quarter of 2014, we entered into an agreement to sell our operations in Venezuela. We completed the sale in January 2015. The divested business was determined to be held for sale at December 31, 2014, resulting in the recognition of a loss of \$80 to reduce the assets and liabilities of this business to their fair value less cost to sell. Reference is made to Divestitures in this Item 7 and to Note 2 of the consolidated financial statements in Item 8 for additional disclosures regarding this transaction.

*Pension settlement charges* — We completed two actions in the fourth quarter of 2014 that reduced our pension plan obligations. Lump sum payments to deferred vested salaried participants in our U.S. pension plans under a voluntary program resulted in a settlement charge of \$36, while completion of a wind-up of certain Canadian pension plans resulted in a charge of \$6. See Note 10 of the consolidated financial statements in Item 8 for additional discussion of these two actions.

*Loss on extinguishment of debt* — In connection with a refinancing of long-term debt obligations in the fourth quarter of 2014, we recognized expense for the call premium incurred and the write-off of the unamortized financing costs associated with the extinguished obligations. See Note 12 of the consolidated financial statements in Item 8 for additional disclosure surrounding this debt refinancing.

*Other income, net* — The following table shows the major components of other income, net.

	2014	2013
Interest income	\$ 15	\$ 25
Government grants and incentives	4	3
Foreign exchange gain (loss)	11	(5)
Strategic transaction expenses	(3)	(4)
Insurance and other recoveries	2	13
Gain on sale of marketable securities		9
Write-off of deferred financing costs		(4)
Recognition of unrealized gain on payment-in-kind note receivable	2	5
Other	17	13
Other income, net	<u>\$ 48</u>	<u>\$ 55</u>

The change in interest income in 2014 includes a reduction of \$11 attributable to a payment-in-kind note receivable being partially prepaid in 2013 and subsequently sold in January 2014. Additionally, interest income in 2013 included \$3 from a favorable legal ruling related to recovery of gross receipts taxes paid in Brazil in earlier periods. Net foreign exchange gain in 2014 resulted in large part from favorable currency movement on an intercompany loan that was fully paid in the first half of 2014. As described in Note 1 of the consolidated financial statements in Item 8, devaluation of the Venezuelan bolivar was recognized through use of the SICAD rate for translating the bolivar-denominated activities of our operations in Venezuela. Devaluation charges of \$20 in 2014 were more than offset by gains of \$22 from subsequent settlement of dollar-denominated obligations at the more favorable official exchange rate and sales of U.S. dollars at the SICAD 2 exchange rate. The net foreign exchange loss for 2013 included a charge of \$6 resulting from the devaluation of the Venezuelan bolivar and subsequent recoveries of \$5 on transactions existing at the date of devaluation that were subsequently settled at the former exchange rate. See Note 17 of the consolidated financial statements in Item 8 for additional information. During 2013, we received \$4 on the sale of our interest in claims pending in the liquidation proceedings of an insurer to a third party, \$7 of other asbestos-related recoveries and a \$2 insurance recovery related to business interruptions resulting from flooding in Thailand. During 2013, we wrote off deferred financing costs of \$2 associated with our prior revolving credit facility and \$2 upon the termination of our European accounts receivable backed credit facility. The January 2014 sale and 2013 prepayment of the payment-in-kind note receivable resulted in recognition of \$2 and \$5 of an unrealized gain that arose following the valuation of the note receivable below its callable value at emergence from bankruptcy.

*Interest expense* — Interest expense was \$118 and \$99 in 2014 and 2013. The impact of higher average debt levels was partially offset by a lower average effective interest rate. As discussed in Note 12 to the consolidated financial statements in Item 8, we completed the sale of \$425 and \$750 in senior unsecured notes in December 2014 and July 2013, respectively, and redeemed \$345 in senior unsecured notes in December 2014. Average effective interest rates, inclusive of amortization of debt issuance costs, approximated 6.9% and 7.8% in 2014 and 2013.

*Income tax expense (benefit)* — Income taxes of our continuing operations was a benefit of \$70 in 2014. The primary driver was a benefit of \$179 recorded for the release of a portion of our U.S. deferred tax asset valuation allowance. As discussed more fully in Note 16 to our consolidated financial statements in Item 8, the release resulted from income forecasted to be realized in 2015 in connection with certain tax planning actions expected to be completed in 2015. The \$80 charge associated with the divestiture of our operations in Venezuela provided a partial offset as the expected tax benefit was negated by an adjustment to the valuation allowance. Excluding these valuation allowance adjustments, the effective tax rate of continuing operations in 2014 was 33% as the benefit of income in certain jurisdictions outside the U.S. being taxed at lower statutory rates more than offset withholding taxes incurred in connection with the repatriation of income to the U.S. In 2013, tax expense of \$119 resulted in an effective tax rate of 32%. Adjusted for valuation allowance effects, primarily in the U.S., the effective income tax rate in 2013 was 34%. Lower statutory rates outside the U.S. were the primary contributor to the adjusted 2013 rate being less than the U.S. statutory rate.

In the U.S. and certain other countries, our recent history of operating losses does not allow us to satisfy the “more likely than not” criterion for recognition of deferred tax assets. Therefore, there is generally no income tax recognized on the pre-tax income or losses in these jurisdictions as valuation allowance adjustments offset the associated tax effects. See Note 16 to our consolidated financial statements in Item 8 for additional information.

*Equity in earnings of affiliates* — Equity investments provided net earnings of \$13 in 2014 and \$12 in 2013. Our equity in earnings of Bendix Spicer Foundation Brake, LLC increased \$2 in 2014 to \$10 while our equity in earnings of Dongfeng Dana Axle Co., Ltd. (DDAC) decreased \$2 in 2014 to \$5.

*Loss from discontinued operations* — Loss from discontinued operations relates to our former Structural Products business. The loss in 2014 reflects the charges resulting from final settlement of the claims presented by the buyer of this business and the settlement of an outstanding legal matter relating to this business along with associated costs incurred during the year to achieve the settlements. See Note 2 to our consolidated financial statements in Item 8.

**Segment Results of Operations (2014 versus 2013)**

*Light Vehicle*

	Sales	Segment EBITDA	Segment EBITDA Margin
2013	\$ 2,549	\$ 242	9.5%
Volume and mix	35	8	
Performance	60	38	
Venezuelan bolivar devaluation		(11)	
Currency effects	(148)	(27)	
2014	<u>\$ 2,496</u>	<u>\$ 250</u>	10.0%

Adverse currency effects in our Light Vehicle segment were attributable in large part to devaluation of the Venezuelan bolivar and a weaker Argentine peso, South African rand and Thai baht. Exclusive of currency effects, Light Vehicle sales for 2014 were 4% higher than in 2013. Volume and mix increased largely from stronger 2014 full frame light truck production in North America of 6% and increased light truck production in Europe of 7%, along with contributions from new program roll-outs. Partially offsetting these volume increases were lower demand levels in Thailand, India, Australia and Venezuela. Performance sales impact is primarily increased pricing to recover material, devaluation and inflationary costs in Argentina and Venezuela.

Light Vehicle segment EBITDA of \$250 was \$8 higher than in 2013, with EBITDA margin of 10.0% in 2014 increased from a margin of 9.5% in the prior year. As more fully discussed in Note 1 of the consolidated financial statements in Item 8, in the first quarter of 2014, we recorded a charge of \$17 for devaluation of the bolivar as a result of using the SICAD exchange rate rather than the official exchange rate for translating the financial results of our Venezuelan operations. Further devaluation of the SICAD rate in 2014 resulted in additional charges of \$3. Partially offsetting these devaluation effects were gains of \$8 on approved CENCOEX settlements of U.S. dollar obligations at the official exchange rate of 6.3 bolivars per dollar. The 2013 results of this segment included a first-quarter charge of \$6 for devaluation of the bolivar official exchange rate of 4.3 bolivars per U.S. dollar to 6.3. Subsequent settlement in 2013 of U.S. dollar obligations at an official rate of 4.3 provided gains of \$5. The net impacts of these devaluation-related items were net charges of \$12 in 2014 and \$1 in 2013. Adversely impacting currency effects is about \$34 for translating full year 2014 bolivar-denominated activities at the devalued SICAD rate. Partially offsetting this translation impact were gains of \$14 from 2014 sales of U.S. dollars in the SICAD 2 market at an average of 49.9 bolivars per dollar.

Increased performance-related segment EBITDA in 2014 is attributable in large part to pricing, primarily to recover inflationary cost increases of about \$45 in Argentina and Venezuela. Segment EBITDA also benefited from additional year-over-year material cost savings of \$24 and lower warranty expense of \$6. Partially offsetting these factors were increased material commodity costs of \$14 and engineering and development cost of \$10, with the remaining difference resulting primarily from cost reduction actions.

## Commercial Vehicle

	Sales	Segment EBITDA	Segment EBITDA Margin
2013	\$ 1,860	\$ 194	10.4%
Volume and mix	20	3	
Performance	7	(22)	
Currency effects	(49)	(3)	
2014	\$ 1,838	\$ 172	9.4%

Reduced sales resulting from currency effects in our Commercial Vehicle segment were due primarily to a weaker Brazilian real. After adjusting for the effects of currency, sales in our Commercial Vehicle segment in 2014 were up about 2% from the previous year. Increases in Class 8 and medium truck production in North America of 21% and 12% were the primary drivers of the volume-related sales increase. This was largely offset, however, by the effects of a reduction of about 23% in medium/heavy truck production in South America where we have a significant commercial vehicle market presence.

Commercial Vehicle segment EBITDA in 2014 of \$172 was \$22 lower than in 2013, with EBITDA margin of 9.4% for 2014 being down from the 10.4% realized in 2013. Segment EBITDA in 2014 was adversely impacted by about \$11 of increased cost from supply chain inefficiencies associated with the transition to new suppliers and increased warranty expense of \$8. Material commodity cost increases affecting this business approximated \$17, with material cost savings of \$10 and net pricing improvement of \$7 providing improved EBITDA.

## Off-Highway

	Sales	Segment EBITDA	Segment EBITDA Margin
2013	\$ 1,330	\$ 163	12.3%
Volume and mix	(101)	(10)	
Performance	2	17	
Currency effects		(1)	
2014	\$ 1,231	\$ 169	13.7%

Sales in our Off-Highway segment were down about 7% from 2013. The reduction was due principally to lower demand levels, with global agriculture and construction/mining segment vehicle production in 2014 being down about 8%.

Off-Highway segment EBITDA of \$169 was \$6 higher than in 2013, resulting in an EBITDA margin of 13.7% in 2014 compared to 12.3% in 2013. Performance improvement was driven by material cost savings of about \$22 and pricing improvement of \$2 which more than offset a \$4 increase in warranty cost and \$3 of other cost increases.

## Power Technologies

	Sales	Segment EBITDA	Segment EBITDA Margin
2013	\$ 1,030	\$ 150	14.6%
Volume and mix	42	11	
Performance	(4)	(3)	
Currency effects	(16)	(4)	
2014	\$ 1,052	\$ 154	14.6%

Power Technologies primarily serves the light vehicle market, but also sells product to the medium/heavy truck and off-highway markets. Sales in 2014, net of currency effects, were up 4%. Sales volumes benefited from stronger global light vehicle engine production of 3% and increased medium/heavy truck production levels in North America.

The Power Technologies 2014 segment EBITDA of \$154 increased by \$4 from 2013. Performance-related impacts on segment EBITDA in 2014 included an increase in warranty cost of \$7, lower pricing of \$4 and increased material commodity costs of \$2. Partially offsetting these factors were material cost savings of \$9 and benefits from other cost reduction actions.



## Non-GAAP Financial Measures

### Adjusted EBITDA

We have defined adjusted EBITDA as earnings from continuing and discontinued operations before interest, taxes, depreciation, amortization, equity grant expense, restructuring expense and other adjustments not related to our core operations (gain/loss on debt extinguishment, pension settlements or divestitures, impairment, etc.). Adjusted EBITDA is a primary driver of cash flows from operations and a measure of our ability to maintain and continue to invest in our operations and provide shareholder returns. Adjusted EBITDA should not be considered a substitute for income before income taxes, net income or other results reported in accordance with GAAP. Adjusted EBITDA may not be comparable to similarly titled measures reported by other companies.

The following table provides a reconciliation of segment EBITDA and adjusted EBITDA to net income.

	2015	2014	2013
<b>Segment EBITDA</b>			
Light Vehicle	\$ 262	\$ 250	\$ 242
Commercial Vehicle	100	172	194
Off-Highway	147	169	163
Power Technologies	149	154	150
<b>Total Segment EBITDA</b>	<b>658</b>	<b>745</b>	<b>749</b>
Corporate expense and other items, net	(6)	1	(2)
Structures EBITDA			(2)
<b>Adjusted EBITDA</b>	<b>652</b>	<b>746</b>	<b>745</b>
Depreciation and amortization	(174)	(213)	(262)
Restructuring	(15)	(21)	(24)
Interest expense, net	(100)	(103)	(74)
Structures EBITDA			2
Other*	(71)	(149)	(19)
<b>Income from continuing operations before income taxes</b>	<b>292</b>	<b>260</b>	<b>368</b>
Income tax expense (benefit)	82	(70)	119
Equity in earnings (losses) of affiliates	(34)	13	12
<b>Income from continuing operations</b>	<b>176</b>	<b>343</b>	<b>261</b>
<b>Income (loss) from discontinued operations</b>	<b>4</b>	<b>(15)</b>	<b>(1)</b>
<b>Net income</b>	<b>\$ 180</b>	<b>\$ 328</b>	<b>\$ 260</b>

\* Other includes stock compensation expense, strategic transaction expenses, impairment of long-lived assets, gain on derecognition of noncontrolling interest, loss on disposal group held for sale, distressed supplier costs, amounts attributable to previously divested/closed operations, pension settlement charges, loss on extinguishment of debt, write-off of deferred financing costs, recognition of unrealized gain on payment-in-kind note receivable, and other items. See Note 18 to our consolidated financial statements in Item 8 for additional details.

### Free Cash Flow

We have defined free cash flow as cash provided by operating activities less purchases of property, plant and equipment. We believe this measure is useful to investors in evaluating the operational cash flow of the company inclusive of the spending required to maintain the operations. Free cash flow is neither intended to represent nor be an alternative to the measure of net cash provided by operating activities reported under GAAP. Free cash flow may not be comparable to similarly titled measures reported by other companies.

The following table reconciles free cash flow to net cash flows provided by operating activities.

	2015	2014	2013
<b>Net cash provided by operating activities</b>	<b>\$ 406</b>	<b>\$ 510</b>	<b>\$ 577</b>
Purchases of property, plant and equipment	(260)	(234)	(209)
<b>Free cash flow</b>	<b>\$ 146</b>	<b>\$ 276</b>	<b>\$ 368</b>

## Liquidity

Our global liquidity at December 31, 2015 was as follows:

Cash and cash equivalents	\$	791
Less: Deposits supporting obligations		(8)
Available cash		783
Additional cash availability from revolving facility		260
Marketable securities		162
Total global liquidity	\$	1,205

Cash deposits are maintained to provide credit enhancement for certain agreements and are reported as part of cash and cash equivalents. For most of these deposits, the cash may be withdrawn if a comparable security is provided in the form of letters of credit. Accordingly, these deposits are not considered to be restricted.

Marketable securities are included as a component of global liquidity as these investments can be readily liquidated at our discretion.

Cash and marketable securities of \$143 held by a wholly-owned subsidiary at December 31, 2015 can be transferred out of this subsidiary only if approved by its independent board member. Accordingly, accessing this component of global liquidity is uncertain.

The components of our December 31, 2015 consolidated cash balance were as follows:

	U.S.	Non-U.S.	Total
Cash and cash equivalents	\$ 260	\$ 427	\$ 687
Cash and cash equivalents held as deposits	2	6	8
Cash and cash equivalents held at less than wholly-owned subsidiaries	3	93	96
Consolidated cash balance	\$ 265	\$ 526	\$ 791

A portion of the non-U.S. cash and cash equivalents is utilized for working capital and other operating purposes. Several countries have local regulatory requirements that significantly restrict the ability of our operations to repatriate this cash. Beyond these restrictions, there are practical limitations on repatriation of cash from certain subsidiaries because of the resulting tax withholdings and subsidiary by-law restrictions which could limit our ability to access cash and other assets.

The principal sources of liquidity available for our future cash requirements are expected to be (i) cash flows from operations, (ii) cash and cash equivalents on hand and (iii) borrowings from our revolving facility. We believe that our overall liquidity and operating cash flow will be sufficient to meet our anticipated cash requirements for capital expenditures, working capital, debt obligations, common stock repurchases and other commitments during the next twelve months. While uncertainty surrounding the current economic environment could adversely impact our business, based on our current financial position, we believe it is unlikely that any such effects would preclude us from maintaining sufficient liquidity.

At December 31, 2015, we had no borrowings under the revolving facility but we had utilized \$37 for letters of credit. Based on our borrowing base collateral, we had availability as of that date under the revolving facility of \$260 after deducting the outstanding letters of credit.

In December 2014, we completed the sale of \$425 in senior unsecured notes. Net proceeds of the offering after transaction costs totaled \$418. Net proceeds of \$359 were used to redeem \$345 of our senior notes due February 15, 2019 (February 2019 Notes) pursuant to a tender offer at a weighted average price of 104.116%. In January 2015, net proceeds of \$41 were used to redeem \$40 of our February 2019 Notes at a price of 103.000%. In March 2015, net proceeds of \$16 were used to redeem the remaining \$15 of our February 2019 Notes at a price of 103.250%.

At December 31, 2015, we were in compliance with the covenants of our financing agreements. Under the revolving facility and our senior notes, we are required to comply with certain incurrence-based covenants customary for facilities of these types. The incurrence-based covenants in the revolving facility permit us to, among other things, (i) issue foreign subsidiary indebtedness, (ii) incur general secured indebtedness and (iii) incur additional unsecured debt so long as the pro forma minimum fixed charge coverage ratio is at least 1.0:1.0. We may also make dividend payments in respect of our common

stock as well as certain investments and acquisitions so long as there is (i) at least \$100 of pro forma excess borrowing availability or (ii) at least \$75 of pro forma excess borrowing availability and the pro forma minimum fixed charge coverage ratio is at least 1.0:1.0. The indentures governing our senior notes include similar incurrence-based covenants that may subject us to additional specified limitations.

Our Board of Directors approved an expansion of our existing common stock share repurchase program from \$1,400 to \$1,700 on January 11, 2016. During 2015, we paid \$311 to acquire 16,412,485 shares of common stock in the open market.

From time to time, depending upon market, pricing and other conditions, as well as our cash balances and liquidity, we may seek to acquire our senior notes or other indebtedness or our common stock through open market purchases, privately negotiated transactions, tender offers, exchange offers or otherwise, upon such terms and at such prices as we may determine (or as may be provided for in the indentures governing the notes), for cash, securities or other consideration. There can be no assurance that we will pursue any such transactions in the future, as the pursuit of any alternative will depend upon numerous factors such as market conditions, our financial performance and the limitations applicable to such transactions under our financing and governance documents.

## Cash Flow

	2015	2014	2013
Cash provided by (used for) changes in working capital	\$ (41)	\$ (39)	\$ 104
Other cash provided by operations	447	549	473
Net cash provided by operating activities	406	510	577
Net cash used in investing activities	(258)	(246)	(222)
Net cash used in financing activities	(403)	(254)	(150)
Net increase (decrease) in cash and cash equivalents	\$ (255)	\$ 10	\$ 205

The table above summarizes our consolidated statement of cash flows. During 2013, we received a \$61 payment on a payment-in-kind note receivable. The payment included \$33 of principal and \$28 of interest, \$26 of which related to prior years. In January 2014, we sold the payment-in-kind note receivable to a third party for \$75. The proceeds included \$35 of principal and \$40 of interest related to prior years. The principal portion of the payment has been classified as cash provided by investing activities and the interest portion has been classified as cash provided by operating activities.

*Operating activities* — Exclusive of working capital, other cash provided by operations was \$447 during 2015 compared to \$549 during 2014 and \$473 during 2013. The decrease during 2015 was primarily attributable to lower operating earnings and lower year-over-year cash received on our payment-in-kind note receivable attributable to interest of \$40, partially offset by lower year-over-year cash income taxes of \$26, cash paid for interest of \$26 and restructuring payments of \$10. The increase during 2014 was primarily attributable to lower year-over-year pension contributions of \$41 and higher year-over-year cash received on our payment-in-kind note receivable attributed to interest of \$14. Lower cash taxes and restructuring payments in 2014 contributed an additional \$20 and \$14 to improved operating cash flows.

Working capital used cash of \$41 and \$39 in 2015 and 2014. Cash of \$32 was used to finance increased receivables in 2014. Cash of \$28 and \$56 was used to fund higher inventory levels in 2015 and 2014. Decreases in accounts payable and other net liabilities used cash of \$13 in 2015 while increases in accounts payable and other net liabilities provided cash of \$49 in 2014.

Working capital used cash of \$39 in 2014 versus generating cash of \$104 in 2013. Cash of \$32 was used to finance increased receivables in 2014 versus cash of \$12 generated from declining receivables in 2013. Cash of \$56 was used to fund higher inventories in 2014 versus cash of \$50 generated from lower inventory levels. Increases in accounts payable and other net liabilities provided cash of \$49 and \$42 in 2014 and 2013. Increased working capital levels at the end of 2014 were due in part to December sales in 2014 being higher than in 2013. Additionally, supplier transitions in process at the end of 2014 in our Commercial Vehicle business contributed to increased inventory levels.

*Investing activities* — Expenditures for property plant and equipment were \$260, \$234 and \$209 in 2015, 2014 and 2013. During 2015, purchases of marketable securities were funded by proceeds from sales and maturities of marketable securities. As discussed above, we received proceeds in 2014 from the sale of a payment-in-kind note receivable which included \$35 of principal. During 2014, net purchases of marketable securities were primarily funded by cash receipts related to the sale of our payment-in-kind notes receivable. Also during 2014, we received \$9 that was released from escrow related to the 2010 sale of our former Structural Products business. During 2013, we paid \$8 related to our strategic alliance with Fallbrook. As discussed

above, we received a payment in 2013 on a payment-in-kind note receivable which included \$33 of principal. During 2013, net purchases of marketable securities were primarily funded by cash receipts related to our payment-in-kind notes receivable.

*Financing activities* — During 2015, we redeemed \$55 of our February 2019 Notes at a \$2 premium. During 2014, we completed the sale of \$425 in senior unsecured notes and paid financing costs of \$7 related to the notes. Also during 2014, we redeemed \$345 of our February 2019 Notes at a \$15 premium. During 2013, we completed the sale of \$750 in senior unsecured notes and paid financing costs of \$14 related to the notes and \$3 to amend our revolving facility. During 2013, we used cash of \$474 to redeem our Series A preferred stock and \$7 to purchase the noncontrolling interests in our United Kingdom subsidiaries. We used cash of \$311, \$260 and \$337 to repurchase common shares under our share repurchase program in 2015, 2014 and 2013. We used \$8 and \$28 for dividend payments to preferred stockholders in 2014 and 2013 and used \$37, \$32 and \$30 for dividend payments to common stockholders in 2015, 2014 and 2013. Distributions to noncontrolling interest totaled \$9, \$9 and \$11 in 2015, 2014 and 2013.

## Contractual Obligations

We are obligated to make future cash payments in fixed amounts under various agreements. The following table summarizes our significant contractual obligations as of December 31, 2015.

Contractual Cash Obligations	Total	Payments Due by Period			
		2016	2017 - 2018	2019 - 2020	After 2020
Long-term debt <sup>(1)</sup>	\$ 1,583	\$ 17	\$ 38	\$ 3	\$ 1,525
Interest payments <sup>(2)</sup>	633	91	180	178	184
Leases <sup>(3)</sup>	159	34	56	28	41
Unconditional purchase obligations <sup>(4)</sup>	93	90	1	1	1
Pension contribution <sup>(5)</sup>	14	14			
Retiree health care benefits <sup>(6)</sup>	86	4	9	10	63
Uncertain income tax positions <sup>(7)</sup>					
<b>Total contractual cash obligations</b>	<b>\$ 2,568</b>	<b>\$ 250</b>	<b>\$ 284</b>	<b>\$ 220</b>	<b>\$ 1,814</b>

Notes:  
(1) Principal payments on long-term debt and capital lease obligations in place at December 31, 2015.

(2) Interest payments are based on long-term debt and capital leases in place at December 31, 2015 and the interest rates applicable to such obligations.

(3) Operating leases related to real estate, vehicles and other assets.

(4) Unconditional purchase obligations are comprised principally of commitments for procurement of fixed assets and the purchase of raw materials.

(5) This amount represents estimated 2016 minimum required contributions to our global defined benefit pension plans. We have not estimated pension contributions beyond 2016 due to the significant impact that return on plan assets and changes in discount rates might have on such amounts.

(6) This amount represents estimated payments under our non-U.S. retiree health care programs. Obligations under the non-U.S. retiree health care programs are not fixed commitments and will vary depending on various factors, including the level of participant utilization and inflation. Our estimates of the payments to be made in the future consider recent payment trends and certain of our actuarial assumptions.

(7) We are not able to reasonably estimate the timing of payments related to uncertain tax positions because the timing of settlement is uncertain. The above table does not reflect unrecognized tax benefits at December 31, 2015 of \$87. See Note 16 to our consolidated financial statements in Item 8 for additional discussion.

At December 31, 2015, we maintained cash balances of \$8 on deposit with financial institutions primarily to support property insurance policy deductibles, certain employee retirement obligations and specific government approved environmental remediation efforts.

## Contingencies

For a summary of litigation and other contingencies, see Note 14 to our consolidated financial statements in Item 8. We believe that any liabilities beyond the amounts already accrued that may result from these contingencies will not have a material adverse effect on our liquidity, financial condition or results of operations.

## Critical Accounting Estimates

The preparation of our consolidated financial statements in accordance with GAAP requires us to use estimates and make judgments and assumptions about future events that affect the reported amounts of assets, liabilities, revenue, expenses and the related disclosures. Considerable judgment is often involved in making these determinations. Critical estimates are those that require the most difficult, subjective or complex judgments in the preparation of the financial statements and the accompanying notes. We evaluate these estimates and judgments on a regular basis. We believe our assumptions and estimates are reasonable and appropriate. However, the use of different assumptions could result in significantly different results and actual results could differ from those estimates. The following discussion of accounting estimates is intended to supplement the Summary of Significant Accounting Policies presented as Note 1 to our consolidated financial statements in Item 8.

*Income taxes* — Accounting for income taxes is complex, in part because we conduct business globally and therefore file income tax returns in numerous tax jurisdictions. Significant judgment is required in determining the income tax provision, uncertain tax positions, deferred tax assets and liabilities and the valuation allowances recorded against our net deferred tax assets. A valuation allowance is provided when, in our judgment based upon available information, it is more likely than not that a portion of such deferred tax assets will not be realized. To make this assessment, we consider the historical and projected future taxable income or loss in different tax jurisdictions and we review our tax planning strategies. We have recorded valuation allowances against deferred tax assets in the U.S. and other foreign jurisdictions where realization has been determined to be uncertain. Since future financial results may differ from previous estimates, periodic adjustments to our valuation allowances may be necessary.

At December 31, 2015, we continue to carry a valuation allowance against the deferred tax assets in the U.S. because, on a more likely than not basis, we have concluded that the U.S. deferred tax assets are not expected to be realized. When evaluating the continued need for this valuation allowance we consider all components of comprehensive income, and we weight the positive and negative evidence, putting greater reliance on objectively verifiable historical evidence than on projections of future profitability that are dependent on actions that have not taken place as of the assessment date. We also consider the changes to historical profitability of actions that have occurred through the year of assessment and objectively verifiable effects of material forecasted events that have a sustained effect on future profitability, as well as the effect on historical profits of nonrecurring events. These effects included items such as the lost future interest income resulting from the prepayment on and subsequent sale of the payment-in-kind callable note receivable and the additional interest expense resulting from the \$750 senior unsecured notes payable issued in July 2013. We also consider the changes to historical and prospective income from tax planning strategies expected to be implemented. A sustained period of profitability, after considering the effect of implemented actions, planned actions and nonrecurring events, along with positive expectations for future profitability are necessary for a determination that a valuation allowance should be released.

In 2015, we generated taxable income associated with a tax planning action originally contemplated in 2014. At that time, the gain and related income associated with these actions were estimated to generate tax of \$179. Upon completion of the tax planning action in 2015, it was determined that the final income generated by the transaction was higher than anticipated as a consequence of proposed Internal Revenue Service regulations issued during 2015 providing guidance on the tax treatment afforded a component of the tax planning action we undertook as well as revised income estimates, which resulted in an additional \$66 release of valuation allowance. In conjunction with the tax planning action, a prepaid tax asset of \$190 was recorded. The prepaid tax asset represents the usage of tax attributes recognized in 2014 and 2015 through the release of the valuation allowance on our deferred tax assets and will be amortized into tax expense over the life of the assets transferred in the transaction. During 2015, \$2 of the prepaid tax asset was recognized in tax expense as a result of this amortization. In addition, we recognized tax expense of \$23 related to the sale of the affiliate's stock. While our U.S. operations have experienced improved profitability in recent years, our analysis of the income of the U.S. operations, as adjusted for changes to historical income for developments through 2015, demonstrates historical losses as of December 31, 2015. Therefore, we have not achieved a level of sustained profitability that would, in our judgment, support a release of the valuation allowance at December 31, 2015. While there may be opportunity for our U.S. operations to generate profits in the future, our near-term level of profitability is uncertain. The potential long-term profitability cannot be given as much weight in our analysis given the objectively verifiable lack of sustained pro forma historical profitability and uncertainty associated with the future U.S. operations.

In the ordinary course of business, there are many transactions and calculations where the ultimate tax determination is less than certain. We are regularly under audit by the various applicable tax authorities. Although the outcome of tax audits is always uncertain, we believe that we have appropriate support for the positions taken on our tax returns and that our annual tax provisions include amounts sufficient to pay assessments, if any, which may be proposed by the taxing authorities. Nonetheless, the amounts

ultimately paid, if any, upon resolution of the issues raised by the taxing authorities may differ materially from the amounts accrued for each year. See additional discussion of our deferred tax assets and liabilities in Note 16 to our consolidated financial statements in Item 8.

*Retiree benefits* — Accounting for pensions and other postretirement benefits (OPEB) involves estimating the cost of benefits to be provided well into the future and attributing that cost to the time period each employee works. These plan expenses and obligations are dependent on assumptions developed by us in consultation with our outside advisers such as actuaries and other consultants and are generally calculated independently of funding requirements. The assumptions used, including inflation, discount rates, investment returns, life expectancies, turnover rates, retirement rates, future compensation levels and health care cost trend rates, have a significant impact on plan expenses and obligations. These assumptions are regularly reviewed and modified when appropriate based on historical experience, current trends and the future outlook. Changes in one or more of the underlying assumptions could result in a material impact to our consolidated financial statements in any given period. If actual experience differs from expectations, our financial position and results of operations in future periods could be affected.

Mortality rates are based in part on the company's plan experience and actuarial estimates. The inflation assumption is based on an evaluation of external market indicators, while retirement and turnover rates are based primarily on actual plan experience. Health care cost trend rates are developed based on our actual historical claims experience, the near-term outlook and an assessment of likely long-term trends. For our largest plans, discount rates are based upon the construction of a theoretical bond portfolio, adjusted according to the timing of expected cash flows for the future obligations. A yield curve is developed based on a subset of these high-quality fixed-income investments (those with yields between the 40th and 90th percentiles). The projected cash flows are matched to this yield curve and a present value developed which is then calibrated to develop a single equivalent discount rate. Pension benefits are funded through deposits with trustees that satisfy, at a minimum, the applicable funding regulations. For our largest defined benefit pension plans, expected investment rates of return are based on input from the plans' investment advisers and actuary regarding our expected investment portfolio mix, historical rates of return on those assets, projected future asset class returns, the impact of active management and long-term market conditions and inflation expectations. We believe that the long-term asset allocation on average will approximate the targeted allocation and we regularly review the actual asset allocation to periodically re-balance the investments to the targeted allocation when appropriate. OPEB benefits are funded as they become due.

Actuarial gains or losses may result from changes in assumptions or when actual experience is different from that which was expected. Under the applicable standards, those gains and losses are not required to be immediately recognized in our results of operations as income or expense, but instead may be deferred as part of accumulated other comprehensive income (AOCI) and amortized into our results of operations over future periods.

#### U.S. retirement plans

Our U.S. defined benefit pension plans comprise about 85% of our consolidated defined benefit pension obligations at December 31, 2015. These plans are frozen and no service-related costs are being incurred. Changes in our net obligations are principally attributable to changing discount rates and the performance of plan assets. Pension obligations are valued using discount rates established annually in consultation with our outside actuarial advisers using a theoretical bond portfolio, adjusted according to the timing of expected cash flows for our future obligations. Declining discount rates increase the present value of future pension obligations – a 25 basis point decrease in the discount rate would increase our U.S. pension liability by about \$43. As indicated above, when establishing the expected long-term rate of return on our U.S. pension plan assets, we consider historical performance and forward looking return estimates reflective of our portfolio mix and investment strategy. Based on the most recent analysis of projected portfolio returns, we concluded that the use of 6.5% as the expected return on our U.S. pension plan assets for 2016 is appropriate. See Note 10 to the consolidated financial statements in Item 8 for information about the investing and allocation objectives related to our U.S. pension plan assets.

During the fourth quarter of 2015, the Society of Actuaries (SOA) issued new mortality improvement scales (MP-2015). When it issued MP-2014 a year earlier, the SOA had projected improvement from the beginning of 2008 after analyzing historical data through 2007. In connection with selecting our assumptions in 2014, we had compared actual experience for years after 2007 to the improvement projected in MP-2014, along with other information, before concluding that a 0.75% long-term improvement rate (LTIR) for periods beginning with 2014 was appropriate and that the LTIR would be attained by 2020, sooner than the period assumed in MP-2014. The mortality improvement assumptions adopted in 2014 were not modified in 2015 as they are generally consistent with MP-2015.

Effective January 1, 2016, we changed the method used to estimate the service (where applicable) and interest components of the annual cost of our pension and other postretirement benefit plans. Prior to 2016, we estimated interest and service expense using the discount rate underlying the calculation of the related projected benefit obligation at the end of the preceding

year, which was a weighted-average rate derived from the corresponding yield curve. The new method, referred to as a full yield curve approach, estimates interest and service expense using the specific spot rates, from the yield curve, that relate to projected cash flows. This method, which we believe is more precise, will reduce interest expense for our pension plans in the U.S. by approximately \$14 in 2016. The determination of the projected benefit obligation at year end is unchanged, accordingly the actuarial gain or loss will be affected by the amount of the change in interest and service expense.

At December 31, 2015, we have \$513 of unrecognized losses relating to our U.S. pension plans. Actuarial gains and losses, which are primarily the result of changes in the discount rate and other assumptions and differences between actual and expected asset returns, are deferred in AOCI and amortized to expense following the corridor approach. We use the average remaining service period of active participants unless almost all of the plan's participants are inactive, in which case we use the average remaining life expectancy of inactive participants.

Actuarial gains and losses can also impact required cash contributions. Based on the current funded status of our U.S. plans, there are no minimum contribution requirements for 2016.

See Note 10 to our consolidated financial statements in Item 8 for additional discussion of our pension and OPEB obligations.

*Goodwill and other indefinite-lived intangible assets* — Our goodwill and other indefinite-lived intangible assets are tested for impairment as of October 31 of each year for all of our reporting units, and more frequently if events occur or circumstances change that would warrant such a review. We make significant assumptions and estimates about the extent and timing of future cash flows, growth rates and discount rates. The cash flows are estimated over a significant future period of time, which makes those estimates and assumptions subject to a high degree of uncertainty. We also utilize market valuation models which require us to make certain assumptions and estimates regarding the applicability of those models to our assets and businesses. We use our internal forecasts, which we update quarterly, to make our cash flow projections. These forecasts are based on our knowledge of our customers' production forecasts, our assessment of market growth rates, net new business, material and labor cost estimates, cost recovery agreements with customers and our estimate of savings expected from our restructuring activities.

The most likely factors that would significantly impact our forecasts are changes in customer production levels and loss of significant portions of our business. We believe that the assumptions and estimates used in the assessment of the goodwill in our Off-Highway reporting unit and our other indefinite-lived intangible assets as of October 31, 2015 were reasonable. There is a significant excess of fair value over the carrying value of these assets at December 31, 2015.

*Long-lived assets with definite lives* — We perform impairment assessments on our property, plant and equipment and our definite-lived intangible assets whenever events and circumstances indicate that the carrying amounts of the assets may not be recoverable. When indications are present, we compare the estimated future undiscounted net cash flows of the operations to which the assets relate to the carrying amounts of such assets. We utilize the cash flow projections discussed above for property, plant and equipment and amortizable intangibles. We group the assets and liabilities at the lowest level for which identifiable cash flows are largely independent of the cash flows of other assets and liabilities and evaluate the asset group against the undiscounted future cash flows using the life of the primary assets. If the carrying amounts of the long-lived assets are not recoverable from future cash flows and exceed their fair value, an impairment loss is recognized to reduce the carrying amounts of the long-lived assets to their fair value. Fair value is determined based on discounted cash flows, third party appraisals or other methods that provide appropriate estimates of value. Determining whether a triggering event has occurred, performing the impairment analysis and estimating the fair value of the assets require numerous assumptions and a considerable amount of management judgment. During 2015, we recorded a \$36 charge, fully impairing the long-lived assets related to a significant South American supplier to our Commercial Vehicle operating segment. See Note 2 to our consolidated financial statements in Item 8 for additional information.

*Investments in affiliates* — As of December 31, 2015 and 2014, we had aggregate investments in affiliates of \$153 and \$204. We monitor our investments in affiliates for indicators of other-than-temporary declines in value on an ongoing basis in accordance with GAAP. If we determine that an other-than temporary decline in value has occurred, we recognize an impairment loss, which is measured as the difference between the recorded carrying value and the fair value of the investment. Fair value is generally determined using the discounted cash flows (an income approach) or guideline public company (a market approach) methods. A deterioration in industry conditions and decline in the operating results of our non-consolidated affiliates could result in the impairment of our investments. During 2015, we recorded a \$39 impairment charge related to our investment in DDAC. See Note 19 to our consolidated financial statements in Item 8 for additional information.

*Warranty* — Costs related to product warranty obligations are estimated and accrued at the time of sale with a charge against cost of sales. Warranty accruals are evaluated and adjusted as appropriate based on occurrences giving rise to potential warranty

exposure and associated experience. Warranty accruals and adjustments require significant judgment, including a determination of our involvement in the matter giving rise to the potential warranty issue or claim, our contractual requirements, estimates of units requiring repair and estimates of repair costs. If actual experience differs from expectations, our financial position and results of operations in future periods could be affected.

*Contingency reserves* — We have numerous other loss exposures, such as asbestos claims and litigation. Establishing loss reserves for these matters requires the use of estimates and judgment in regards to risk exposure and ultimate liability. In the case of legal contingencies, estimates are made of the likely outcome of legal proceedings and potential exposure where reasonably determinable based on the information presently known to us. New information and developments in these matters could materially affect our recorded liabilities. Estimates of potential liability associated with asbestos claims are influenced by a number of factors, including legislative and legal developments to reduce submission of claims without merit, our success in litigating and resolving claims, developments with incidence of disease manifested as a consequence of asbestos, developments with and availability of bankruptcy trusts and other asbestos claim defendants, and the costs incurred by us to successfully defend and resolve asbestos claims. Additionally, we use a fifteen-year time horizon to estimate our probable asbestos liability.



## Item 7A. Quantitative and Qualitative Disclosures about Market Risk

We are exposed to fluctuations in foreign currency exchange rates, commodity prices for products we use in our manufacturing and interest rates. To reduce our exposure to these risks, we maintain risk management controls to monitor these risks and take appropriate actions to attempt to mitigate such forms of market risks.

*Foreign currency exchange rate risk* — The majority of our foreign currency exposures are associated with intercompany and third party sales and purchase transactions and with cross-currency intercompany loans. We use forward contracts to manage our foreign currency exchange rate risk associated with a portion of our forecasted foreign currency-denominated sales and purchase transactions and with certain foreign currency-denominated assets and liabilities. We also use currency swaps to manage foreign currency exchange rate risk associated with certain intercompany loans. Foreign currency exposures are reviewed quarterly, at a minimum, and natural offsets are considered prior to entering into derivative instruments.

Changes in the fair value of derivative instruments treated as cash flow hedges are reported in OCI. Deferred gains and losses are reclassified to earnings in the same period in which the underlying transactions affect earnings. Changes in the fair value of derivative instruments not treated as cash flow hedges are recognized in earnings in the period in which those changes occur. Changes in the fair value of derivative instruments associated with product-related transactions are recorded in cost of sales, while those associated with non-product transactions are recorded in other income, net. See Note 13 to our consolidated financial statements in Item 8.

The following table summarizes the sensitivity of the fair value of our derivative instruments, including forward contracts and currency swaps, at December 31, 2015 to a 10% change in foreign exchange rates (versus the currencies presented).

	10% Increase in Rates Gain (Loss)	10% Decrease in Rates Gain (Loss)
<i>Foreign currency rate sensitivity:</i>		
Forward contracts and currency swaps		
Long U.S. dollars	\$ (18)	\$ 18
Short U.S. dollars	\$ 10	\$ (10)
Long euros (short other than U.S. dollar)	\$ (5)	\$ 5
Short euros (long other than U.S. dollar)	\$ 9	\$ (9)
Other, net	\$ (1)	\$ 1

At December 31, 2015, approximately one-half of our foreign currency derivative instruments are associated with recorded intercompany loans while the other half is primarily associated with our forecasted foreign currency-denominated sales and purchase transactions. Except where not necessary due to the existence of natural hedges, our foreign currency-denominated loans are nearly fully hedged, eliminating virtually all currency exposure on those loans.

We are also subject to currency translation risk with respect to our net investments in foreign subsidiaries and, as deemed appropriate, we hedge such risk. As of December 31, 2015, no net investment hedge contracts remain outstanding.

*Commodity price risk* — We do not utilize derivative contracts to manage commodity price risk. Our overall strategy is to pass through commodity risk to our customers in our pricing agreements. A substantial portion of our customer agreements include contractual provisions for the pass-through of commodity price movements. In instances where the risk is not covered contractually, we have generally been able to adjust customer pricing to recover commodity cost increases.

*Interest rate risk* — Our long-term debt portfolio consists mostly of fixed-rate instruments. On occasion we enter into interest rate swaps to convert fixed-rate debt to floating-rate debt. As of December 31, 2015, we do not hold any derivative contracts that hedge our interest rate risk.

## Item 8. Financial Statements and Supplementary Data

### Report of Independent Registered Public Accounting Firm

To the Board of Directors and Stockholders of Dana Holding Corporation

In our opinion, the consolidated financial statements listed in the index appearing under Item 15(a)(1) present fairly, in all material respects, the financial position of Dana Holding Corporation and its subsidiaries at December 31, 2015 and 2014, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2015 in conformity with accounting principles generally accepted in the United States of America. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2015 based on criteria established in *Internal Control - Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). The Company's management is responsible for these financial statements, for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in Management's Report on Internal Control over Financial Reporting under Item 9A. Our responsibility is to express opinions on these financial statements and on the Company's internal control over financial reporting based on our integrated audits. We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement and whether effective internal control over financial reporting was maintained in all material respects. Our audits of the financial statements included examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ PricewaterhouseCoopers LLP

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Toledo, Ohio

February 18, 2016

**Dana Holding Corporation**  
**Consolidated Statement of Operations**  
(In millions except per share amounts)

	2015	2014	2013
<b>Net sales</b>	\$ 6,060	\$ 6,617	\$ 6,769
Costs and expenses			
Cost of sales	5,211	5,672	5,849
Selling, general and administrative expenses	391	411	410
Amortization of intangibles	14	42	74
Restructuring charges, net	15	21	24
Impairment of long-lived assets	(36)		
Loss on disposal group held for sale		(80)	
Pension settlement charges		(42)	
Loss on extinguishment of debt	(2)	(19)	
Other income, net	14	48	55
Income from continuing operations before interest expense and income taxes	405	378	467
Interest expense	113	118	99
Income from continuing operations before income taxes	292	260	368
Income tax expense (benefit)	82	(70)	119
Equity in earnings (losses) of affiliates	(34)	13	12
Income from continuing operations	176	343	261
Income (loss) from discontinued operations	4	(15)	(1)
<b>Net income</b>	180	328	260
Less: Noncontrolling interests net income	21	9	16
<b>Net income attributable to the parent company</b>	159	319	244
<b>Preferred stock dividend requirements</b>		7	25
<b>Preferred stock redemption premium</b>			232
<b>Net income (loss) available to common stockholders</b>	\$ 159	\$ 312	\$ (13)
<b>Net income (loss) per share available to parent company common stockholders:</b>			
Basic:			
Income (loss) from continuing operations	\$ 0.98	\$ 2.07	\$ (0.08)
Income (loss) from discontinued operations	\$ 0.02	\$ (0.10)	\$ (0.01)
Net income (loss)	\$ 1.00	\$ 1.97	\$ (0.09)
Diluted:			
Income (loss) from continuing operations	\$ 0.97	\$ 1.93	\$ (0.08)
Income (loss) from discontinued operations	\$ 0.02	\$ (0.09)	\$ (0.01)
Net income (loss)	\$ 0.99	\$ 1.84	\$ (0.09)
<b>Weighted-average common shares outstanding</b>			
Basic	159.0	158.0	146.4
Diluted	160.0	173.5	146.4
<b>Dividends declared per common share</b>	\$ 0.23	\$ 0.20	\$ 0.20

The accompanying notes are an integral part of the consolidated financial statements.

**Dana Holding Corporation**  
**Consolidated Statement of Comprehensive Income**  
(In millions)

	2015	2014	2013
<b>Net income</b>	\$ 180	\$ 328	\$ 260
Less: Noncontrolling interests net income	21	9	16
<b>Net income attributable to the parent company</b>	<u>159</u>	<u>319</u>	<u>244</u>
<b>Other comprehensive income (loss) attributable to the parent company, net of tax:</b>			
Currency translation adjustments	(181)	(185)	(40)
Hedging gains and losses	5	(9)	(4)
Investment and other gains and losses	(3)	2	(9)
Defined benefit plans	2	(78)	122
Other comprehensive income (loss) attributable to the parent company	<u>(177)</u>	<u>(270)</u>	<u>69</u>
<b>Other comprehensive income (loss) attributable to noncontrolling interests, net of tax:</b>			
Currency translation adjustments	(5)	(4)	(5)
Hedging gains and losses			1
Defined benefit plans	1		
Other comprehensive loss attributable to noncontrolling interests	<u>(4)</u>	<u>(4)</u>	<u>(4)</u>
<b>Total comprehensive income (loss) attributable to the parent company</b>	(18)	49	313
<b>Total comprehensive income attributable to noncontrolling interests</b>	<u>17</u>	<u>5</u>	<u>12</u>
<b>Total comprehensive income (loss)</b>	<u>\$ (1)</u>	<u>\$ 54</u>	<u>\$ 325</u>

The accompanying notes are an integral part of the consolidated financial statements.

**Dana Holding Corporation**  
**Consolidated Balance Sheet**  
(In millions except share and per share amounts)

	2015	2014
<b>Assets</b>		
Current assets		
Cash and cash equivalents	\$ 791	\$ 1,121
Marketable securities	162	169
Accounts receivable		
Trade, less allowance for doubtful accounts of \$5 in 2015 and \$6 in 2014	673	755
Other	115	117
Inventories	625	654
Other current assets	108	111
Current assets of disposal group held for sale		27
<b>Total current assets</b>	<b>2,474</b>	<b>2,954</b>
Goodwill	80	90
Intangibles	102	169
Other noncurrent assets	353	312
Investments in affiliates	150	204
Property, plant and equipment, net	1,167	1,176
<b>Total assets</b>	<b>\$ 4,326</b>	<b>\$ 4,905</b>
<b>Liabilities and equity</b>		
Current liabilities		
Notes payable, including current portion of long-term debt	\$ 22	\$ 65
Accounts payable	712	791
Accrued payroll and employee benefits	145	158
Taxes on income	19	32
Other accrued liabilities	193	194
Current liabilities of disposal group held for sale		21
<b>Total current liabilities</b>	<b>1,091</b>	<b>1,261</b>
Long-term debt, less debt issuance costs of \$21 in 2015 and \$25 in 2014	1,553	1,588
Pension and postretirement obligations	521	580
Other noncurrent liabilities	330	279
Noncurrent liabilities of disposal group held for sale		17
<b>Total liabilities</b>	<b>3,495</b>	<b>3,725</b>
Commitments and contingencies (Note 14)		
Parent company stockholders' equity		
Preferred stock, 50,000,000 shares authorized, \$0.01 par value, no shares outstanding	—	—
Common stock, 450,000,000 shares authorized, \$0.01 par value, 150,068,040 and 166,070,057 shares outstanding	2	2
Additional paid-in capital	2,311	2,640
Accumulated deficit	(410)	(532)
Treasury stock, at cost (23,963 and 1,588,990 shares)	(1)	(33)
Accumulated other comprehensive loss	(1,174)	(997)
<b>Total parent company stockholders' equity</b>	<b>728</b>	<b>1,080</b>
Noncontrolling equity	103	100
<b>Total equity</b>	<b>831</b>	<b>1,180</b>
<b>Total liabilities and equity</b>	<b>\$ 4,326</b>	<b>\$ 4,905</b>

The accompanying notes are an integral part of the consolidated financial statements.

**Dana Holding Corporation**  
**Consolidated Statement of Cash Flows**  
(In millions)

	2015	2014	2013
<b>Operating activities</b>			
Net income	\$ 180	\$ 328	\$ 260
Depreciation	158	164	175
Amortization of intangibles	16	49	87
Amortization of deferred financing charges	5	5	5
Call premium on senior notes	2	15	
Write off of deferred financing costs	1	4	4
Earnings of affiliates, net of dividends received	12	4	(2)
Stock compensation expense	14	16	16
Deferred income taxes	(10)	(199)	(10)
Pension expense (contributions), net	(18)	30	(60)
Impairment of long-lived assets	36		
Impairment of equity affiliate	39		
Loss on disposal group held for sale		78	
Interest payment received on payment-in-kind note receivable		40	26
Change in working capital	(41)	(39)	104
Change in other noncurrent assets and liabilities	(7)	(16)	(3)
Other, net	19	31	(25)
<b>Net cash provided by operating activities</b>	<b>406</b>	<b>510</b>	<b>577</b>
<b>Investing activities</b>			
Purchases of property, plant and equipment	(260)	(234)	(209)
Principal payment received on payment-in-kind note receivable		35	33
Purchases of marketable securities	(43)	(84)	(84)
Proceeds from sales of marketable securities	17	7	28
Proceeds from maturities of marketable securities	30	21	8
Proceeds from sale of businesses		9	1
Other	(2)		1
<b>Net cash used in investing activities</b>	<b>(258)</b>	<b>(246)</b>	<b>(222)</b>
<b>Financing activities</b>			
Net change in short-term debt	(5)	(8)	(14)
Proceeds from letters of credit		12	
Repayment of letters of credit	(4)	(8)	
Proceeds from long-term debt	18	448	817
Repayment of long-term debt	(60)	(372)	(57)
Call premium on senior notes	(2)	(15)	
Deferred financing payments		(7)	(17)
Preferred stock redemption			(474)
Dividends paid to preferred stockholders		(8)	(28)
Dividends paid to common stockholders	(37)	(32)	(30)
Distributions to noncontrolling interests	(9)	(9)	(11)
Repurchases of common stock	(311)	(260)	(337)
Other	7	5	1
<b>Net cash used in financing activities</b>	<b>(403)</b>	<b>(254)</b>	<b>(150)</b>
<b>Net increase (decrease) in cash and cash equivalents</b>	<b>(255)</b>	<b>10</b>	<b>205</b>
Cash and cash equivalents - beginning of period	1,121	1,256	1,059
Effect of exchange rate changes on cash balances	(75)	(118)	(8)
Less: cash of disposal group held for sale		(27)	
<b>Cash and cash equivalents - end of period</b>	<b>\$ 791</b>	<b>\$ 1,121</b>	<b>\$ 1,256</b>

The accompanying notes are an integral part of the consolidated financial statements.

**Dana Holding Corporation**  
**Consolidated Statement of Stockholders' Equity**  
(In millions)

	Parent Company Stockholders'								
	Preferred Stock	Common Stock	Additional Paid-In Capital	Accumulated Deficit	Treasury Stock	Accumulated Other Comprehensive Loss	Parent Company Stockholders' Equity	Non-controlling Interests	Total Equity
<b>Balance, December 31, 2012</b>	\$ 753	\$ 2	\$ 2,668	\$ (769)	\$ (25)	\$ (793)	\$ 1,836	\$ 112	\$ 1,948
Net income				244			244	16	260
Other comprehensive income (loss)						69	69	(4)	65
Preferred stock dividends (\$4.00 per share)				(25)			(25)		(25)
Common stock dividends (\$0.20 per share)				(30)			(30)		(30)
Distributions to noncontrolling interests							—	(11)	(11)
Preferred stock redemption	(242)			(232)			(474)		(474)
Share conversion	(139)		140				1		1
Common stock share repurchases					(337)		(337)		(337)
Purchase of noncontrolling interests			6			(3)	3	(9)	(6)
Repurchase of equity awards			(2)				(2)		(2)
Stock compensation			28				28		28
Stock withheld for employees taxes					(4)		(4)		(4)
<b>Balance, December 31, 2013</b>	372	2	2,840	(812)	(366)	(727)	1,309	104	1,413
Net income				319			319	9	328
Other comprehensive loss						(270)	(270)	(4)	(274)
Preferred stock dividends (\$3.00 per share)				(7)			(7)		(7)
Common stock dividends (\$0.20 per share)				(32)			(32)		(32)
Distributions to noncontrolling interests							—	(9)	(9)
Share conversion	(372)		74		301		3		3
Common stock share repurchases					(260)		(260)		(260)
Retire treasury shares			(294)		294		—		—
Stock compensation			20				20		20
Stock withheld for employees taxes					(2)		(2)		(2)
<b>Balance, December 31, 2014</b>	—	2	2,640	(532)	(33)	(997)	1,080	100	1,180
Net income				159			159	21	180
Other comprehensive loss						(177)	(177)	(4)	(181)
Common stock dividends (\$0.23 per share)				(37)			(37)		(37)
Distributions to noncontrolling interests							—	(9)	(9)
Derecognition of noncontrolling interest							—	(5)	(5)
Common stock share repurchases					(311)		(311)		(311)
Retire treasury shares			(346)		346		—		—
Stock compensation			17				17		17
Stock withheld for employees taxes					(3)		(3)		(3)
<b>Balance, December 31, 2015</b>	\$ —	\$ 2	\$ 2,311	\$ (410)	\$ (1)	\$ (1,174)	\$ 728	\$ 103	\$ 831

The accompanying notes are an integral part of the consolidated financial statements.

**Dana Holding Corporation**  
**Index to Notes to the Consolidated**  
**Financial Statements**

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**Notes to Consolidated Financial Statements**  
**(In millions, except share and per share amounts)**

**Note 1. Organization and Summary of Significant Accounting Policies**

*General*

Dana Holding Corporation (Dana) is headquartered in Maumee, Ohio and was incorporated in Delaware in 2007. As a global provider of high technology driveline (axles, driveshafts and transmissions), sealing and thermal-management products our customer base includes virtually every major vehicle manufacturer in the global light vehicle, medium/heavy vehicle and off-highway markets.

The terms "Dana," "we," "our" and "us," when used in this report are references to Dana. These references include the subsidiaries of Dana unless otherwise indicated or the context requires otherwise.

*Summary of significant accounting policies*

*Basis of presentation* — Our consolidated financial statements include the accounts of all subsidiaries where we hold a controlling financial interest. The ownership interests in subsidiaries held by third parties are presented in the consolidated balance sheet within equity, but separate from the parent's equity, as noncontrolling interests. All significant intercompany balances and transactions have been eliminated in consolidation. Investments in 20 to 50%-owned affiliates, which are not required to be consolidated, are generally accounted for under the equity method. Equity in earnings of these investments is presented separately in the consolidated statement of operations, net of tax. Investments in less-than-20%-owned companies are generally included in the financial statements at the cost of our investment. Dividends, royalties and fees from these cost basis affiliates are recorded in income when received.

In the first quarter of 2015, we identified an error attributable to the calculation of noncontrolling interests net income of a subsidiary. The error resulted in an understatement of noncontrolling equity and noncontrolling interests net income and a corresponding overstatement of parent company stockholders' equity and net income attributable to the parent company in prior periods. Based on our assessments of qualitative and quantitative factors, the error and related impacts were not considered material to the financial statements of the prior periods to which they relate. The error was corrected in March 2015 by increasing noncontrolling interests net income by \$9. The correction was not considered material to our 2015 net income attributable to the parent company.

In the third quarter of 2014, we identified an error that had resulted in a \$10 overstatement of the values assigned to our defined benefit pension obligation and goodwill when we applied fresh start accounting in 2008. These overstatements affected pension expense, other comprehensive income and impairment of goodwill in subsequent periods. Based on our assessments of qualitative and quantitative factors, the error and the related impacts were not considered material to the financial statements for the quarter ended September 30, 2014 or the prior periods to which they relate. The error was corrected in September 2014 by decreasing pension and postretirement obligations by \$17, decreasing accumulated other comprehensive loss by \$3 to eliminate the related impacts on unrecognized pension expense and currency translation adjustments, decreasing goodwill by \$3, decreasing cost of sales by \$5 to reverse the cumulative impact on pension expense and crediting other income, net for \$6 to effectively reverse a portion of the goodwill impairment recognized in 2008.

*Held for sale* — We classify long-lived assets or disposal groups as held for sale in the period: management commits to a plan to sell; the long-lived asset or disposal group is available for immediate sale in its present condition subject only to terms that are usual and customary for sales of such long-lived assets or disposal groups; an active program to locate a buyer and other actions required to complete the plan to sell have been initiated; the sale is probable within one year; the asset or disposal group is being actively marketed for sale at a price that is reasonable in relation to its current fair value; and it is unlikely that significant changes to the plan will be made or that the plan will be withdrawn. Long-lived assets and disposal groups classified as held for sale are measured at the lower of their carrying amount or fair value less costs to sell. See Note 2 for additional information regarding the disposal group held for sale at the end of 2014 and divested in January 2015.

*Discontinued operations* — Prior to January 1, 2015, we would classify a business component that had been disposed of or classified as held for sale as discontinued operations if the cash flows of the component were eliminated from our ongoing operations and we no longer had any significant continuing involvement in or with the component. The results of operations of our discontinued operations, including any gains or losses on disposition, were aggregated and presented on one line in the income statement. See *Recently adopted accounting pronouncements* in this note for a description of the current practice and Note 2 for additional information regarding our discontinued operations.

*Estimates* — Our consolidated financial statements are prepared in accordance with accounting principles generally accepted in the United States (GAAP), which require the use of estimates, judgments and assumptions that affect the amounts reported in the consolidated financial statements and accompanying disclosures. We believe our assumptions and estimates are reasonable and appropriate. However, due to the inherent uncertainties in making estimates, actual results could differ from those estimates.

*Fair value measurements* — A three-tier fair value hierarchy is used to prioritize the inputs to valuation techniques used to measure fair value. The three levels of inputs are as follows: Level 1 inputs (highest priority) include unadjusted quoted prices in active markets for identical instruments. Level 2 inputs include quoted prices for similar instruments that are observable either directly or indirectly. Level 3 inputs (lowest priority) include unobservable inputs in which there is little or no market data, which require management to develop its own assumptions. Classification within the hierarchy is determined based on the lowest level input that is significant to the fair value measurement.

The inputs we use in our valuation techniques include market data or assumptions that we believe market participants would use in pricing an asset or liability, including assumptions about risk when appropriate. Our valuation techniques include a combination of observable and unobservable inputs. When available, we use quoted market prices to determine the fair value (market approach). In the absence of active markets for the identical assets or liabilities, such measurements involve developing assumptions based on market observable data and, in the absence of such data, we consider the amount and timing of estimated future cash flows and assumed discount rates reflecting varying degrees of credit risk that is consistent with what market participants would use in a hypothetical transaction that occurs at the measurement date (income approach). Fair values may not represent actual values of the financial instruments that could be realized as of the balance sheet date or that will be realized in the future.

*Cash and cash equivalents* — Cash and cash equivalents includes cash on hand, demand deposits and short-term cash investments that are highly liquid in nature and have maturities of three months or less when purchased.

*Marketable securities* — Our investments in marketable securities reported in the accompanying balance sheet are classified as available for sale and carried at fair value. Unrealized gains and losses are recorded in accumulated other comprehensive income (loss) (AOCI) until realized. Realized gains and losses are recorded using the specific identification method.

*Inventories* — Inventories are valued at the lower of cost or market. Cost is determined using the average or first-in, first-out (FIFO) cost method.

*Property, plant and equipment* — As a result of our adoption of fresh start accounting on February 1, 2008, property, plant and equipment was stated at fair value with useful lives ranging from two to thirty years. Useful lives of newly acquired assets are generally twenty to thirty years for buildings and building improvements, five to ten years for machinery and equipment, three to five years for tooling and office equipment and three to ten years for furniture and fixtures. Depreciation is recognized over the estimated useful lives using primarily the straight-line method for financial reporting purposes and accelerated depreciation methods for federal income tax purposes. If assets are impaired, their value is reduced via an increase in accumulated depreciation.

*Pre-production costs related to long-term supply arrangements* — The costs of tooling used to make products sold under long-term supply arrangements are capitalized as part of property, plant and equipment and amortized over their useful lives if we own the tooling or if we fund the purchase but our customer owns the tooling and grants us the irrevocable right to use the tooling over the contract period. If we have a contractual right to bill our customers, costs incurred in connection with the design and development of tooling are carried as a component of other accounts receivable until invoiced. Design and development costs related to customer products are deferred if we have an agreement to collect such costs from the customer; otherwise, they are expensed when incurred. At December 31, 2015, the machinery and equipment component of property, plant and equipment includes \$3 of our tooling related to long-term supply arrangements, while trade and other accounts receivable includes \$27 of costs related to tooling that we have a contractual right to collect from our customers.

*Goodwill* — We test goodwill for impairment annually as of October 31 and more frequently if events occur or circumstances change that would warrant an interim review. Goodwill impairment testing is performed at the reporting unit level, which is our operating segment. We estimate the fair value of the reporting unit in the first step using various valuation methodologies, including projected future cash flows and multiples of current earnings. If the estimated fair value of the reporting unit exceeds its carrying value, the goodwill is considered not impaired. If the carrying value of the reporting unit exceeds its estimated fair value, then the second step of the test would be required to determine the implied fair value of the goodwill and any resulting impairment. Our goodwill is assigned to our Off-Highway segment. The estimated fair value of our Off-Highway reporting unit

was significantly greater than its carrying value at October 31, 2015. No impairment of goodwill occurred during the three years ended December 31, 2015.

*Intangible assets* — Intangible assets include the value of core technology, trademarks and trade names, customer relationships and intangible assets used in research and development activities. Core technology and customer relationships have definite lives while intangible assets used in research and development activities and substantially all of our trademarks and trade names have indefinite lives. Definite-lived intangible assets are amortized over their useful life using the straight-line method of amortization and are periodically reviewed for impairment indicators. Amortization of core technology is charged to cost of sales. Amortization of trademarks and trade names and customer relationships is charged to amortization of intangibles. Intangible assets used in research and development activities have an indefinite life until completion of the associated research and development efforts. Upon completion of development, the assets are amortized over their useful life; if the project is abandoned, the assets are written off immediately. Indefinite-lived intangible assets are tested for impairment annually and more frequently if impairment indicators exist. See Notes 2 and 3 for more information about intangible assets.

*Investments in affiliates* — Investments in affiliates include investments accounted for under the equity and cost methods. We monitor our investments in affiliates for indicators of other-than-temporary declines in value on an ongoing basis in accordance with GAAP. Indicators include, but are not limited to, current economic and market conditions, operating performance of the affiliate, including current earnings trends and undiscounted cash flows, and other affiliate-specific information. If we determine that an other-than-temporary decline in value has occurred, we recognize an impairment loss, which is measured as the excess of the investment's recorded carrying value over its fair value. The fair value determination, particularly for investments in privately-held companies, requires significant judgment to determine appropriate estimates and assumptions. Changes in these estimates and assumptions could affect the calculation of the fair value of the investments and determination of whether any identified impairment is other than temporary. See Note 19 for further information about our investment in affiliates.

*Tangible asset impairments* — We review the carrying value of amortizable long-lived assets for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Recoverability of assets to be held and used is measured by a comparison of the carrying amount of the assets to the undiscounted future net cash flows expected to be generated by the assets. If such assets are considered to be impaired, the impairment to be recognized is measured by the amount by which the carrying amount of the assets exceeds their fair value. Assets to be disposed of are reported at the lower of their carrying amount or fair value less costs to sell and are no longer depreciated.

*Other long-lived assets and liabilities* — We discount our workers' compensation and asbestos liabilities and the related amounts recoverable from insurers by applying blended risk-free rates that are appropriate for the duration of the projected cash flows. The use of risk-free rates is considered appropriate given that other risks affecting the volume and timing of payments have been considered in developing the probability-weighted projected cash flows. The blended risk-free rates are revised annually to consider incremental cash flow projections.

*Financial instruments* — The carrying values of cash and cash equivalents, trade receivables and short-term borrowings approximate fair value. Notes receivable are carried at fair value, which considers the contractual call or selling price, if applicable. Borrowings under our credit facilities are carried at historical cost and adjusted for principal payments and foreign currency fluctuations.

*Derivatives* — Foreign currency forward contracts and currency swaps are carried at fair value. We enter into these contracts to manage our exposure to the impact of currency fluctuations on certain foreign currency-denominated assets and liabilities and on a portion of our forecasted purchase and sale transactions. On occasion, we also enter into net investment hedges to protect the translated U.S. dollar value of our investment in certain foreign subsidiaries.

Changes in the fair value of currency-related contracts treated as cash flow hedges are deferred and included as a component of other comprehensive income (loss) (OCI) to the extent the contracts remain effective and the associated forecasted transactions remain probable. Effectiveness is measured by using regression analysis to determine the degree of correlation between the change in the fair value of the derivative instrument and the change in the associated foreign currency exchange rates. Deferred gains and losses are reclassified to other income, net in the same periods in which the underlying transactions affect earnings.

Changes in the fair value of contracts not treated as cash flow hedges or as net investment hedges are recognized in other income, net in the period in which those changes occur. Changes in the fair value of contracts treated as net investment hedges are recorded in the cumulative translation adjustment (CTA) component of OCI. Amounts recorded in CTA are deferred until such time as the investment in the associated subsidiary is substantially liquidated.

We may also use interest rate swaps to manage exposure to fluctuations in interest rates and to adjust the mix of our fixed-rate and variable-rate debt. With our current portfolio of fixed-rate debt, we occasionally execute a fixed-to-floating interest rate swap which serves to convert our fixed-rate debt to variable-rate debt. As a fair value hedge of the underlying debt, changes in the fair values of the swap and the underlying debt are recorded in interest expense. We do not use derivatives for trading or speculative purposes and we do not hedge all of our exposures.

*Environmental compliance and remediation* — Environmental expenditures that relate to current operations are expensed or capitalized as appropriate. Expenditures that relate to existing conditions caused by past operations that do not contribute to our current or future revenue generation are expensed. Liabilities are recorded when environmental assessments and/or remedial efforts are probable and the costs can be reasonably estimated. We consider the most probable method of remediation, current laws and regulations and existing technology in determining our environmental liabilities.

*Pension and other postretirement defined benefits* — Net pension and postretirement benefits expenses and the related liabilities are determined on an actuarial basis. These plan expenses and obligations are dependent on management's assumptions developed in consultation with our actuaries. We review these actuarial assumptions at least annually and make modifications when appropriate. With the input of independent actuaries and other relevant sources, we believe that the assumptions used are reasonable; however, changes in these assumptions, or experience different from that assumed, could impact our financial position, results of operations or cash flows.

*Postemployment benefits* — Costs to provide postemployment benefits to employees are accounted for on an accrual basis. Obligations that do not accumulate or vest are recorded when payment is probable and the amount can be reasonably estimated. For those obligations that accumulate or vest and the amount can be reasonably estimated, expense and the related liability are recorded as service is rendered.

*Equity-based compensation* — We measure compensation cost arising from the grant of share-based awards to employees at fair value. We recognize such costs in income over the period during which the requisite service is provided, usually the vesting period. The grant date fair value is estimated using valuation techniques that require the input of management estimates and assumptions. We believe that the assumptions used are reasonable; however, due to inherent uncertainties in making estimates, if other assumptions had been used, it could have impacted our financial position and results of operations.

*Revenue recognition* — Sales are recognized when products are shipped and risk of loss has transferred to the customer. We accrue for warranty costs, sales returns and other allowances based on experience and other relevant factors when sales are recognized. Adjustments are made as new information becomes available. Shipping and handling fees billed to customers are included in sales, while costs of shipping and handling are included in cost of sales. Taxes collected from customers are excluded from revenues and credited directly to obligations to the appropriate governmental agencies.

*Foreign currency translation* — The financial statements of subsidiaries and equity affiliates outside the U.S. located in non-highly inflationary economies are measured using the currency of the primary economic environment in which they operate as the functional currency, which typically is the local currency. Transaction gains and losses resulting from translating assets and liabilities of these entities into the functional currency are included in other income, net or in equity in earnings of affiliates. When translating into U.S. dollars, income and expense items are translated at average monthly rates of exchange, while assets and liabilities are translated at the rates of exchange at the balance sheet date. Translation adjustments resulting from translating the functional currency into U.S. dollars are deferred and included as a component of AOCI in stockholders' equity. For operations whose functional currency is the U.S. dollar, nonmonetary assets are translated into U.S. dollars at historical exchange rates and monetary assets are translated at current exchange rates.

Because the economy in Venezuela was considered highly inflationary under GAAP, we remeasured the financial statements of our subsidiaries in Venezuela through the January 2015 date of divestiture as if their functional currency was the U.S. dollar.

Prior to 2014, the Venezuelan government through its Commission for the Administration of Foreign Exchange (CADIVI) maintained a fixed official exchange rate. In March 2013, the Venezuelan government announced the creation of the Complementary System of Foreign Currency Administration (SICAD), a supplementary currency auction system regulated by the Central Bank of Venezuela for purchases of U.S. dollars by certain eligible importers. During 2013, our subsidiaries in Venezuela were not eligible to utilize SICAD and therefore we continued to use the official exchange rate to remeasure the financial statements of our subsidiaries in Venezuela.

In the first quarter of 2014, the Venezuelan government transferred the administration of the official exchange rate to the National Center of Foreign Commerce (CENCOEX) and indicated that the official exchange rate would be increasingly reserved only for the settlement of U.S. dollar-denominated obligations related to purchases of “essential goods and services.” In addition, the Venezuelan government expanded the entities and transactions that would be eligible to use SICAD. Transactions eligible for SICAD included foreign investments and payments of royalties. Also during the first quarter of 2014, the Venezuelan government announced the creation of SICAD 2, a market-based exchange mechanism regulated by the Central Bank of Venezuela. SICAD 2 could be used by all companies incorporated or domiciled in Venezuela who want to obtain U.S. dollars for any purpose.

With the expansion of SICAD and the formation of SICAD 2 there was uncertainty surrounding transactions that CENCOEX would allow to be transacted at the official exchange rate. In consultation with legal counsel we determined that the SICAD rate, which we believed would apply to dividend remittances, was the appropriate rate to remeasure the bolivar- denominated net monetary assets of our subsidiaries in Venezuela. Effective March 31, 2014, we ceased using the official exchange rate and began using the SICAD rate to remeasure the financial statements of our subsidiaries in Venezuela. See Note 17 for additional information. In January 2015, we completed the divestiture of our operations in Venezuela. See Note 2 for additional information.

*Income taxes* — In the ordinary course of business there is inherent uncertainty in quantifying our income tax positions. We assess our income tax positions and record tax assets or liabilities for all years subject to examination based upon management’s evaluation of the facts and circumstances and information available at the reporting dates. For those tax positions where it is more likely than not that a tax benefit will be sustained, we have recorded the largest amount of tax benefit with a greater than 50% likelihood of being realized upon ultimate settlement with a taxing authority that has full knowledge of all relevant information. For those income tax positions where it is not more likely than not that a tax benefit will be sustained, no tax benefit has been recognized in the financial statements. Where applicable, the related interest cost has also been recognized as a component of the income tax provision.

*Research and development* — Research and development costs include expenditures for research activities relating to product development and improvement. Salaries, fringes and occupancy costs, including building, utility and overhead costs, comprise the vast majority of these expenses and are expensed as incurred. Research and development expenses were \$75, \$72 and \$64 in 2015, 2014 and 2013.

#### *Recently adopted accounting pronouncements*

In August 2015, the Financial Accounting Standards Board (FASB) issued guidance that resolves the issue of whether the scope exception in existing derivatives and hedging guidance is applicable to certain electricity contracts, permitting application of the exception. The guidance confirmed that a forward contract to purchase or sell electricity that is transmitted through a grid operated by an independent system operator will meet the physical delivery criterion under the normal purchases and normal sales scope exception. This guidance is effective immediately, permitting entities to designate prospective qualifying contracts as normal purchases or normal sales. Adoption of the guidance did not impact our consolidated financial statements.

In April 2015, the FASB issued guidance which changes the presentation of debt issuance costs. Debt issuance costs related to term debt will be presented on the balance sheet as a direct deduction from the related debt liability rather than recorded as a separate asset. The amendment does not affect the recognition and measurement of debt issuance costs. There is no effect on the statement of operations as debt issuance costs will continue to be amortized to interest expense. Subsequently, the SEC staff announced that it will not object when debt issuance costs related to a revolving debt arrangement are presented as an asset regardless of whether or not there is an outstanding balance on the revolving debt arrangement. The guidance becomes effective January 1, 2016 and requires retrospective application to all prior periods presented. We adopted the guidance effective December 31, 2015. We have presented \$21 and \$25 of debt issuance costs as a direct deduction from long-term debt as of December 31, 2015 and 2014. We continue to present debt issuance costs associated with revolving debt arrangements in other noncurrent assets.

In April 2014, the FASB issued guidance that revises the definition of a discontinued operation. The revised definition limits discontinued operations reporting to disposals of components of an entity that represent strategic shifts that have (or will have) a major effect on operations and financial results. The guidance also requires new disclosures of both discontinued operations and certain other disposals that do not meet the definition of a discontinued operation. The guidance applies to covered transactions that occur after December 31, 2014. The significance of this guidance for us is dependent on any qualifying future dispositions or disposals.

## *Recently issued accounting pronouncements*

In November 2015, the FASB issued guidance that simplifies the balance sheet classification of deferred taxes. Current GAAP requires an entity to separate deferred income tax liabilities and assets into current and noncurrent amounts in a classified statement of financial position. This amendment simplifies the presentation to require that all deferred tax liabilities and assets be classified as noncurrent on the balance sheet. The guidance does not change the existing requirement that only permits offsetting within a jurisdiction. The change to noncurrent classification will have an impact on working capital. This guidance becomes effective January 1, 2017 and allows for prospective or retrospective application, with appropriate disclosures. Early adoption is permitted. We are currently evaluating the impact this guidance will have on our consolidated financial statements.

In September 2015, the FASB issued an amendment that eliminates the requirement to restate prior period financial statements for measurement period adjustments in accounting for business combinations. Entities should recognize adjustments to provisional amounts that are identified during the measurement period in the reporting period in which the adjustment amounts are determined. This guidance becomes effective January 1, 2016 and requires prospective application. The guidance will apply to any qualifying future business combinations.

In July 2015, the FASB issued an amendment that changes the measurement principle for inventory from the lower of cost or market to lower of cost and net realizable value. This amendment only addresses the measurement of inventory if its value declines or is impaired. The guidance on determining the cost of inventory is not being amended. This guidance becomes effective January 1, 2017 and requires prospective application. Early adoption is permitted. Adoption of this guidance will have no impact on our consolidated financial statements.

In May 2015, the FASB issued guidance that modifies disclosures related to investments for which fair value is measured using the net asset value (or its equivalent) per share practical expedient by eliminating the requirement to categorize such assets under the fair value hierarchy. The new guidance also eliminates the requirement to include in certain disclosures those investments that are merely eligible to be measured using the practical expedient, limiting the disclosures to those investments actually valued under that approach. This guidance becomes effective January 1, 2016 and requires retrospective application. The adoption of this guidance will have no impact on our consolidated financial statements but could impact pension asset disclosures.

In April 2015, the FASB issued an amendment to provide explicit guidance about a customer's accounting for fees paid in a cloud computing arrangement. If a cloud computing arrangement includes a software license, then the customer should account for the software license element of the arrangement consistent with the acquisition of other software licenses. If a cloud computing arrangement does not include a software license, then the customer should account for the arrangement as a service contract. The guidance is effective January 1, 2016 and can be adopted either prospectively to all arrangements entered into or materially modified after the effective date or retrospectively. We will be adopting the amendment prospectively and do not expect the guidance to have an impact on our consolidated financial statements.

In April 2015, the FASB issued guidance to provide for a practical expedient that permits an entity to measure defined benefit plan assets and obligations as of the month end that is closest to the entity's fiscal year end or the month end that is closest to the date of a significant event caused by the entity that occurred in an interim period. Significant events, such as a plan amendment, settlement or curtailment, call for a remeasurement in accordance with existing requirements. An entity is required to disclose the accounting policy election and the date used to measure defined benefit plan assets and obligations. The guidance is effective January 1, 2016. The guidance will not impact our consolidated financial statements.

In February 2015, the FASB released updated consolidation guidance that entities must use to evaluate specific ownership and contractual arrangements that lead to a consolidation conclusion. The updates could change consolidation outcomes affecting presentation and disclosures. This guidance, which is effective January 1, 2016, is not expected to impact our consolidated financial statements.

In June 2014, the FASB issued guidance to provide clarity on whether to treat a performance target that could be achieved after the requisite service period as a performance condition that affects vesting or as a nonvesting condition that affects the grant-date fair value of a share-based payment award. Generally, an award with a performance target also requires an employee to render service until the performance target is achieved. In some cases, however, the terms of an award may provide that the performance target could be achieved after an employee completes the requisite service period. The amendment requires that a performance target that affects vesting and extends beyond the end of the service period be treated as a performance condition and not as a factor in estimating the grant-date fair value of the award. Compensation cost should be recognized in the period in which it becomes probable that the performance target will be achieved and should represent the compensation cost attributable

to the period(s) for which the requisite service has already been rendered. The guidance, which is effective January 1, 2016, is not expected to impact our consolidated financial statements.

In May 2014, the FASB issued guidance that requires companies to recognize revenue in a manner that depicts the transfer of promised goods or services to customers in amounts that reflect the consideration a company expects to be entitled to in exchange for those goods or services. The new guidance will also require new disclosures about the nature, amount, timing and uncertainty of revenue and cash flows arising from contracts with customers. In July 2015, the FASB adopted a one-year deferral of this guidance. As a result, this guidance will be effective January 1, 2018 with the option to adopt the standard as of the original January 1, 2017 effective date. The guidance allows for either a full retrospective or a modified retrospective transition method. We are currently evaluating the impact this guidance will have on our consolidated financial statements including changes to internal processes and controls.

**Note 2. Divestitures, Discontinued Operations and Impairment of Long-Lived Assets**

*Divestiture of operations in Venezuela* — In December 2014, we entered into an agreement to divest our Light Vehicle operations in Venezuela (the disposal group) to an unaffiliated company for no consideration. Upon classification of the disposal group as held for sale in December 2014, we recognized an \$80 loss to adjust the carrying value of the net assets of our operations in Venezuela to fair value less cost to sell. The assets and liabilities of our operations in Venezuela were presented as held for sale on our balance sheet as of December 31, 2014. The carrying amounts of the major classes of assets and liabilities of our operations in Venezuela were as follows:

	December 31, 2014
Cash and cash equivalents	\$ 27
Current assets classified as held for sale	<u>\$ 27</u>
Accounts payable	\$ 16
Accrued payroll and employee benefits	4
Other accrued liabilities	1
Current liabilities classified as held for sale	<u>\$ 21</u>
Pension obligations	\$ 11
Other noncurrent liabilities	6
Noncurrent liabilities classified as held for sale	<u>\$ 17</u>
Accumulated other comprehensive loss classified as held for sale	<u>\$ (11)</u>

Upon completion of the divestiture of the disposal group in January 2015, we recognized a gain of \$5 on the derecognition of the noncontrolling interest in a former Venezuelan subsidiary in other income, net. We also credited other comprehensive loss attributable to the parent for \$10 and other comprehensive loss attributable to noncontrolling interests for \$1 to eliminate the unrecognized pension expense recorded in accumulated other comprehensive loss.

*Discontinued operations of Structural Products business* — The sale of substantially all of the assets of our Structural Products business to Metalsa S.A. de C.V. (Metalsa) in 2010 excluded the facility in Longview, Texas and its employees and manufacturing assets related to a significant customer contract. The customer contract was satisfied and operations concluded in August 2012. As a result of the cessation of all operations, activities related to the former Structural Products business have been presented as discontinued operations in the accompanying financial statements.

The Longview facility was sold in March 2013 and a previously closed plant in Canada was sold in January 2014. The proceeds from both transactions approximated the carrying values of the facilities. We reached a final agreement on the remaining issues with the buyer in May 2014, resulting in the receipt of \$9 from the escrow agent and a charge of \$1 to other income (expense) within discontinued operations in 2014.

The results of the discontinued operations were as follows:

	2015	2014	2013
Sales	\$ —	\$ —	\$ —
Restructuring charges, net			1
Other income (expense)	5	(19)	
Pre-tax income (loss)	5	(19)	(1)
Income tax expense (benefit)	1	(4)	
Income (loss) from discontinued operations	\$ 4	\$ (15)	\$ (1)

In 2012, Ford Motor Company (Ford) filed a complaint alleging quality issues relating to products supplied by the former Structural Products business at Dana Canada Corporation. The Dana Canada facility was closed in 2008. In December 2014, while admitting no liability related to the complaint, we reached a settlement agreement with Ford. The cost of the settlement with Ford and the associated legal fees incurred in connection with this matter were charged to other income (expense) within discontinued operations in the fourth quarter of 2014. The loss reported for 2014 also includes the charge that resulted from the final settlement of the claims presented by Metalsa along with the related legal fees. The income reported for 2015 includes insurance recoveries related to previously outstanding claims.

*Impairment of long-lived assets* — On February 1, 2011, we entered into an agreement with SIFCO S.A. (SIFCO), a leading producer of steer axles and forged components in South America. In return for payment of \$150 to SIFCO, we acquired the distribution rights to SIFCO's commercial vehicle steer axle systems as well as an exclusive long-term supply agreement for key driveline components. During 2014, our Commercial Vehicle operating segment had \$225 of sales attributable to SIFCO supplied axles and parts.

This agreement was accounted for as a business combination for financial reporting purposes. The aggregate fair value of the net assets acquired was allocated primarily to the exclusivity provisions of the supply agreement as a contract-based intangible asset and recorded within our Commercial Vehicle operating segment. Fair value was also allocated to fixed assets and an embedded lease obligation. The intangible asset was being amortized and the fixed assets were being depreciated on a straight-line basis over ten years. The embedded lease obligations were being amortized using the effective interest method over the ten-year useful lives of the related fixed assets.

On April 22, 2014, SIFCO and affiliated companies filed for judicial reorganization before Bankruptcy Court in São Paulo, Brazil and an ancillary Chapter 15 proceeding before the Bankruptcy Court of the Southern District of New York. The Brazilian bankruptcy case has subsequently been moved to the 5th Lower Civil Court in the Judicial District of Jundiai, the location of SIFCO's principal operations. Until the third quarter of 2015, SIFCO complied with the terms of the supply agreement. In August 2015, SIFCO discontinued production of our orders and failed to comply with provisions of the supply agreement. We obtained a judicial injunction requiring that SIFCO release any finished product in their possession that was produced pursuant to the supply agreement, resume production and parts supply pursuant to the terms of the supply agreement and cease communications with our customers regarding direct sale of parts. SIFCO contested the injunction we obtained, without success, and refused to comply with the injunction. Through a judicial seizure order we were successful in obtaining the release of the finished product.

Based on SIFCO's refusal to comply with the terms of the supply agreement and the court injunctions as noted above, we believed that the carrying amount of the contract-based intangible asset was not recoverable and therefore tested the associated asset group for impairment as of September 30, 2015 under ASC 360-10. Based upon management's conclusion that there were no future economic benefits and related cash flows associated with the long-lived assets of this asset group, which is comprised predominantly of the intangible asset, management concluded that the fair value of the asset group was de minimis and accordingly recorded a full impairment charge of \$36 in the third quarter of 2015.

On October 27, 2015, we entered into an interim agreement with SIFCO under which they have continued to supply us product while pursuing various mutually satisfactory longer-term alternatives. During 2015, in addition to the above mentioned impairment charge, we incurred approximately \$8 of increased costs in connection with maintaining product supply from SIFCO. While agreeing on suitable short-term arrangements with SIFCO, we have preserved the ability to pursue the legal rights and remedies available to us to enforce compliance with the original supply agreement. Our ability to maintain continued



uninterrupted product supply to satisfy our customer commitments is uncertain, dependent on continued mutually satisfactory interim arrangements with SIFCO and the outcome of their reorganization proceedings.

### Note 3. Goodwill and Other Intangible Assets

*Goodwill* — Our goodwill is assigned to our Off-Highway segment. Based on our October 31, 2015 impairment assessment, the fair value of this segment is significantly higher than its carrying value, including goodwill. We do not believe that our goodwill is at risk of being impaired. The change in the carrying amount of goodwill in 2015 is due to currency fluctuations.

*Non-amortizable intangible assets* — Our non-amortizable intangible assets include trademarks, trade names and intangible assets used in research and development activities. Trademarks and trade names consist of the Dana® and Spicer® trademarks and trade names utilized in our Commercial Vehicle and Off-Highway segments. We value trademarks and trade names using a relief from royalty method which is based on revenue streams. No impairment was recorded during the three years ended December 31, 2015 in connection with the required annual assessment. Intangible assets used in research and development activities relate to our strategic alliance formed with Fallbrook Technologies Inc. in September 2012. We use the multi-period excess earnings method, an income approach, to value the intangible assets used in research and development activities. No impairment has been recorded during the three years ended in December 31, 2015 in connection with the required annual assessment.

*Amortizable intangible assets* — Our amortizable intangible assets include core technology, customer relationships and a portion of our trademarks and trade names. Core technology includes the proprietary know-how and expertise that is inherent in our products and manufacturing processes. Customer relationships include the established relationships with our customers and the related ability of these customers to continue to generate future recurring revenue and income.

These assets are tested for impairment whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. We group the assets and liabilities at the lowest level for which identifiable cash flows are largely independent of the cash flows of other assets and liabilities and evaluate the asset group against the undiscounted future cash flows. We use our internal forecasts, which we update quarterly, to develop our cash flow projections. These forecasts are based on our knowledge of our customers' production forecasts, our assessment of market growth rates, net new business, material and labor cost estimates, cost recovery agreements with customers and our estimate of savings expected from our restructuring activities. The most likely factors that would significantly impact our forecasts are changes in customer production levels and loss of significant portions of our business. Our valuation is applied over the life of the primary assets within the asset groups. If the undiscounted cash flows do not indicate that the carrying amount of the asset group is recoverable, an impairment charge is recorded if the carrying amount of the asset group exceeds its fair value based on discounted cash flow analyses or appraisals.

During the third quarter of 2015, we impaired the customer relationships intangible asset associated with our exclusive long-term supply agreement with SIFCO. See Note 2 for additional information.

*Components of other intangible assets* —

	Weighted Average Useful Life (years)	December 31, 2015			December 31, 2014		
		Gross Carrying Amount	Accumulated Impairment and Amortization	Net Carrying Amount	Gross Carrying Amount	Accumulated Impairment and Amortization	Net Carrying Amount
<b>Amortizable intangible assets</b>							
Core technology	7	\$ 86	\$ (83)	\$ 3	\$ 90	\$ (85)	\$ 5
Trademarks and trade names	16	3	(2)	1	3	(1)	2
Customer relationships	7	383	(370)	13	493	(416)	77
<b>Non-amortizable intangible assets</b>							
Trademarks and trade names		65		65	65		65
Used in research and development activities		20		20	20		20
		<u>\$ 557</u>	<u>\$ (455)</u>	<u>\$ 102</u>	<u>\$ 671</u>	<u>\$ (502)</u>	<u>\$ 169</u>

The net carrying amounts of intangible assets, other than goodwill, attributable to each of our operating segments at December 31, 2015 were as follows: Light Vehicle Driveline (Light Vehicle) – \$11, Commercial Vehicle – \$36, Off-Highway – \$48 and Power Technologies – \$7.

*Amortization expense related to amortizable intangible assets —*

	2015	2014	2013
Charged to cost of sales	\$ 2	\$ 7	\$ 13
Charged to amortization of intangibles	14	42	74
<b>Total amortization</b>	<b>\$ 16</b>	<b>\$ 49</b>	<b>\$ 87</b>

The following table provides the estimated aggregate pre-tax amortization expense related to intangible assets for each of the next five years based on December 31, 2015 exchange rates. Actual amounts may differ from these estimates due to such factors as currency translation, customer turnover, impairments, additional intangible asset acquisitions and other events.

	2016	2017	2018	2019	2020
Amortization expense	\$ 8	\$ 5	\$ 2	\$ 1	\$ 1

#### **Note 4. Restructuring of Operations**

Our restructuring activities have historically included rationalizing our operating footprint by consolidating facilities, positioning operations in lower cost locations and reducing overhead costs. In recent years, however, in response to lower demand and other market conditions in certain businesses, our focus has primarily been headcount reduction initiatives to reduce operating costs. Restructuring expense includes costs associated with current and previously announced actions and is comprised of contractual and noncontractual separation costs and exit costs, including costs associated with lease continuation obligations and certain operating costs of facilities that we are in the process of closing.

During 2015, we implemented certain headcount reduction programs, primarily in our Commercial Vehicle business in Brazil in response to lower demand in that region. Including costs associated with these actions and with other previously announced initiatives, total restructuring expense in 2015 was \$15 and included \$12 of severance and related benefits costs and \$3 of exit costs.

During 2014, we implemented various cost reduction programs, including the closure of our Commercial Vehicle foundry in Argentina and other headcount reduction programs in our Light Vehicle and Commercial Vehicle businesses in South America and Europe. Total restructuring expense in 2014 associated with these actions and with other previously announced initiatives was \$21 and included \$15 of severance and related benefits costs and \$6 of exit costs.

During 2013, we implemented certain headcount reduction programs, primarily in our Light Vehicle and Commercial Vehicle businesses in Argentina and Australia and in our Off-Highway business in Europe. New customer programs and other developments in our North American Light Vehicle business and a decision by our European Off-Highway business to in-source the manufacturing of certain parts resulted in the reversal of previously accrued severance obligations. Excluding \$1 of exit costs associated with discontinued operations, restructuring expense in 2013 was \$24, net of the aforementioned reversals, and was attributable to the cost of newly implemented and previously announced initiatives. Restructuring expense included \$14 of severance and related benefits costs and \$10 of exit costs.

Accrued restructuring costs and activity, including noncurrent portion —

	Employee Termination Benefits	Exit Costs	Total
Balance at December 31, 2012	\$ 27	\$ 13	\$ 40
Charges to restructuring	23	11	34
Adjustments of accruals	(9)	(1)	(10)
Discontinued operations charges		1	1
Cash payments	(27)	(13)	(40)
Balance at December 31, 2013	14	11	25
Charges to restructuring	17	6	23
Adjustments of accruals	(2)		(2)
Cash payments	(18)	(8)	(26)
Currency impact	1		1
Balance at December 31, 2014	12	9	21
Charges to restructuring	12	3	15
Cash payments	(12)	(4)	(16)
Currency impact	(3)		(3)
Balance at December 31, 2015	\$ 9	\$ 8	\$ 17

At December 31, 2015, the accrued employee termination benefits relate to the reduction of approximately 100 employees to be completed over the next year. The exit costs relate primarily to lease continuation obligations.

*Cost to complete* — The following table provides project-to-date and estimated future expenses for completion of our pending restructuring initiatives for our business segments.

	Expense Recognized			Future Cost to Complete
	Prior to 2015	2015	Total to Date	
Light Vehicle	\$ 9	\$ 2	\$ 11	\$ 2
Commercial Vehicle	23	13	36	12
Total	\$ 32	\$ 15	\$ 47	\$ 14

The future cost to complete includes estimated separation costs, primarily those associated with one-time benefit programs, and exit costs, including lease continuation costs, equipment transfers and other costs which are required to be recognized as closures are finalized or as incurred during the closure.

**Note 5. Inventories**

*Inventory components at December 31 —*

	2015	2014
Raw materials	\$ 303	\$ 304
Work in process and finished goods	368	398
Inventory reserves	(46)	(48)
Total	\$ 625	\$ 654

## Note 6. Supplemental Balance Sheet and Cash Flow Information

Supplemental balance sheet information at December 31 —

	2015	2014
<b>Other current assets:</b>		
Deferred tax assets	\$ 43	\$ 50
Prepaid expenses	57	45
Other	8	16
<b>Total</b>	<b>\$ 108</b>	<b>\$ 111</b>
<b>Other noncurrent assets:</b>		
Deferred tax assets	\$ 78	\$ 217
Prepaid income taxes	178	
Amounts recoverable from insurers	44	44
Prepaid expenses	5	11
Deferred financing costs	4	5
Pension assets, net of related obligations	2	3
Other	42	32
<b>Total</b>	<b>\$ 353</b>	<b>\$ 312</b>
<b>Property, plant and equipment, net:</b>		
Land and improvements to land	\$ 185	\$ 207
Buildings and building fixtures	405	420
Machinery and equipment	1,760	1,700
<b>Total cost</b>	<b>2,350</b>	<b>2,327</b>
Less: accumulated depreciation	(1,183)	(1,151)
<b>Net</b>	<b>\$ 1,167</b>	<b>\$ 1,176</b>
<b>Other accrued liabilities (current):</b>		
Non-income taxes payable	\$ 30	\$ 30
Accrued interest	24	25
Warranty reserves	31	24
Asbestos claims obligations	12	13
Deferred income	8	9
Work place injury costs	5	8
Restructuring costs	10	9
Payable under forward contracts	15	20
Environmental	5	3
Other expense accruals	53	53
<b>Total</b>	<b>\$ 193</b>	<b>\$ 194</b>
<b>Other noncurrent liabilities:</b>		
Income tax liability	\$ 78	\$ 75
Asbestos claims obligations	66	68
Deferred income tax liability	83	33
Work place injury costs	30	31
Warranty reserves	25	23
Restructuring costs	7	12
Other noncurrent liabilities	41	37
<b>Total</b>	<b>\$ 330</b>	<b>\$ 279</b>

Supplemental cash flow information —

	2015	2014	2013
<b>Change in working capital:</b>			
Change in accounts receivable	\$ —	\$ (32)	\$ 12
Change in inventories	(28)	(56)	50
Change in accounts payable	(22)	66	60
Change in accrued payroll and employee benefits	3	13	7
Change in accrued income taxes	(1)	(2)	(11)
Change in other current assets and liabilities	7	(28)	(14)
Net	<u>\$ (41)</u>	<u>\$ (39)</u>	<u>\$ 104</u>
<b>Cash paid during the period for:</b>			
Interest	\$ 96	\$ 122	\$ 72
Income taxes	\$ 90	\$ 116	\$ 136
<b>Non-cash investing and financing activities:</b>			
Purchases of property, plant and equipment included in accounts payable	\$ 55	\$ 48	\$ 43
Stock compensation plans	\$ 15	\$ 13	\$ 13
Conversion of preferred stock into common stock	\$ —	\$ 372	\$ 139
Conversion of preferred dividends into common stock	\$ —	\$ 3	\$ 1
Dividends on preferred stock accrued not paid	\$ —	\$ —	\$ 4
Per share preferred dividends not paid	\$ —	\$ —	\$ 1.00

**Note 7. Stockholders' Equity**

*Preferred Stock*

We are authorized to issue 50,000,000 of Dana preferred stock, par value \$0.01 per share. There were no preferred shares outstanding at December 31, 2015 or 2014.

*Series A Preferred stock issuance and redemption* — We had issued 2.5 million shares of our 4.0% Series A Preferred on January 31, 2008 to Centerbridge Partners, L.P. and certain of its affiliates (Centerbridge). Dividends accrued daily until redemption. In August 2013, we paid \$474 to redeem our Series A preferred shares, including \$3 of redemption costs. The amount paid exceeded the \$242 carrying value of our Series A preferred stock. The \$232 redemption premium was charged directly to accumulated deficit on our balance sheet. The redemption premium is treated like a dividend on preferred stock and deducted from net income attributable to the parent company in arriving at net income (loss) available to common stockholders.

*Series B Preferred stock issuance and conversion* — We had issued 5.4 million shares of our 4.0% Series B Preferred on January 31, 2008 to certain investors. Dividends accrued daily until conversion into common stock. During 2014 and 2013, holders of 2,296,802 and 1,417,425 Series B preferred shares elected to convert those preferred shares into common stock and received 19,517,593 and 11,985,254 common shares. The common stock issued included shares to satisfy the accrued dividends owed to the converting Series B preferred stockholders. Based on the market price of Dana common stock on the date of conversion, the fair value of the conversions totaled \$409 and \$249. As of July 2, 2014, the per share closing price of our common stock exceeded \$22.24 for 20 consecutive trading days. As a result, we exercised our right to cause the conversion of all of the remaining outstanding Series B preferred shares at the conversion price of \$11.93 upon fulfillment of the required 90-day notice period ending September 30, 2014. We caused the conversion of 1,506,972 Series B shares with holders receiving 12,631,780 common shares valued at \$250 based on the market price of Dana common stock on the date of conversion.

*Common Stock*

We are authorized to issue 450,000,000 shares of Dana common stock, par value \$0.01 per share. At December 31, 2015, there were 150,092,003 shares of our common stock issued and 150,068,040 shares outstanding, net of 23,963 in treasury shares. Treasury shares include those shares withheld at cost to satisfy tax obligations from stock awards issued under our stock compensation plan in addition to share repurchases noted below.

Our Board of Directors declared a quarterly cash dividend of six cents per share of common stock in the second, third and fourth quarters of 2015 and five cents per share of common stock in first quarter of 2015. Aggregate 2015 declared and paid dividends total \$37. Dividends accrue on restricted stock units (RSUs) granted under our stock compensation program and will be paid in cash or additional units when the underlying units vest.

*Treasury stock* — During 2014 we reissued 14,879,935 shares of treasury stock in conjunction with the conversion of 1,772,693 Series B preferred shares into common stock. The reissuance of the treasury shares resulted in a \$127 charge to additional paid-in capital as the carrying value of the treasury shares reissued exceeded the carrying value of the Series B preferred shares converted. We use the weighted-average pool price of our treasury shares at the date of reissuance to determine the carrying value of treasury shares reissued. In December 2014, we retired 14,600,000 shares of treasury stock. The \$294 excess of the cost of the treasury stock over the common stock par value, based on the weighted-average pool price of our treasury shares at the date of retirement, was charged to additional paid-in capital. In December 2015, we retired 18,100,000 shares of treasury stock. The \$346 excess of the cost of the treasury stock over the common stock par value, based on the weighted-average pool price of our treasury shares at the date of retirement, was charged to additional paid-in capital.

*Share repurchase program* — Our Board of Directors approved a share repurchase program of \$1,400, expiring on December 31, 2015. Under the program, we spent \$311 to repurchase 16,412,485 shares of our common stock during 2015 through open market transactions.

Changes in each component of AOCI of the parent —

	Parent Company Stockholders				
	Foreign Currency Translation	Hedging	Investments	Defined Benefit Plans	Accumulated Other Comprehensive Income (Loss)
<b>Balance, December 31, 2012</b>	\$ (198)	\$ 3	\$ 12	\$ (610)	\$ (793)
Other comprehensive income (loss):					
Currency translation adjustments	(40)				(40)
Holding gains (losses)		4	(1)		3
Reclassification of amount to net income (a)		(8)	(8)		(16)
Venezuela bolivar devaluation				2	2
Net actuarial gains				101	101
Reclassification adjustment for net actuarial losses included in net periodic benefit cost (b)				24	24
Tax expense				(5)	(5)
Other comprehensive income (loss)	(40)	(4)	(9)	122	69
Adjustment for purchase of noncontrolling interests	(4)	1			(3)
<b>Balance, December 31, 2013</b>	(242)	—	3	(488)	(727)
Other comprehensive income (loss):					
Currency translation adjustments	(185)				(185)
Holding gains (losses)		(12)	3		(9)
Reclassification of amount to net income (a)		2	(1)		1
Venezuelan bolivar devaluation				4	4
Net actuarial losses				(156)	(156)
Reclassification adjustment for net actuarial losses included in net periodic benefit cost (b)				60	60
Other				3	3
Tax benefit		1		11	12
Other comprehensive income (loss)	(185)	(9)	2	(78)	(270)
<b>Balance, December 31, 2014</b>	(427)	(9)	5	(566)	(997)
Other comprehensive income (loss):					
Currency translation adjustments	(179)				(179)
Holding loss on net investment hedge	(2)				(2)
Holding gains (losses)		(14)	(3)		(17)
Reclassification of amount to net income (a)		20			20
Net actuarial losses				(28)	(28)
Reclassification adjustment for net actuarial losses included in net periodic benefit cost (b)				25	25
Elimination of net prior service cost and actuarial losses of disposal group				10	10
Tax expense		(1)		(5)	(6)
Other comprehensive income (loss)	(181)	5	(3)	2	(177)
<b>Balance, December 31, 2015</b>	\$ (608)	\$ (4)	\$ 2	\$ (564)	\$ (1,174)

Notes:

(a) Foreign currency contract and investment reclassifications are included in other income, net.

(b) See Note 10 for additional details.

During the first quarter of 2013, Dana purchased the noncontrolling interests in three of its subsidiaries for \$7. Dana maintained its controlling financial interest in each of the subsidiaries and accounted for the purchases as equity transactions. The difference between the fair value of the consideration paid and the carrying value of the noncontrolling interests was recognized as additional paid-in capital of the parent company. At the time of the purchases the subsidiaries had accumulated

other comprehensive income. Accumulated other comprehensive income of the parent company has been adjusted to reflect the ownership interest change with a corresponding offset to additional paid-in capital of the parent company.

## Note 8. Earnings per Share

Reconciliation of the numerators and denominators of the earnings per share calculations —

	2015	2014	2013
Income from continuing operations	\$ 176	\$ 343	\$ 261
Less: Noncontrolling interests	21	9	16
Less: Preferred stock dividend requirements		7	25
Less: Preferred stock redemption premium			232
Income (loss) from continuing operations available to common stockholders - Numerator basic	155	327	(12)
Preferred stock dividend requirements		7	
Numerator diluted	<u>\$ 155</u>	<u>\$ 334</u>	<u>\$ (12)</u>
Net income (loss) available to common stockholders - Numerator basic	\$ 159	\$ 312	\$ (13)
Preferred stock dividend requirements		7	
Numerator diluted	<u>\$ 159</u>	<u>\$ 319</u>	<u>\$ (13)</u>
Weighted-average number of shares outstanding - Denominator basic	159.0	158.0	146.4
Employee compensation-related shares, including stock options	1.0	1.2	
Conversion of preferred stock		14.3	
Denominator diluted	<u>160.0</u>	<u>173.5</u>	<u>146.4</u>

The share count for diluted earnings per share is computed on the basis of the weighted-average number of common shares outstanding plus the effects of dilutive common stock equivalents (CSEs) outstanding during the period. We excluded 0.4 million and 0.3 million CSEs from the calculations of diluted earnings per share for the years 2015 and 2013 as the effect of including them would have been anti-dilutive. In addition, we excluded CSEs that satisfied the definition of potentially dilutive shares of 1.5 million for 2013 since there was no net income available to common stockholders for this period.

We excluded 12.2 million shares related to the assumed conversion of our Series A preferred stock for 2013 and 39.9 million shares related to the assumed conversion of our Series B preferred stock for 2013, along with the adjustment for the related dividend requirements, as the conversions would have been anti-dilutive for the period.

## Note 9. Stock Compensation

### 2012 Omnibus Incentive Plan

Our 2012 Omnibus Incentive Plan (the Plan), as approved by our stockholders, authorizes the grant of stock options, stock appreciation rights (SARs), RSUs and performance share units (PSUs) through April 2022. Cash-settled awards do not count against the maximum aggregate number. At December 31, 2015, there were 4.0 million shares available for future grants. Shares of common stock to be issued under the Plan are made available from authorized and unissued Dana common stock.



Award activity — (shares in millions)

	Options		SARs		RSUs		PSUs	
	Shares	Weighted-Average Exercise Price	Shares	Weighted-Average Exercise Price	Shares	Weighted-Average Grant-Date Fair Value	Shares	Weighted-Average Grant-Date Fair Value
Outstanding at								
December 31, 2014	1.9	\$ 14.46	0.4	\$ 15.18	1.5	\$ 18.18	0.3	\$ 24.36
Granted					0.7	21.68	0.4	22.97
Exercised or vested	(0.1)	13.83	(0.1)	12.53	(0.7)	17.21	(0.1)	24.48
Forfeited or expired					(0.2)	20.46	(0.2)	24.57
December 31, 2015	1.8	14.50	0.3	15.46	1.3	20.09	0.4	22.92

	2015	2014	2013
Weighted-average grant-date fair value per share granted			
Stock options	N/A	N/A	\$ 7.46
SARs	N/A	N/A	7.45
Intrinsic value of awards exercised or vested			
Stock options / SARs	\$ 1	\$ 7	\$ 14
RSUs / PSUs	16	8	5

Compensation expense is generally measured based on the fair value at the date of grant and is recognized on a straight-line basis over the vesting period. For options and SARs, we use an option-pricing model to estimate fair value. For RSUs and PSUs, the fair value is based on the closing market price of our common stock at the date of grant. Awards that are settled in cash are subject to liability accounting. Accordingly, the fair value of such awards is remeasured at the end of each reporting period until settled or expired. We had accrued \$3 and \$6 for cash-settled awards at December 31, 2015 and 2014.

We recognized total stock compensation expense of \$14, \$16 and \$16 during 2015, 2014 and 2013. The total fair value of awards vested during 2015, 2014 and 2013 was \$21, \$13 and \$10. We received \$2, \$7 and \$15 of cash from the exercise of stock options and we paid \$2, \$2 and \$4 of cash to settle SARs, RSUs and PSUs during 2015, 2014 and 2013. We issued 0.4 million in RSUs in 2015 based on vesting. At December 31, 2015, the total unrecognized compensation cost related to the nonvested awards granted and expected to vest was \$19. This cost is expected to be recognized over a weighted-average period of 2.0 years.

*Stock options and stock appreciation rights* — The exercise price of each option or SAR equals the closing market price of our common stock on the date of grant. Options and SARs generally vest over three years and their maximum term is ten years. Shares issued upon the exercise of options are recorded as common stock and additional paid-in capital at the option price. SARs are settled in cash for the difference between the market price on the date of exercise and the exercise price.

We estimated fair values for options and SARs at the date of grant using the following key assumptions as part of the Black-Scholes option pricing model. The expected term was estimated using the simplified method because the limited period of time our common stock had been publicly traded provided insufficient historical exercise data. The risk-free rate was based on U.S. Treasury security yields at the time of grant. The dividend yield was calculated by dividing the expected annual dividend by the average stock price of our common stock over the prior year. The expected volatility was estimated using a combination of the historical volatility of similar entities and the implied volatility of our exchange-traded options.

	Options	SARs
	2013	2013
Expected term (in years)	6.0	6.0
Risk-free interest rate	1.07%	1.07%
Dividend yield	1.41%	1.41%
Expected volatility	55.8%	55.8%

*Restricted stock units and performance shares units* — Each RSU or PSU granted represents the right to receive one share of Dana common stock or, at the election of Dana (for units awarded to board members) or for employees located outside the U.S. (for employee awarded units), cash equal to the market value per share. All RSUs contain dividend equivalent rights. RSUs

granted to non-employee directors vest on the first anniversary date of the grant and those granted to employees generally cliff vest fully after three years. PSUs granted to employees vest if specified performance goals are achieved during the respective performance period, generally three years.

The number of PSUs that ultimately vest is contingent on achieving specified return on invested capital targets and specified total shareholder return targets relative to peer companies. For the portion of the PSU award based on the return on invested capital performance metric, we estimated the fair value at grant date based on the closing market price of our common stock at the date of grant adjusted for the value of assumed dividends over the period because the award is not dividend protected. The estimated grant date value is accrued over the performance period and adjusted as appropriate based on performance relative to the target. For the portion of the PSU award based on shareholder returns, we estimated the fair value at grant date using various assumptions as part of a Monte Carlo simulation. The expected term represents the period from the grant date to the end of the performance period. The risk-free interest rate was based on U.S. Treasury constant maturity rates at the grant date. The dividend yield was calculated by dividing the expected annual dividend by the average stock price over the prior year. The expected volatility was based on historical volatility using daily stock price observations.

	PSUs	
	2015	2014
Expected term (in years)	3.0	3.0
Risk-free interest rate	0.89%	0.64%
Dividend yield	0.98%	1.02%
Expected volatility	33.9%	43.6%

Outstanding awards expected to vest and exercisable or convertible at December 31, 2015 — (shares in millions)

	Equity Awards Outstanding Expected to Vest				Equity Awards Outstanding That are Exercisable or Convertible			
	Shares	Aggregate Intrinsic Value	Weighted-Average		Shares	Aggregate Intrinsic Value	Weighted-Average	
			Exercise Price	Remaining Contractual Life in Years			Exercise Price	Remaining Contractual Life in Years
Options / SARs	2.1	\$ 2	\$ 14.66	5.9	1.9	\$ 2	\$ 14.49	5.8
RSUs / PSUs	1.8	24	—	1.3	0.3	4	—	0.9

*Annual cash incentive awards* — Our 2012 Omnibus Incentive Plan provides for cash incentive awards. We make awards annually to certain eligible employees designated by Dana, including certain executive officers. Awards under the plan are based on achieving certain financial target performance goals. The performance goals of the plan are established annually by the Board of Directors.

Under the 2015, 2014 and 2013 programs, participants were eligible to receive annual cash awards based on achieving earnings and cash flow performance goals, with our 2013 program also including a component based on reduction of inventory days. Our long-term incentive programs include a performance-based cash award that consists of three individual annual awards with the related annual performance objectives established at the beginning of each year. Amounts earned under the three individual annual awards of the 2015, 2014 and 2013 long-term incentive programs cliff vest at the end of the respective three year periods covered by the long-term incentive programs. Our 2015, 2014 and 2013 long-term incentive programs included a cash-settled component which provided for payment if we achieved a certain return on invested capital. We accrued \$35, \$44 and \$47 of expense in 2015, 2014 and 2013 for the expected cash payments under these programs.

#### Note 10. Pension and Postretirement Benefit Plans

We sponsor various defined benefit, qualified and nonqualified, pension plans covering eligible employees. Other postretirement benefits (OPEB), including medical and life insurance, are provided for certain employees upon retirement.

We also sponsor various defined contribution plans that cover the majority of our employees. Under the terms of the qualified defined contribution retirement plans, employee and employer contributions may be directed into a number of diverse investments. None of these qualified defined contribution plans allow direct investment in our stock.

Components of net periodic benefit cost (credit) and other amounts recognized in OCI —

	Pension Benefits					
	2015		2014		2013	
	U.S.	Non-U.S.	U.S.	Non-U.S.	U.S.	Non-U.S.
Interest cost	\$ 66	\$ 8	\$ 80	\$ 11	\$ 74	\$ 11
Expected return on plan assets	(108)	(2)	(111)	(1)	(117)	(1)
Service cost		5		6		6
Amortization of net actuarial loss	18	7	16	3	20	4
Settlement loss			36	6		
Other			(5)	(1)		
Net periodic benefit cost (credit)	(24)	18	16	24	(23)	20
Recognized in OCI:						
Amount due to net actuarial (gains) losses	40	(6)	93	53	(88)	(1)
Reclassification adjustment for net actuarial losses in net periodic benefit cost	(18)	(7)	(52)	(9)	(20)	(4)
Venezuelan bolivar devaluation				(4)		(2)
Other		(11)	(2)	(1)		
Total recognized in OCI	22	(24)	39	39	(108)	(7)
Net recognized in benefit cost (credit) and OCI	\$ (2)	\$ (6)	\$ 55	\$ 63	\$ (131)	\$ 13

	OPEB - Non-U.S.		
	2015	2014	2013
Interest cost	\$ 3	\$ 5	\$ 5
Service cost	1	1	1
Amortization of net actuarial gain		(1)	
Net periodic benefit cost	\$ 4	\$ 5	\$ 6
Recognized in OCI:			
Amount due to net actuarial (gains) losses	(6)	10	(12)
Reclassification adjustment for net actuarial gain in net periodic benefit cost		1	
Total recognized in OCI	(6)	11	(12)
Net recognized in benefit cost and OCI	\$ (2)	\$ 16	\$ (6)

Our U.S. defined benefit pension plans are frozen and no additional service cost is being accrued. The estimated net actuarial loss for the defined benefit pension plans that will be amortized from AOCI into benefit cost in 2016 is \$21 for our U.S. plans and \$5 for our non-U.S. plans. We use the corridor approach for purposes of systematically amortizing deferred gains or losses as a component of net periodic benefit cost into the income statement in future reporting periods. The amortization period used is generally the average remaining service period of active participants in the plan unless almost all of the plan's participants are inactive, in which case we use the average remaining life expectancy of the inactive participants. No portion of the estimated net actuarial gain related to OPEB plans will be amortized from AOCI into benefit cost in 2016.

As discussed in Note 2, upon the divestiture of our operations in Venezuela, we eliminated unrecognized pension expense of \$11, of which \$1 was attributable to noncontrolling interests.

Funded status — The following tables provide reconciliations of the changes in benefit obligations, plan assets and funded status.

	Pension Benefits				OPEB - Non-U.S.	
	2015		2014		2015	2014
	U.S.	Non-U.S.	U.S.	Non-U.S.		
<b>Reconciliation of benefit obligation:</b>						
Obligation at beginning of period	\$ 1,823	\$ 325	\$ 1,805	\$ 313	\$ 110	\$ 112
Interest cost	66	8	80	11	3	5
Service cost		5		6	1	1
Actuarial (gain) loss	(70)	(5)	212	54	(6)	10
Benefit payments	(127)	(11)	(124)	(16)	(5)	(6)
New plans		4		16		
Settlements		(2)	(133)	(7)		
Other			(17)	(11)		
Translation adjustments		(36)		(41)	(17)	(12)
Obligation at end of period	<u>\$ 1,692</u>	<u>\$ 288</u>	<u>\$ 1,823</u>	<u>\$ 325</u>	<u>\$ 86</u>	<u>\$ 110</u>

The amounts included on the Other line of the preceding table represent the error correction discussed in Note 1 and the reclassification of the amount related to our operations in Venezuela to noncurrent liabilities of disposal group held for sale as discussed in Note 2.

	Pension Benefits				OPEB - Non-U.S.	
	2015		2014		2015	2014
	U.S.	Non-U.S.	U.S.	Non-U.S.		
<b>Reconciliation of fair value of plan assets:</b>						
Fair value at beginning of period	\$ 1,622	\$ 44	\$ 1,649	\$ 42	\$ —	\$ —
Actual return on plan assets	(2)	3	230	2		
Employer contributions		12		16	5	6
Benefit payments	(127)	(11)	(124)	(16)	(5)	(6)
Settlements		(2)	(133)	(7)		
New plans		3		18		
Asset reversion				(6)		
Translation adjustments		(9)		(5)		
Fair value at end of period	<u>\$ 1,493</u>	<u>\$ 40</u>	<u>\$ 1,622</u>	<u>\$ 44</u>	<u>\$ —</u>	<u>\$ —</u>
Funded status at end of period	<u>\$ (199)</u>	<u>\$ (248)</u>	<u>\$ (201)</u>	<u>\$ (281)</u>	<u>\$ (86)</u>	<u>\$ (110)</u>

Amounts recognized in the balance sheet —

	Pension Benefits				OPEB - Non-U.S.	
	2015		2014		2015	2014
	U.S.	Non-U.S.	U.S.	Non-U.S.		
<b>Amounts recognized in the consolidated balance sheet:</b>						
Noncurrent assets	\$ —	\$ 2	\$ —	\$ 3	\$ —	\$ —
Current liabilities		(10)		(10)	(4)	(5)
Noncurrent liabilities	(199)	(240)	(201)	(274)	(82)	(105)
Net amount recognized	<u>\$ (199)</u>	<u>\$ (248)</u>	<u>\$ (201)</u>	<u>\$ (281)</u>	<u>\$ (86)</u>	<u>\$ (110)</u>

Amounts recognized in AOCI —

	Pension Benefits				OPEB - Non-U.S.	
	2015		2014		2015	2014
	U.S.	Non-U.S.	U.S.	Non-U.S.		
<b>Amounts recognized in AOCI:</b>						
Net actuarial loss (gain)	\$ 513	\$ 83	\$ 491	\$ 103	\$ (15)	\$ (9)
Prior service cost				3		
AOCI before tax	513	83	491	106	(15)	(9)
Deferred taxes		(21)		(25)	4	3
Net	\$ 513	\$ 62	\$ 491	\$ 81	\$ (11)	\$ (6)

We initiated a program in September 2014 under which certain former U.S. employees with vested pension benefits were offered lump sum payments to settle their pension obligations. The same participants were also offered the option to begin receiving monthly benefits soon after the program ended – earlier than previously allowed under the related plans. This voluntary program ended in early November with 71% of the participants in the program accepting accelerated payments. The lump sum payments were made in December. Together with routine settlements occurring in the U.S. throughout 2014, these actions resulted in the distribution of plan assets of \$133 to effect settlement of the related obligations. We charged earnings for \$36 to write off a pro rata portion of the cumulative actuarial loss related to the settled obligations. Because of differences in valuation methods, the reduction in pension obligations exceeded the assets distributed by \$38, which was credited to other comprehensive income as a component of the actuarial loss for 2014.

During the fourth quarter of 2014, a defined benefit pension plan in Canada distributed the remainder of its assets in accordance with the related agreement. We incurred a charge of \$6 to write off the remaining unrecognized pension expense related to this plan.

The other elements of the 2014 actuarial loss resulted from changes in assumptions and investment returns. Reducing our discount rate at the end of 2014 caused an increase in the U.S. pension benefit obligation and an actuarial loss of \$165. During the fourth quarter of 2014, the Society of Actuaries (SOA) issued new mortality tables (RP-2014) and mortality improvement scales (MP-2014). After studying our recent experience and evaluating the new tables, we adopted the RP-2014 Blue Collar table for hourly participants and the No Collar table for salaried participants in our U.S. plans. With respect to the improvement scales, the SOA had projected improvement from the beginning of 2008 after analyzing historical data through 2007. We compared actual experience for years after 2007 to the improvement projected in MP-2014 and, in concert with our actuarial advisers, considered other relevant data before concluding that a 0.75% long-term improvement rate (LTIR) for periods beginning with 2014 was appropriate and that the LTIR would be attained by 2020, sooner than the period assumed in MP-2014. Adopting the new mortality assumptions in 2014 caused an increase in our pension obligations and an actuarial loss of \$83. The actual return on U.S. plan assets provided a partial offset to these losses as it exceeded the assumed return by \$119.

*Aggregate funding levels* — The following table presents information regarding the aggregate funding levels of our defined benefit pension plans at December 31:

	2015		2014	
	U.S.	Non-U.S.	U.S.	Non-U.S.
<b>Plans with fair value of plan assets in excess of obligations:</b>				
Accumulated benefit obligation	\$ —	\$ 10	\$ —	\$ 14
Projected benefit obligation		10		14
Fair value of plan assets		12		16
<b>Plans with obligations in excess of fair value of plan assets:</b>				
Accumulated benefit obligation	1,692	254	1,823	283
Projected benefit obligation	1,692	278	1,823	311
Fair value of plan assets	1,493	28	1,622	28

Fair value of pension plan assets —

Fair Value Measurements at December 31, 2015

Asset Category	Total	U.S.			Non-U.S.		
		Quoted Prices in Active Markets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Quoted Prices in Active Markets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
<b>Equity securities:</b>							
U.S. all cap (a)	\$ 64	\$ 64	\$ —	\$ —	\$ —	\$ —	\$ —
U.S. large cap	72	72					
U.S. small cap	20	20					
EAFE composite	132	132					
Emerging markets	60	59		1			
<b>Fixed income securities:</b>							
U.S. core bonds (b)	136		136				
Corporate bonds	471		471				
U.S. Treasury strips	264		264				
Non-U.S. government securities	21					21	
Emerging market debt	64		64				
<b>Alternative investments:</b>							
Hedge fund of funds (c)	75			75			
Insurance contracts (d)	12						12
Real estate	41			41			
Other (e)	16		11			5	
Cash and cash equivalents	85		84			1	
<b>Total</b>	<b>\$ 1,533</b>	<b>\$ 347</b>	<b>\$ 1,030</b>	<b>\$ 116</b>	<b>\$ 1</b>	<b>\$ 27</b>	<b>\$ 12</b>

Fair Value Measurements at December 31, 2014

<b>Equity securities:</b>							
U.S. all cap (a)	\$ 76	\$ 76	\$ —	\$ —	\$ —	\$ —	\$ —
U.S. large cap	76	76					
U.S. small cap	22	22					
EAFE composite	139	139					
Emerging markets	78	75		3			
<b>Fixed income securities:</b>							
U.S. core bonds (b)	132		132				
Corporate bonds	500		500				
U.S. Treasury strips	263		263				
Non-U.S. government securities	25					25	
Emerging market debt	69		69				
<b>Alternative investments:</b>							
Hedge fund of funds (c)	87			87			
Insurance contracts (d)	10						10
Real estate	50			50			
Other (e)	(3)		(3)				
Cash and cash equivalents	142		136			6	
<b>Total</b>	<b>\$ 1,666</b>	<b>\$ 388</b>	<b>\$ 1,097</b>	<b>\$ 137</b>	<b>\$ 3</b>	<b>\$ 31</b>	<b>\$ 10</b>

Notes:

(a) This category comprises a combination of small-, mid- and large-cap equity stocks that are allocated at the investment manager's discretion. Investments include common and preferred securities as well as equity funds that invest in these instruments.

- (b) This category represents a combination of investment grade corporate bonds, sovereign bonds, Yankee bonds, asset-backed securities and U.S. government bonds. Investments include fixed income funds that invest in these instruments.
- (c) This category includes fund managers that invest in a well-diversified group of hedge funds where strategies include, but are not limited to, event driven, relative value, long/short market neutral, multistrategy and global macro. Investments may be made directly or through pooled funds.
- (d) This category comprises contracts placed with insurance companies where the underlying assets are invested in fixed interest securities.
- (e) Other assets in the U.S. represent interest rate derivatives which had a market value of \$11 at December 31, 2015 and \$(3) at December 31, 2014.

	2015			2014		
	U.S.		Non-U.S.	U.S.		Non-U.S.
	Hedge Fund of Funds	Real Estate and Other	Insurance Contracts	Hedge Fund of Funds	Real Estate and Other	Insurance Contracts
Reconciliation of Level 3 Assets						
Fair value at beginning of period	\$ 87	\$ 50	\$ 10	\$ 83	\$ 48	\$ 11
Unrealized gains (losses) relating to:						
Assets sold during the period						
Assets still held at the reporting date	2	4		4	5	
Purchases, sales and settlements		2			(3)	(1)
Currency impact			(1)			
Transfers into (out of) Level 3	(14)	(15)	3			
Fair value at end of period	\$ 75	\$ 41	\$ 12	\$ 87	\$ 50	\$ 10

#### Valuation Methods

**Equity securities** — The fair value of equity securities is determined by either direct or indirect quoted market prices. When the value of assets held in separate accounts is not published, the value is based on the value of the underlying holdings, which are primarily direct quoted market prices on regulated financial exchanges.

**Fixed income securities** — The fair value of fixed income securities is determined by either direct or indirect quoted market prices. When the value of assets held in separate accounts is not published, the value is based on the value of the underlying holdings, which are primarily direct quoted market prices on regulated financial exchanges.

**Hedge funds** — The fair value of hedge funds is accounted for by a custodian. The custodian obtains valuations from underlying managers based on market quotes for the most liquid assets and alternative methods for assets that do not have sufficient trading activity to derive prices. We review with the custodian the methods used by the underlying managers to value the assets. We believe this is an appropriate methodology to obtain the fair value of these assets.

**Insurance contracts** — The fair value of insurance contracts is determined by reference to the contract provided by the insurance company. The fair values of the insurance contracts are based on the underlying investments included in the contract.

**Real estate** — The fair value of investments in real estate is provided by fund managers. The fund managers value the real estate investments via independent third party appraisals on a periodic basis. Assumptions used to revalue the properties are updated every quarter. We believe this is an appropriate methodology to obtain the fair value of these assets. For the component of the real estate portfolio under development, the investments are carried at cost until they are completed and valued by a third party appraiser.

**Cash and cash equivalents** — The fair value of cash and cash equivalents is set equal to its cost.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while we believe the valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

**Investment policy** — Target asset allocations of U.S. pension plans are established through an investment policy, which is updated periodically and reviewed by an Investment Committee, comprised of certain company officers and directors. The investment policy allows for a flexible asset allocation mix which is intended to provide appropriate diversification to lessen market volatility while assuming a reasonable level of economic risk.

Our policy recognizes that properly managing the relationship between pension assets and pension liabilities serves to mitigate the impact of market volatility on our funding levels. The investment policy permits plan assets to be invested in a number of diverse categories, including a Growth Portfolio, an Immunizing Portfolio and a Liquidity Portfolio. These sub-portfolios are intended to balance the generation of incremental returns with the management of overall risk.

The Growth Portfolio is invested in a diversified pool of assets in order to generate an incremental return with an acceptable level of risk. The Immunizing Portfolio is a hedging portfolio that may be comprised of fixed income securities and overlay positions. This portfolio is designed to offset changes in the value of the pension liability due to changes in interest rates. The Liquidity Portfolio is a cash portfolio designed to meet short-term liquidity needs and reduce the plans' overall risk. As a result of our diversification strategies, there are no significant concentrations of risk within the portfolio of investments.

The allocations among portfolios may be adjusted to meet changing objectives and constraints. We expect that as the funded status of the plans changes, we will increase or decrease the size of the Growth Portfolio in order to manage the risk of losses in the plan. At December 31, 2015, the Growth Portfolio (U.S. and non-U.S. equities, core and high-yield fixed income, hedge fund of funds, real estate, emerging market debt and cash) comprises 45% of total assets, the Immunizing Portfolio (long duration U.S. Treasury strips, corporate bonds and cash) comprises 53% and the Liquidity Portfolio (cash and short-term securities) comprises 2%. During 2015, the mid-points of the target ranges were 45.5% for the Growth Portfolio, 53.5% for the Immunizing Portfolio and 5% for the Liquidity Portfolio.

*Significant assumptions* — The significant weighted-average assumptions used in the measurement of pension benefit obligations at December 31 of each year and the net periodic benefit cost for each year are as follows:

	2015		2014		2013	
	U.S.	Non-U.S.	U.S.	Non-U.S.	U.S.	Non-U.S.
<b>Pension benefit obligations:</b>						
Discount rate	4.13%	2.83%	3.81%	3.75%	4.63%	4.15%
<b>Net periodic benefit cost:</b>						
Discount rate	3.81%	3.75%	4.63%	4.15%	3.77%	3.93%
Rate of compensation increase	N/A	4.83%	N/A	3.77%	N/A	3.73%
Expected return on plan assets	7.00%	5.87%	7.00%	3.41%	7.00%	3.35%

The pension plan discount rate assumptions are evaluated annually in consultation with our outside actuarial advisers. Long-term interest rates on high quality corporate debt instruments are used to determine the discount rate. For our largest plans, discount rates are developed using a discounted bond portfolio analysis, with appropriate consideration given to defined benefit payment terms and duration of the liabilities.

We have historically estimated the interest and service cost components of net periodic benefit cost for pension and other postretirement benefits using a single weighted-average discount rate derived from the yield curve used to measure the benefit obligation of the plan at the most recent remeasurement date. At December 31, 2015, we changed the method used to estimate those interest and service components for pension and other postretirement benefit plans that utilize a yield curve approach. The new method will use a full yield curve approach to estimate the interest and service components by applying the specific spot rates along the yield curve used in the most recent remeasurement of the benefit obligation to the relevant projected cash flows. We believe the new method improves the correlation between the projected cash flows and the corresponding interest rates and provides a more precise measurement of interest and service costs. This change in accounting estimate will affect the calculation of the interest and service components of net periodic benefit cost beginning in 2016. Since the remeasurement of total benefit obligations is not affected, the 2016 reduction in periodic benefit cost will be offset by a change in the actuarial gain or loss.

The expected rate of return on plan assets was selected on the basis of our long-term view of return and risk assumptions for major asset classes. We define long-term as forecasts that span at least the next ten years. Our long-term outlook is influenced by a combination of return expectations by individual asset class, actual historical experience and our diversified investment strategy. We consult with and consider the opinions of financial professionals in developing appropriate capital market assumptions. Return projections are also validated using a simulation model that incorporates yield curves, credit spreads and risk premiums to project long-term prospective returns. The appropriateness of the expected rate of return is assessed on an annual basis and revised if necessary. We have a high percentage of total assets in fixed income securities since the benefit accruals are frozen for all of our U.S. pension plans. Based on this assessment, we have selected a 6.50% expected return on asset assumption for 2016 for our U.S. plans.



The significant weighted-average assumptions used in the measurement of OPEB obligations at December 31 of each year and the net periodic benefit cost for each year are as follows:

	2015	2014	2013
	Non-U.S.	Non-U.S.	Non-U.S.
<b>OPEB benefit obligations:</b>			
Discount rate	3.96%	3.84%	4.65%
<b>Net periodic benefit cost:</b>			
Discount rate	3.84%	4.65%	3.90%
Initial health care cost trend rate	5.62%	5.91%	6.11%
Ultimate health care cost trend rate	5.03%	5.02%	5.03%
Year ultimate reached	2018	2018	2018

The discount rate selection process was similar to the process used for the pension plans. Assumed health care cost trend rates have a significant effect on the health care obligation. To determine the trend rates, consideration is given to the plan design, recent experience and health care economics.

A one-percentage-point change in assumed health care cost trend rates would have the following effects for 2015:

	1% Point Increase	1% Point Decrease
Effect on total of service and interest cost components	\$ 1	\$ (1)
Effect on OPEB obligations	10	(9)

*Estimated future benefit payments and contributions* — Expected benefit payments by our pension and OPEB plans for each of the next five years and for the following five-year period are as follows:

Year	Pension Benefits		OPEB
	U.S.	Non-U.S.	Non-U.S.
2016	\$ 129	\$ 12	\$ 4
2017	124	13	4
2018	120	13	5
2019	117	15	5
2020	113	15	5
2021 to 2025	545	82	25
<b>Total</b>	<b>\$ 1,148</b>	<b>\$ 150</b>	<b>\$ 48</b>

Pension benefits are funded through deposits with trustees that satisfy, at a minimum, the applicable funding regulations. OPEB benefits are funded as they become due. Projected contributions to be made during 2016 to the defined benefit pension plans are \$14 for our non-U.S. plans. Based on the current funded status of our U.S. plans, there are no minimum contributions required for 2016.

*Multi-employer pension plans* — We participate in the Steelworkers Pension Trust (SPT) multi-employer pension plan which provides pension benefits to substantially all of our U.S. union-represented employees. We also have a small participation in the IAM National Pension Fund. Benefit levels are set by trustees who manage the plans. Contributions are made in accordance with our collective bargaining agreements and rates are generally based on hours worked. The collective bargaining agreement expires May 31, 2017. The trustees of the SPT have provided us with the latest data available for the plan year ended December 31, 2015. As of that date, the plan is not fully funded. We could be held liable to the plan for our obligations as well as those of other employers as a result of our participation in the plan. Contribution rates could increase if the plan is required to adopt a funding improvement plan or a rehabilitation plan, if the performance of plan assets does not meet expectations or as a result of future collectively bargained wage and benefit agreements. If we choose to stop participating in the plan, we may be required to pay the plan an amount based on the underfunded status of the plan, referred to as a withdrawal liability.

The Pension Protection Act (PPA) defines a zone status for each plan. Plans in the green zone are at least 80% funded, plans in the yellow zone are at least 65% funded and plans in the red zone are generally less than 65% funded. The SPT plan has utilized extended amortization provisions to amortize its losses from 2008. The plan recertified its zone status after using the extended amortization provisions as allowed by law. The SPT plan has not implemented a funding improvement or

rehabilitation plan, nor are such plans pending. Our contributions to the SPT have not exceeded 5% of the total contributions to the plan.

Pension Fund	Employer Identification Number/ Plan Number	PPA Zone Status		Funding Plan Pending/ Implemented	Contributions by Dana			Surcharge Imposed
		2015	2014		2015	2014	2013	
SPT	23-6648508 / 499	Green	Green	No	\$ 10	\$ 9	\$ 9	No

#### Note 11. Marketable Securities

	2015			2014		
	Cost	Unrealized Gains (Losses)	Fair Value	Cost	Unrealized Gains (Losses)	Fair Value
U.S. government securities	\$ 38	\$ —	\$ 38	\$ 38	\$ —	\$ 38
Corporate securities	42		42	36		36
Certificates of deposit	18		18	23		23
Other	62	2	64	67	5	72
<b>Total marketable securities</b>	<b>\$ 160</b>	<b>\$ 2</b>	<b>\$ 162</b>	<b>\$ 164</b>	<b>\$ 5</b>	<b>\$ 169</b>

U.S. government securities include bonds issued by government-sponsored agencies and Treasury notes. Corporate securities include primarily debt securities. Other consists of investments in mutual and index funds. U.S. government securities, corporate debt and certificates of deposit maturing in one year or less, after one year through five years and after five years through ten years total \$38, \$54 and \$6 at December 31, 2015.

#### Note 12. Financing Agreements

Long-term debt at December 31 —

	Interest Rate	2015		2014	
		Principal	Unamortized Debt Issue Costs	Principal	Unamortized Debt Issue Costs
Senior Notes due February 15, 2019	6.500%	\$ —	\$ —	\$ 55	\$ (1)
Senior Notes due February 15, 2021	6.750%	350	(4)	350	(5)
Senior Notes due September 15, 2021	5.375%	450	(6)	450	(7)
Senior Notes due September 15, 2023	6.000%	300	(5)	300	(5)
Senior Notes due December 15, 2024	5.500%	425	(6)	425	(7)
Other indebtedness		66		79	
<b>Total</b>		<b>\$ 1,591</b>	<b>\$ (21)</b>	<b>\$ 1,659</b>	<b>\$ (25)</b>

Interest on the senior notes is payable semi-annually. Other indebtedness includes borrowings from various financial institutions, capital lease obligations and the unamortized fair value adjustment related to a terminated interest rate swap. See Note 13 for additional information on the terminated interest rate swap. During the third quarter of 2015, we reversed the \$6 embedded capital lease obligation associated with our exclusive long-term supply agreement with SIFCO. See Note 2 for additional information.

Scheduled principal payments on long-term debt at December 31, 2015 —

	2016	2017	2018	2019	2020	Thereafter	Total
Debt maturities	\$ 17	\$ 18	\$ 20	\$ 3	\$ —	\$ 1,525	\$ 1,583

Senior notes activity — In December 2014, we completed the sale of \$425 in senior unsecured notes. Net proceeds of the offering totaled \$418. Financing costs of \$7 were recorded as deferred costs and are being amortized to interest expense over the life of the notes. The proceeds from the offering were used to redeem our February 2019 Notes.

During December 2014, we redeemed \$345 of our February 2019 Notes pursuant to a tender offer at a weighted average price equal to 104.116% plus accrued and unpaid interest. The \$19 loss on extinguishment of debt recorded in December 2014 includes the redemption premium and transaction costs associated with the tender offer and the write-off of \$4 of previously deferred financing costs associated with the February 2019 Notes.

On December 9, 2014, we elected to redeem \$40 of our February 2019 Notes effective January 8, 2015 at a price equal to 103.000% plus accrued and unpaid interest. The notes redeemed on January 8, 2015 were included in current portion of long-term debt as of December 31, 2014. On March 16, 2015, we redeemed the remaining \$15 of our February 2019 Notes at a price equal to 103.250% plus accrued and unpaid interest. The \$2 loss on extinguishment of debt includes the redemption premium and the write-off of previously deferred financing costs associated with the February 2019 Notes.

In July 2013, we completed the sale of \$750 in senior unsecured notes. Net proceeds of the offering totaled \$734. Financing costs of \$16 were recorded as deferred costs and are being amortized to interest expense over the life of the notes. A portion of the net proceeds from the offering were used to repurchase all of our outstanding Series A preferred stock and to fund an accelerated common share repurchase transaction. The remaining net proceeds were used to fund our previously authorized share repurchase program and for other general corporate purposes.

*Senior notes redemption provisions* — We may redeem some or all of the senior notes at the following redemption prices (expressed as percentages of principal amount), plus accrued and unpaid interest to the redemption date, if redeemed during the 12-month period commencing on the anniversary date of the senior notes in the years set forth below:

Year	Redemption Price			
	February 2021 Notes	September 2021 Notes	September 2023 Notes	December 2024 Notes
2016	103.375%	104.031%		
2017	102.250%	102.688%		
2018	101.125%	101.344%	103.000%	
2019	100.000%	100.000%	102.000%	102.750%
2020	100.000%	100.000%	101.000%	101.833%
2021			100.000%	100.917%
2022			100.000%	100.000%
2023				100.000%

Prior to February 15, 2016 for the February 2021 Notes, during any 12-month period, we may at our option redeem up to 10% of the aggregate principal amount of the notes at a redemption price equal to 103.000% of the principal amount, plus accrued and unpaid interest. Prior to this date, we may redeem some or all of the February 2021 at a price equal to the aggregate principal amount thereof, plus accrued and unpaid interest, plus a “make-whole” premium. We have not separated the make-whole premium from the underlying debt instrument to account for it as a derivative instrument, as the economic characteristics and risks of this embedded derivative are clearly and closely related to the economic characteristics and risks of the underlying debt.

Prior to September 15, 2016 for the September 2021 Notes and prior to September 15, 2018 for the September 2023 Notes, we may redeem some or all of such notes at a price equal to the principal amount thereof, plus accrued and unpaid interest, plus a “make-whole” premium. We have not separated the make-whole premium from the underlying debt instrument to account for it as a derivative instrument as the economic characteristics and the risks of this embedded derivative are clearly and closely related to the economic characteristics and risks of the underlying debt.

At any time prior to September 15, 2016, we may redeem up to 35% of the original aggregate principal amount of each of the September 2021 Notes and September 2023 Notes in an amount not to exceed the amount of proceeds of one or more equity offerings, at a price equal to 105.375% (for the September 2021 Notes) and 106.000% (for the September 2023 Notes) of the principal amount of such notes, plus accrued and unpaid interest thereon, provided that at least 50% of the original aggregate principal amount of the September 2021 Notes (for redemptions of September 2021 Notes) and the September 2023 Notes (for redemptions of September 2023 Notes) remains outstanding after giving effect to any such redemption.

Prior to December 15, 2019, we may redeem some or all of the December 2024 Notes at a price equal to the principal amount thereof, plus accrued and unpaid interest, plus a “make-whole” premium. We have not separated the make-whole premium from the underlying debt instrument to account for it as a derivative instrument as the economic characteristics and

the risks of this embedded derivative are clearly and closely related to the economic characteristics and risks of the underlying debt.

At any time prior to December 15, 2017, we may redeem up to 35% of the original aggregate principal amount of the December 2024 Notes in an amount not to exceed the amount of proceeds of one or more equity offerings, at a price equal to 105.500% of the principal amount of such notes, plus accrued and unpaid interest thereon, provided that at least 50% of the original aggregate principal amount of the December 2024 Notes remains outstanding after giving effect to any such redemption.

*Revolving facility* — On June 20, 2013, we received commitments from existing lenders for a \$500 amended and restated revolving credit facility (the Amended Revolving Facility) which expires on June 20, 2018. In connection with the Amended Revolving Facility, we paid \$3 in deferred financing costs to be amortized to interest expense over the life of the facility. We wrote off \$2 of previously deferred financing costs associated with our prior revolving credit facility to other income, net.

The Amended Revolving Facility is guaranteed by all of our domestic subsidiaries except for Dana Credit Corporation and Dana Companies, LLC and their respective subsidiaries (the guarantors) and grants a first priority lien on Dana's and the guarantors' accounts receivable and inventories and, under certain circumstances, to the extent Dana and the guarantors grant a first-priority lien on certain other assets and property, a second priority lien on such other assets and property.

Advances under the Amended Revolving Facility bear interest at a floating rate based on, at our option, the base rate or LIBOR (each as described in the revolving credit agreement) plus a margin based on the undrawn amounts available under the agreement as set forth below:

Remaining Borrowing Availability	Margin	
	Base Rate	LIBOR Rate
Greater than \$350	0.50%	1.50%
Greater than \$150 but less than or equal to \$350	0.75%	1.75%
\$150 or less	1.00%	2.00%

Commitment fees are applied based on the average daily unused portion of the available amounts under the Amended Revolving Facility. If the average daily unused portion of the revolving facility is less than 50%, the applicable fee will be 0.25% per annum. If the average daily unused portion of the revolving facility is equal to or greater than 50%, the applicable fee will be 0.375% per annum. Up to \$300 of the revolving facility may be applied to letters of credit, which reduces availability. We pay a fee for issued and undrawn letters of credit in an amount per annum equal to the applicable LIBOR margin based on a quarterly average availability under the revolving facility and a per annum fronting fee of 0.125%, payable quarterly.

There were no borrowings under the revolving facility at December 31, 2015 but we had utilized \$37 for letters of credit. Based on our borrowing base collateral of \$297, we had potential availability at December 31, 2015 under the revolving facility of \$260 after deducting the outstanding letters of credit.

*European receivables loan facility* — Effective December 31, 2013, we terminated our European accounts receivable backed credit facility (the European Facility). The European Facility was scheduled to terminate on March 8, 2016 and permitted borrowings up to €75 (\$103 at the December 31, 2013 exchange rate). No borrowings were outstanding under the European Facility as of the termination date. We wrote off \$2 of previously deferred financing costs associated with the European Facility to other income, net.

*Debt covenants* — At December 31, 2015, we were in compliance with the covenants of our financing agreements. Under the Amended Revolving Facility and the senior notes, we are required to comply with certain incurrence-based covenants customary for facilities of these types.

### Note 13. Fair Value Measurements and Derivatives

In measuring the fair value of our assets and liabilities, we use market data or assumptions that we believe market participants would use in pricing an asset or liability including assumptions about risk when appropriate. Our valuation techniques include a combination of observable and unobservable inputs.

Fair value measurements on a recurring basis — Assets and liabilities that are carried in our balance sheet at fair value are as follows:

	Total	Fair Value Measurements Using	
		Quoted Prices in Active Markets (Level 1)	Significant Other Observable Inputs (Level 2)
December 31, 2015			
Marketable securities	\$ 162	\$ 64	\$ 98
Currency forward contracts - Accounts receivable other			
Cash flow hedges	1		1
Undesignated	2		2
Currency forward contracts - Other accrued liabilities			
Cash flow hedges	5		5
Undesignated	1		1
Currency swaps - Accounts receivable other			
Undesignated	4		4
Currency swaps - Other accrued liabilities			
Undesignated	9		9
December 31, 2014			
Marketable securities	\$ 169	\$ 72	\$ 97
Currency forward contracts - Accounts receivable other			
Cash flow hedges	1		1
Undesignated	1		1
Currency forward contracts - Other accrued liabilities			
Cash flow hedges	11		11
Currency swaps - Other accrued liabilities			
Undesignated	9		9

Changes in Level 3 recurring fair value measurements —

	2013
Notes receivable, including current portion	
Beginning of period	\$ 129
Accretion of value (interest income)	11
Payment received and other	(61)
Unrealized loss (OCI)	(4)
Transfer out (to Level 2)	(75)
End of period	\$ —

During January 2014, we sold our interest in a payment-in-kind callable note to a third party for \$75. Accordingly, we reclassified the note to current assets and, with observable market value readily available, we reduced the unrealized gain and transferred the note from Level 3 to Level 2 at December 31, 2013.

Fair value of financial instruments — The financial instruments that are not carried in our balance sheet at fair value are as follows:

	2015		2014	
	Carrying Value	Fair Value	Carrying Value	Fair Value
Senior notes	\$ 1,525	\$ 1,552	\$ 1,580	\$ 1,643
Other indebtedness*	66	56	79	77
Total	\$ 1,591	\$ 1,608	\$ 1,659	\$ 1,720

\* The carrying value at December 31, 2015 includes the unamortized portion of a fair value adjustment related to a terminated interest rate swap.

The fair value of our senior notes is estimated based upon a market approach (Level 2) while the fair value of our other indebtedness is based upon an income approach (Level 2). See Note 12 for additional information about financing arrangements.

*Fair value measurements on a nonrecurring basis* — Certain assets are measured at fair value on a nonrecurring basis. These are long-lived assets that are subject to fair value adjustments only in certain circumstances. These assets include intangible assets and property, plant and equipment which may be written down to fair value when they are held for sale or as a result of impairment.

*Interest rate derivatives* — Our portfolio of derivative financial instruments periodically includes interest rate swaps designed to mitigate our interest rate risk. Near the end of the third quarter of 2015, we terminated a fixed-to-floating interest rate swap on our December 2024 Notes. This interest rate swap served to convert the designated fixed-rate debt into variable-rate debt, using the 3-month U.S. LIBOR as the benchmark interest rate plus a spread of 307 basis points. Of the \$425 total notional amount of the interest rate swap, \$340 had been designated as a fair value hedge of the December 2024 Notes.

During the third quarter of 2015, prior to its termination, we realized a \$2 interest expense reduction and cash savings from the interest rate swap. Upon termination, we also received a cash settlement of \$4, indicative of the swap's favorable market value at that date. As a fair value hedge of the December 2024 Notes, the difference between the changes in fair value of the designated portion of the interest rate swap and the December 2024 Notes was treated as ineffectiveness and was recorded in the income statement as an adjustment to interest expense. Changes in the fair value associated with the undesignated portion of the interest rate swap did not represent ineffectiveness but were also recorded as an adjustment to interest expense. The total amount recorded as ineffectiveness and other such costs was \$4 during the third quarter of 2015.

At December 31, 2015, no interest rate swaps remain outstanding. However, at that date, \$8 remains on the balance sheet as the unamortized portion of the fair value adjustment to the carrying amount of the December 2024 Notes. The balance is being amortized as a reduction of interest expense through the period ending December 2024, the scheduled maturity date of the December 2024 Notes. The amount amortized during the fourth quarter of 2015 was not material.

*Foreign currency derivatives* — Our foreign currency derivatives include forward contracts associated with forecasted transactions, primarily involving the purchases and sales of inventory through the next sixteen months, as well as currency swaps associated with certain recorded intercompany loans receivable and payable. Periodically, our foreign currency derivatives also include net investment hedges of certain of our investments in foreign operations.

The total notional amount of outstanding foreign currency forward contracts, involving the exchange of various currencies, was \$212 at December 31, 2015 and \$296 at December 31, 2014. The total notional amount of outstanding foreign currency swaps was \$219 at December 31, 2015 and \$10 at December 31, 2014.

The following currency derivatives were outstanding at December 31, 2015:

Functional Currency	Traded Currency	Notional Amount (U.S. Dollar Equivalent)			Maturity
		Designated as Cash Flow Hedges	Undesignated	Total	
U.S. dollar	Mexican peso, Euro	\$ 47	\$ 2	\$ 49	Mar-17
Euro	U.S. dollar, Canadian dollar, Hungarian forint, British pound, Swiss franc, Indian rupee, Russian ruble	46	30	76	Apr-17
British pound	U.S. dollar, Euro	12	1	13	Mar-17
Swedish krona	Euro	13		13	Mar-17
South African rand	U.S. dollar, Euro		15	15	Jun-16
Thai baht	U.S. dollar, Australian dollar		25	25	Dec-16
Brazilian real	U.S. dollar, Euro		2	2	Jun-16
Indian rupee	U.S. dollar, British pound, Euro		19	19	Feb-17
<b>Total forward contracts</b>		<b>118</b>	<b>94</b>	<b>212</b>	
U.S. dollar	Mexican peso, Euro		139	139	Aug-16
Euro	Canadian dollar, British pound		80	80	Dec-16
<b>Total currency swaps</b>		<b>—</b>	<b>219</b>	<b>219</b>	
<b>Total currency derivatives</b>		<b>\$ 118</b>	<b>\$ 313</b>	<b>\$ 431</b>	

*Cash flow hedges* — With respect to contracts designated as cash flow hedges, changes in fair value during the period in which the contracts remain outstanding are reported in OCI to the extent such contracts remain effective. Effectiveness is measured by using regression analysis to determine the degree of correlation between the change in the fair value of the derivative instrument and the change in the associated foreign currency exchange rates. Changes in fair value of contracts not designated as cash flow hedges or as net investment hedges are recognized in other income, net in the period in which the changes occur. Realized gains and losses from currency-related forward contracts, including those that have been designated as cash flow hedges and those that have not been designated, are recognized in other income, net.

*Net investment hedges* — With respect to contracts designated as net investment hedges, we apply the forward method and report changes in fair value in the CTA component of OCI during the period in which the contracts remain outstanding to the extent such contracts remain effective.

During the second quarter of 2015, we settled a \$98 forward contract that had been executed and designated as a net investment hedge of the equivalent portion of certain of our European operations during the first quarter of 2015. Although no net investment hedges remain outstanding at December 31, 2015, a deferred loss of \$2 associated with this settled contract has been recorded in AOCI as of that date and will remain deferred until such time as the investment in the associated subsidiary is substantially liquidated.

*Amounts to be reclassified to earnings* — Deferred gains or losses associated with effective cash flow hedges are reported in AOCI and are reclassified to earnings in the same periods in which the underlying transactions affect earnings. Amounts expected to be reclassified to earnings assume no change in the current hedge relationships or to December 31, 2015 exchange rates. Deferred losses of \$4 at December 31, 2015 are expected to be reclassified to earnings during the next twelve months, compared to deferred losses of \$10 at December 31, 2014. Amounts reclassified from AOCI to earnings arising from the discontinuation of cash flow hedge accounting treatment were not material during 2015.

#### Note 14. Commitments and Contingencies

*Asbestos personal injury liabilities* — As part of our reorganization in 2008, assets and liabilities associated with personal injury asbestos claims were retained in Dana Corporation which was then merged into Dana Companies, LLC (DCLLC), a consolidated wholly-owned limited liability company. The assets of DCLLC include insurance rights relating to coverage against these liabilities, marketable securities and other assets which are considered sufficient to satisfy its liabilities. DCLLC had approximately 25,000 active pending asbestos personal injury liability claims at both December 31, 2015 and 2014.

DCLLC had accrued \$78 for indemnity and defense costs for settled, pending and future claims at December 31, 2015, compared to \$81 at December 31, 2014. A fifteen-year time horizon was used to estimate the value of this liability.

At December 31, 2015, DCLLC had recorded \$51 as an asset for probable recovery from insurers for the pending and projected asbestos personal injury liability claims, compared to \$52 recorded at December 31, 2014. The recorded asset represents our assessment of the capacity of our current insurance agreements to provide for the payment of anticipated defense and indemnity costs for pending claims and projected future demands. The recognition of these recoveries is based on our assessment of our right to recover under the respective contracts and on the financial strength of the insurers. DCLLC has coverage agreements in place with insurers confirming substantially all of the related coverage and payments are being received on a timely basis. The financial strength of these insurers is reviewed at least annually with the assistance of a third party. The recorded asset does not represent the limits of our insurance coverage, but rather the amount DCLLC would expect to recover if the accrued indemnity and defense costs were paid in full.

DCLLC continues to process asbestos personal injury claims in the normal course of business, is separately managed and has an independent board member. The independent board member is required to approve certain transactions including dividends or other transfers of \$1 or more of value to Dana. Dana Holding Corporation has no obligation to increase its investment in or otherwise support DCLLC.

In 2013, other income includes proceeds of \$4 from the sale of our interest in claims pending in the liquidation proceedings of an insurer and other asbestos-related recoveries of \$7.

*Other product liabilities* — We had accrued \$1 for non-asbestos product liability costs at December 31, 2015 and 2014, with no recovery expected from third parties at either date. We estimate these liabilities based on assumptions about the value of the claims and about the likelihood of recoveries against us derived from our historical experience and current information.

*Environmental liabilities* — Accrued environmental liabilities were \$11 at December 31, 2015 and \$7 at December 31, 2014. During the third quarter of 2015, in response to additional information provided by continuing studies at our former foundry operation in Argentina, we recognized a \$6 charge to cost of sales increasing our accrual for this location. We consider the most probable method of remediation, current laws and regulations and existing technology in estimating our environmental liabilities. Other accounts receivable included a related recoverable from insurers or other parties of \$1 at December 31, 2014.

*Guarantee of lease obligations* — In connection with the divestiture of our Structural Products business in 2010, leases covering three U.S. facilities were assigned to a U.S. affiliate of Metalsa. Under the terms of the sale agreement, we will guarantee the affiliate's performance under the leases, which run through June 2025, including approximately \$6 of annual payments. In the event of a required payment by Dana as guarantor, we are entitled to pursue full recovery from Metalsa of the amounts paid under the guarantee and to take possession of the leased property.

*Other legal matters* — We are subject to various pending or threatened legal proceedings arising out of the normal course of business or operations. In view of the inherent difficulty of predicting the outcome of such matters, we cannot state what the eventual outcome of these matters will be. However, based on current knowledge and after consultation with legal counsel, we believe that any liabilities that may result from these proceedings will not have a material adverse effect on our liquidity, financial condition or results of operations.

In November 2013, we received an arbitration notice from Sypris Solutions, Inc. (Sypris), formerly our largest supplier, alleging damage claims under the 2007 long-term supply agreement that expired on December 31, 2014. In December 2013, we received Notice of Supplemental Claims by Sypris under the 2007 supply agreement. The arbitration proceedings related to these supplemental claims concluded in the second quarter of 2015 with Sypris being awarded immaterial damages. Sypris also alleged that Dana and Sypris entered into a new binding long-term supply agreement in July 2013. Dana filed suit against Sypris requesting a declaratory judgment that the parties did not enter into a new supply agreement. During the first quarter of 2015, the trial court granted summary judgment in Dana's favor, rejecting Sypris' position that a new contract was formed in July 2013. The Ohio Sixth District Court of Appeals upheld the summary judgment ruling and Sypris has not appealed that decision. It is uncertain whether Sypris will pursue its remaining claim that Dana failed to negotiate in good faith under the 2007 agreement. Dana maintains that this claim is without merit.

On September 25, 2015, the Brazilian antitrust authority ("CADE") announced an investigation of an alleged cartel involving a former Dana business in Brazil and various competitors related to sales of shock absorbers between 2000 and 2014. We divested this business as a part of the sale of our aftermarket business in 2004. Dana's policy is to cooperate with governmental investigations. We cannot predict the duration, scope or ultimate outcome of this matter. Based on the information currently available to us, we do not believe this matter will result in a material liability to Dana.



*Lease commitments* — Cash obligations under future minimum rental commitments under operating leases and net rental expense are shown in the table below. Operating lease commitments are primarily related to facilities.

	2016	2017	2018	2019	2020	Thereafter	Total
Lease commitments	\$ 34	\$ 32	\$ 24	\$ 15	\$ 13	\$ 41	\$ 159

	2015	2014	2013
Rent expense	\$49	\$51	\$58

#### Note 15. Warranty Obligations

We record a liability for estimated warranty obligations at the dates our products are sold. We record the liability based on our estimate of costs to settle future claims. Adjustments are made as new information becomes available.

*Changes in warranty liabilities* —

	2015	2014	2013
Balance, beginning of period	\$ 47	\$ 54	\$ 66
Amounts accrued for current period sales	26	19	17
Adjustments of prior estimates	22	18	6
Settlements of warranty claims	(36)	(41)	(34)
Currency impact	(3)	(3)	(1)
Balance, end of period	\$ 56	\$ 47	\$ 54

#### Note 16. Income Taxes

*Income tax expense (benefit) attributable to continuing operations* —

	2015	2014	2013
<b>Current</b>			
U.S. federal and state	\$ 12	\$ (5)	\$ 23
Non-U.S.	80	134	106
Total current	92	129	129
<b>Deferred</b>			
U.S. federal and state	(9)	(177)	(1)
Non-U.S.	(1)	(22)	(9)
Total deferred	(10)	(199)	(10)
Total expense (benefit)	\$ 82	\$ (70)	\$ 119

We record interest and penalties related to uncertain tax positions as a component of income tax expense or benefit. Net interest expense for the periods presented herein is not significant.

*Income from continuing operations before income taxes* —

	2015	2014	2013
U.S. operations	\$ 72	\$ 175	\$ 151
Non-U.S. operations	220	85	217
Income from continuing operations before income taxes	\$ 292	\$ 260	\$ 368

*Income tax audits* — We conduct business globally and, as a result, file income tax returns in multiple jurisdictions that are subject to examination by taxing authorities throughout the world. With few exceptions, we are no longer subject to U.S. federal, state and local or foreign income tax examinations for years before 2009. The U.S. federal income tax audits for 2011 and 2012 were settled during the first quarter of 2015, resulting in no incremental cash taxes.

We are currently under audit by U.S. and foreign authorities for certain taxation years. When the issues related to these periods are settled, the total amounts of unrecognized tax benefits for all open tax years may be modified. We accrued tax reserves of \$2 in 2014 and \$6 in 2013 for an uncertain tax position in Italy, which was settled in 2015. Audit outcomes and the timing of the audit settlements are subject to uncertainty and we cannot make an estimate of the impact on our financial position at this time.

*Effective tax rate reconciliation for continuing operations —*

	2015	2014	2013
U.S. federal income tax rate	35 %	35 %	35 %
Adjustments resulting from:			
State and local income taxes, net of federal benefit	1	1	
Non-U.S. income	(10)	(6)	(4)
Non-U.S. tax incentives	(2)	(4)	(4)
Non-U.S. withholding taxes on undistributed earnings of non-U.S. operations	5	4	5
Intercompany sale of certain operating assets	9		
Settlement and return adjustments		3	1
Miscellaneous items	2		1
Valuation allowance adjustments	(12)	(60)	(2)
Effective income tax rate for continuing operations	28 %	(27)%	32 %

The income tax rate varies from the U.S. federal statutory rate of 35% due to establishment, release and adjustment of valuation allowances in several countries, nondeductible expenses, local tax incentives in several countries outside the U.S., different statutory tax rates outside the U.S. and withholding taxes related to repatriations of international earnings to the U.S.

In 2014, income tax expense in the U.S. was reduced by \$179 for release of valuation allowances for income forecasted to be realized in 2015 in connection with a tax planning action that involved a sale of an affiliate's stock and certain operating assets by a U.S. subsidiary of the company to a non-U.S. affiliate expected to be completed in 2015. During the fourth quarter of 2015, the tax planning action was completed. The final income generated by the transaction was higher than anticipated as a consequence of proposed Internal Revenue Service regulations issued in 2015 providing guidance on the tax treatment afforded a component of the tax planning action we undertook, as well as revised income estimates, which resulted in an additional \$66 release of valuation allowance. In conjunction with the completion of the intercompany sale of certain operating assets to a non-U.S. affiliate, a prepaid tax asset of \$190 was recorded. The prepaid tax asset represents the usage of tax attributes recognized in 2014 and 2015, through the release of valuation allowance on our deferred tax assets, and will be amortized into tax expense over the life of the assets transferred in the transaction. During 2015, \$2 of the prepaid tax asset was recognized in tax expense, as a result of this amortization. In addition, we recognized tax expense of \$23 related to the sale of the affiliate's stock.

No tax benefit was recognized on a charge of \$80 in 2014 relating to the divestiture of our Venezuela operations due to the existence of a valuation allowance, resulting in an increase in the effective tax rate.

In 2013, income tax expense was reduced by \$7 for the impact of new tax legislation and tax rate changes outside the U.S. Additionally, non-U.S. income in each of the three years contributed to an effective tax rate of less than 35% due to lower statutory tax rates in the countries where we operate outside the U.S.

*Foreign income repatriation* — We provide for U.S. federal income and non-U.S. withholding taxes on the earnings of our non-U.S. operations that are not considered to be permanently reinvested. Accordingly, we continue to analyze and adjust the estimated tax impact of the income and non-U.S. withholding liabilities based on the amount and source of these earnings. We recognized net expense of \$1, \$3 and \$8 for 2015, 2014 and 2013 related to future income taxes and non-U.S. withholding taxes on repatriations from operations that are not permanently reinvested. We also paid withholding taxes of \$7, \$7 and \$13 during 2015, 2014 and 2013 related to the actual transfer of funds to the U.S. and between foreign subsidiaries.

The earnings of our non-U.S. subsidiaries will likely be repatriated to the U.S. in the form of repayments of intercompany borrowings and distributions from earnings. Certain of our international operations had intercompany loan obligations to the U.S. totaling \$1,233 at the end of 2015. Included in this amount are intercompany loans and related interest accruals with an equivalent value of \$32 which are denominated in a foreign currency and considered to be permanently invested.

*Valuation allowance adjustments* — We have generally not recognized tax benefits on losses generated in several entities, including in the U.S., where the recent history of operating losses does not allow us to satisfy the “more likely than not” criterion for the recognition of deferred tax assets. Consequently, there is no income tax expense or benefit recognized on the pre-tax income or losses in these jurisdictions as valuation allowances are adjusted to offset the associated tax expense or benefit.

At December 31, 2015, we have a valuation allowance against our deferred tax assets in the U.S. When evaluating the continued need for this valuation allowance we consider all components of comprehensive income, and we weigh the positive and negative evidence, putting greater reliance on objectively verifiable historical evidence than on projections of future profitability that are dependent on actions that have not occurred as of the assessment date. We also consider changes to historical profitability of actions occurring in the year of assessment that have a sustained effect on future profitability, the effect on historical profits of nonrecurring events, as well as tax planning strategies. These effects included items such as the lost future interest income resulting from the prepayment on and subsequent sale of the payment-in-kind callable note receivable, the additional interest expense resulting from the \$750 senior unsecured notes payable issued in July 2013 and the effects of the intercompany transfer of an affiliate's stock and certain operating assets, as discussed above. A sustained period of profitability, after considering historical changes from implemented actions and nonrecurring events, along with positive expectations for future profitability are necessary for a determination that a valuation allowance should be released. Our U.S. operations have experienced improved profitability in recent years, but our analysis of the income of the U.S. operations, including changes to the historical income for the effects of developments through the current date and planned future actions, demonstrates historical losses as of December 31, 2015. Therefore, we have not achieved a level of sustained historical profitability that would, in our judgment, support a release of the valuation allowance at December 31, 2015.

*Deferred tax assets and liabilities* — Temporary differences and carryforwards give rise to the following deferred tax assets and liabilities.

	2015	2014
Net operating loss carryforwards	\$ 448	\$ 654
Postretirement benefits, including pensions	137	148
Research and development costs	89	110
Expense accruals	58	57
Other tax credits recoverable	63	60
Capital loss carryforwards	50	55
Inventory reserves	15	18
Postemployment and other benefits	5	4
Other		25
Total	865	1,131
Valuation allowance	(662)	(728)
Deferred tax assets	203	403
Unremitted earnings	(68)	(31)
Intangibles	(29)	(41)
Depreciation	(43)	(39)
Other	(27)	(58)
Deferred tax liabilities	(167)	(169)
Net deferred tax assets	\$ 36	\$ 234

*Carryforwards* — Our deferred tax assets include benefits expected from the utilization of net operating loss (NOL), capital loss and credit carryforwards in the future. The following table identifies the net operating loss deferred tax asset components and the related allowances that existed at December 31, 2015. Due to time limitations on the ability to realize the benefit of the carryforwards, additional portions of these deferred tax assets may become unrealizable in the future.

	Deferred Tax Asset	Valuation Allowance	Carryforward Period	Earliest Year of Expiration
<b>Net operating losses</b>				
U.S. federal	\$ 256	\$ (256)	20	2028
U.S. state	108	(108)	Various	2016
Brazil	20	(20)	Unlimited	
France	12		Unlimited	
Australia	31	(31)	Unlimited	
South Africa	3	(3)	Unlimited	
U.K.	7	(4)	Unlimited	
Argentina	11	(11)	5	2016
<b>Total</b>	<b>\$ 448</b>	<b>\$ (433)</b>		

In addition to the NOL carryforwards listed in the table above, we have deferred tax assets related to capital loss carryforwards of \$50 which are fully offset with valuation allowances at December 31, 2015. We also have deferred tax assets of \$63 related to other credit carryforwards which are offset with \$61 of valuation allowances at December 31, 2015. The capital losses can be carried forward indefinitely while the other credits are generally available for 10 to 20 years with portions currently expiring. We also have a deferred tax asset of \$32 related to NOLs for excess tax benefits generated upon the settlement of stock awards that increased a current year net operating loss. We cannot record the benefit of these losses in the financial statements until the losses are utilized to reduce our income taxes payable at which time we will recognize the tax benefit in equity.

The use of a portion of our \$730 U.S. federal NOL as of December 31, 2015 is subject to limitation due to the change in ownership of our stock upon emergence from bankruptcy. Generally, the application of the relevant Internal Revenue Code (IRC) provisions will release the limitation on \$84 of pre-change NOLs each year, allowing pre-change losses to offset post-change taxable income. Through further evaluation and audit adjustment, and after considering U.S. taxable income in 2015, we estimate that \$594 of our U.S. federal NOLs remains subject to limitation as of December 31, 2015. The remainder of our U.S. federal NOLs represents a combination of post-change NOLs and pre-change NOLs on which the limitation has been released. However, there can be no assurance that trading in our shares will not effect another change in ownership under the IRC which would further limit our ability to utilize our available NOLs.

*Unrecognized tax benefits* — Unrecognized tax benefits are the difference between a tax position taken, or expected to be taken, in a tax return and the benefit recognized for accounting purposes. Interest income or expense, as well as penalties relating to income tax audit adjustments and settlements, are recognized as components of income tax expense or benefit. Interest of \$6 was accrued on the uncertain tax positions at both December 31, 2015 and 2014.

*Reconciliation of gross unrecognized tax benefits —*

	2015	2014	2013
Balance, beginning of period	\$ 109	\$ 101	\$ 108
Decrease related to expiration of statute of limitations	(6)	(3)	(7)
Decrease related to prior years tax positions	(8)		(6)
Increase related to current year tax positions	8	25	6
Decrease related to settlements	(16)	(14)	
<b>Balance, end of period</b>	<b>\$ 87</b>	<b>\$ 109</b>	<b>\$ 101</b>

We anticipate that the change in our gross unrecognized tax benefits will not be significant in the next twelve months, as a result of examinations in various jurisdictions. The settlement of these matters will not impact the effective tax rate. Gross unrecognized tax benefits of \$46 would impact the effective tax rate if recognized. If other open matters are settled with the IRS or other taxing jurisdictions, the total amounts of unrecognized tax benefits for open tax years may be modified.

**Note 17. Other Income, Net**

	2015	2014	2013
Interest income	\$ 13	\$ 15	\$ 25
Government grants and incentives	3	4	3
Foreign exchange gain (loss)	(20)	11	(5)
Gain on derecognition of noncontrolling interest	5		
Strategic transaction expenses	(4)	(3)	(4)
Insurance and other recoveries	4	2	13
Gain on sale of marketable securities	1		9
Write-off of deferred financing costs			(4)
Recognition of unrealized gain on payment-in-kind note receivable		2	5
Amounts attributable to previously divested/closed operations	1		
Other	11	17	13
Other income, net	<u>\$ 14</u>	<u>\$ 48</u>	<u>\$ 55</u>

Interest income decreased from 2013 as a result of selling our payment-in-kind note receivable during the first quarter of 2014. The receipt of a payment on our payment-in-kind note receivable during the second quarter of 2013 resulted in the recognition of a portion of the related unrealized gain that arose following the valuation of the note receivable below its callable value at emergence from bankruptcy. The subsequent sale of the payment-in-kind note receivable during the first quarter of 2014 resulted in the recognition of the remaining unrealized gain. See Note 13 for additional information.

During 2013, we recorded \$3 of interest income as a result of a favorable legal ruling related to recovery of gross receipts tax paid in Brazil in earlier periods.

Foreign exchange gains and losses on cross-currency intercompany loan balances that are not of a long-term investment nature are included above. Foreign exchange gains and losses on intercompany loans that are permanently invested are reported in OCI. During 2015, foreign exchange losses were primarily driven by the impact the strengthening U.S. dollar had on our Mexican peso and euro forward contracts. As discussed in Note 1 above, effective March 31, 2014, we ceased using the official bolivar exchange rate of 6.3 and began using the SICAD rate, which was 10.7 bolivars per U.S. dollar (as published by the Central Bank of Venezuela) at March 31, 2014, to remeasure the financial statements of our subsidiaries in Venezuela. The change to the SICAD rate resulted in a charge of \$17 during the first quarter of 2014. After remaining relatively unchanged during the second quarter the SICAD rate declined to 12.0 bolivars per U.S. dollar at September 30, 2014, resulting in a remeasurement charge of \$3 during the third quarter. During 2014, we realized gains of \$8 as CENCOEX approved a portion of our pending claims to settle U.S. dollar obligations at the official exchange rate of 6.3. Also during 2014 we realized net gains of \$14 on sales and purchases of U.S. dollars through SICAD 2 at average rates of 49.9 bolivars per U.S. dollar. The foreign exchange gains and losses associated with our subsidiaries in Venezuela are included in the segment EBITDA of our Light Vehicle operating segment. Foreign exchange loss for 2013 includes a first quarter charge of \$6 resulting from the February 2013 devaluation of Venezuela's official exchange rate from 4.3 to 6.3 bolivars per U.S. dollar. The charge was largely recovered over the balance of 2013 as the Venezuelan government allowed certain transactions to be settled at the former exchange rate.

Upon completion of the divestiture of our operations in Venezuela in January 2015, we recognized a gain on the derecognition of the noncontrolling interest in a former Venezuelan subsidiary.

Strategic transaction expenses relate primarily to costs incurred in connection with acquisition and divestiture related activities.

During 2015, we reached a settlement with an insurance carrier for the recovery of previously incurred legal costs. During 2014 we received a payment from the liquidation proceedings of insurers. During 2013, we sold claims pending in the liquidation proceedings of an insurer to a third party, received payments from the liquidation proceedings of insurers and recorded an insurance recovery related to business interruptions resulting from flooding in Thailand.

As discussed in Note 12 above, during 2013 we wrote off previously deferred financing costs associated with our prior revolving credit facility and our terminated European Facility.

As part of correcting overstatements of our pension and postretirement obligations and goodwill in September 2014, we credited other income, net for \$6 to effectively reverse a portion of the write-off of goodwill assigned to our former Driveshaft segment in 2008. See Note 1 for additional information.

#### Note 18. Segments, Geographical Area and Major Customer Information

We are a global provider of high technology driveline, sealing and thermal-management products for virtually every major vehicle manufacturer in the on-highway and off-highway markets. Our driveline products – axles, driveshafts and transmissions – are delivered through our Light Vehicle, Commercial Vehicle and Off-Highway operating segments. Our fourth global operating segment – Power Technologies – is the center of excellence for the sealing and thermal technologies that span all customers in our on-highway and off-highway markets. These operating segments have global responsibility and accountability for business commercial activities and financial performance.

Dana evaluates the performance of its operating segments based on external sales and segment EBITDA. Segment EBITDA is a primary driver of cash flows from operations and a measure of our ability to maintain and continue to invest in our operations and provide shareholder returns. Our segments are charged for corporate and other shared administrative costs. Segment EBITDA may not be comparable to similarly titled measures reported by other companies.

Segment information —

	External Sales	Inter-Segment Sales	Segment EBITDA	Capital Spend	Depreciation	Net Assets
2015						
Light Vehicle	\$ 2,482	\$ 126	\$ 262	\$ 140	\$ 63	\$ 1,002
Commercial Vehicle	1,533	95	100	33	32	692
Off-Highway	1,040	37	147	18	20	309
Power Technologies	1,005	15	149	34	28	421
Eliminations and other		(273)		35	15	493
Total	\$ 6,060	\$ —	\$ 658	\$ 260	\$ 158	\$ 2,917
2014						
Light Vehicle	\$ 2,496	\$ 139	\$ 250	\$ 129	\$ 63	\$ 1,002
Commercial Vehicle	1,838	92	172	38	34	869
Off-Highway	1,231	37	169	23	21	344
Power Technologies	1,052	19	154	30	32	442
Eliminations and other		(287)		14	14	378
Total	\$ 6,617	\$ —	\$ 745	\$ 234	\$ 164	\$ 3,035
2013						
Light Vehicle	\$ 2,549	\$ 124	\$ 242	\$ 82	\$ 67	\$ 970
Commercial Vehicle	1,860	119	194	40	44	938
Off-Highway	1,330	44	163	33	18	379
Power Technologies	1,030	21	150	33	35	454
Eliminations and other		(308)		21	11	311
Total	\$ 6,769	\$ —	\$ 749	\$ 209	\$ 175	\$ 3,052

Net assets include certain cash balances, accounts receivable, inventories, other current assets, certain intangibles, investments in affiliates, other noncurrent assets, net property, plant and equipment, notes payable and short term debt, accounts payable and current accrued liabilities.

Reconciliation of segment EBITDA to consolidated net income —

	2015	2014	2013
Segment EBITDA	\$ 658	\$ 745	\$ 749
Corporate expense and other items, net	(6)	1	(2)
Depreciation	(158)	(164)	(175)
Amortization of intangibles	(16)	(49)	(87)
Restructuring	(15)	(21)	(24)
Stock compensation expense	(14)	(16)	(16)
Strategic transaction expenses	(4)	(3)	(4)
Other items	(6)	9	
Impairment of long-lived assets	(36)		
Distressed supplier costs	(8)		
Amounts attributable to previously divested/closed operations	(6)		
Loss on disposal group held for sale		(80)	
Pension settlement charges		(42)	
Loss on extinguishment of debt	(2)	(19)	
Write-off of deferred financing costs			(4)
Gain on derecognition of noncontrolling interest	5		
Recognition of unrealized gain on payment-in-kind note receivable		2	5
Interest expense	(113)	(118)	(99)
Interest income	13	15	25
Income from continuing operations before income taxes	292	260	368
Income tax expense (benefit)	82	(70)	119
Equity in earnings (losses) of affiliates	(34)	13	12
Income from continuing operations	176	343	261
Income (loss) from discontinued operations	4	(15)	(1)
Net income	\$ 180	\$ 328	\$ 260

Reconciliation of segment net assets to consolidated total assets —

	2015	2014
Segment net assets	\$ 2,917	\$ 3,035
Accounts payable and other current liabilities	1,091	1,261
Other current and long-term assets	318	609
Consolidated total assets	\$ 4,326	\$ 4,905

*Geographic information* — Of our 2015 consolidated net sales, the U.S., Italy, Germany and Brazil account for 46%, 9%, 6% and 4%, respectively. No other country accounts for more than 5% of our consolidated net sales over the past three years. Sales are attributed to the location of the product entity recording the sale. Long-lived assets represent property, plant and equipment.

	Net Sales			Long-Lived Assets		
	2015	2014	2013	2015	2014	2013
<b>North America</b>						
United States	\$ 2,805	\$ 2,760	\$ 2,559	\$ 441	\$ 368	\$ 311
Other North America	405	366	399	90	111	131
Total	3,210	3,126	2,958	531	479	442
<b>Europe</b>						
Italy	570	703	734	58	61	71
Germany	368	429	410	100	106	124
Other Europe	785	846	850	153	151	161
Total	1,723	1,978	1,994	311	318	356
<b>South America</b>						
Brazil	240	505	639	80	119	129
Other South America	137	266	344	19	22	56
Total	377	771	983	99	141	185
<b>Asia Pacific</b>	750	742	834	226	238	242
<b>Total</b>	<b>\$ 6,060</b>	<b>\$ 6,617</b>	<b>\$ 6,769</b>	<b>\$ 1,167</b>	<b>\$ 1,176</b>	<b>\$ 1,225</b>

*Sales to major customers* — Ford is the only individual customer to whom sales have exceeded 10% of our consolidated sales in the past three years. Sales to Ford for the three most recent years were \$1,187 (20% ) in 2015, \$1,217 (18%) in 2014 and \$1,226 (18% ) in 2013.

#### Note 19. Equity Affiliates

We have a number of investments in entities that engage in the manufacture of vehicular parts – primarily axles, driveshafts and wheel-end braking systems – supplied to OEMs.

Dividends received from equity affiliates were \$16, \$16 and \$10 in 2015, 2014 and 2013.

*Equity method investments exceeding \$5 at December 31, 2015* —

	Ownership Percentage	Investment
Dongfeng Dana Axle Co., Ltd.	50%	\$ 83
Bendix Spicer Foundation Brake, LLC	20%	49
Axles India Limited	48%	7
All others as a group		9
Investments in equity affiliates		148
Investment in affiliates carried at cost		2
Investment in affiliates		\$ 150

Our equity method investments in Dongfeng Dana Axle Co., Ltd. (DDAC), Bendix Spicer Foundation Brake, LLC and Axles India Limited are included in the net assets of our Commercial Vehicle operating segment.

The significant decline in China's commercial vehicle market during 2015 resulted in a series of monthly operating losses by DDAC. These factors when combined with updated long-range plan information received from DDAC in the fourth quarter of 2015, which incorporated China's projected "new normal" future growth rate, indicated that we may not be able to recover the carrying value of our investment in DDAC. During the fourth quarter of 2015, we calculated the fair value of our investment in DDAC to determine if we had an other-than-temporary decline in the carrying value of our investment. We used both the discounted cash flow (an income approach) and guideline public company (a market approach) methods, weighting each equally, to fair value our investment in DDAC. The discounted cash flow method used DDAC's updated long-range plan and focuses on estimating the expected after-tax cash flows attributable to the subject company over its life and converting



these after-tax cash flows to present value through discounting. The discount rate of 16.0% which was used in our assessment accounts for both the time value of money and subject company risk factors. The guideline public company method focuses on comparing a subject company to reasonably similar (or "guideline") publicly-traded companies. Under this method, valuation multiples are: (i) derived from the operating data of selected guideline public companies; (ii) evaluated and adjusted based on the strengths and weaknesses of the subject company relative to the selected guideline companies; and (iii) applied to the operating data of the subject company to arrive at an indication of fair value. The carrying value of our investment in DDAC exceeded the calculated fair value by \$39. The \$39 impairment charge has been included in equity in earnings of affiliates.

The carrying value of our equity method investments at December 31, 2015 was \$29 more than our share of the affiliates' book value, including \$19 attributable to goodwill. The difference between the investment carrying value and the amount of underlying equity in assets, excluding goodwill, is being amortized on a straight-line basis over the underlying assets' estimated useful lives of five to forty-five years.

*Summarized financial information for DDAC and other equity affiliates on a combined basis —*

	DDAC			Other Equity Affiliates Combined		
	2015	2014	2013	2015	2014	2013
Sales	\$ 554	\$ 762	\$ 835	\$ 582	\$ 564	\$ 497
Gross profit	\$ 45	\$ 82	\$ 82	\$ 113	\$ 100	\$ 79
Pre-tax income	\$ (14)	\$ 23	\$ 19	\$ 42	\$ 33	\$ 25
Net income	\$ (6)	\$ 17	\$ 20	\$ 40	\$ 32	\$ 24
Dana's equity earnings in affiliate	\$ (45)	\$ 5	\$ 7	\$ 11	\$ 8	\$ 5

	DDAC		Other Equity Affiliates Combined	
	2015	2014	2015	2014
Current assets	\$ 406	\$ 552	\$ 180	\$ 192
Noncurrent assets	206	177	71	73
Total assets	\$ 612	\$ 729	\$ 251	\$ 265
Current liabilities	\$ 385	\$ 506	\$ 97	\$ 123
Noncurrent liabilities	95	61	12	13
Total liabilities	\$ 480	\$ 567	\$ 109	\$ 136

**Dana Holding Corporation**  
**Quarterly Results (Unaudited)**  
(In millions, except per share amounts)

2015	First Quarter	Second Quarter	Third Quarter	Fourth Quarter
Net sales	\$ 1,608	\$ 1,609	\$ 1,468	\$ 1,375
Gross margin	\$ 228	\$ 236	\$ 213	\$ 172
Net income (loss)	\$ 74	\$ 63	\$ 122	\$ (79)
Net income (loss) attributable to the parent company	\$ 63	\$ 59	\$ 119	\$ (82)
Net income (loss) per share available to parent company common stockholders				
Basic	\$ 0.38	\$ 0.36	\$ 0.75	\$ (0.54)
Diluted	\$ 0.38	\$ 0.36	\$ 0.75	\$ (0.54)
2014	First Quarter	Second Quarter	Third Quarter	Fourth Quarter
Net sales	\$ 1,688	\$ 1,710	\$ 1,637	\$ 1,582
Gross margin	\$ 234	\$ 248	\$ 240	\$ 223
Net income	\$ 37	\$ 90	\$ 93	\$ 108
Net income attributable to the parent company	\$ 34	\$ 86	\$ 90	\$ 109
Net income per share available to parent company common stockholders				
Basic	\$ 0.21	\$ 0.54	\$ 0.56	\$ 0.65
Diluted	\$ 0.19	\$ 0.49	\$ 0.52	\$ 0.64

Note: Gross margin is net sales less cost of sales.

Net income for the third quarter of 2015 includes a \$36 loss on impairment of long-lived assets and a deferred tax asset valuation allowance release of \$100. Net income for the fourth quarter of 2015 includes a \$39 impairment loss related to our equity method investment in DDAC, a charge resulting from deferred tax asset valuation allowance adjustments of \$49 and tax expense of \$23 on the sale of an affiliate's stock to a non-U.S. affiliate. Net income for the fourth quarter of 2014 includes an \$80 loss on the disposal group held for sale, \$42 of pension settlement charges, a \$19 loss on extinguishment of debt and a deferred tax asset valuation allowance release of \$179.

**Dana Holding Corporation**  
**Schedule II**  
**Valuation and Qualifying Accounts and Reserves**  
(In millions)

Amounts deducted from assets in the balance sheets —

	Balance at beginning of period	Amounts charged (credited) to income	Allowance utilized	Adjustments arising from change in currency exchange rates and other items	Balance at end of period
<b>Accounts Receivable - Allowance for Doubtful Accounts</b>					
2015	\$ 6	\$ 1	\$ (1)	\$ (1)	\$ 5
2014	\$ 7	\$ 1	\$ (1)	\$ (1)	\$ 6
2013	\$ 8	\$ —	\$ (1)	\$ —	\$ 7
<b>Inventory Reserves</b>					
2015	\$ 48	\$ 18	\$ (16)	\$ (4)	\$ 46
2014	\$ 48	\$ 20	\$ (15)	\$ (5)	\$ 48
2013	\$ 51	\$ 16	\$ (19)	\$ —	\$ 48
<b>Deferred Tax Assets - Valuation Allowance</b>					
2015	\$ 728	\$ (49)	\$ (1)	\$ (16)	\$ 662
2014	\$ 982	\$ (246)	\$ (7)	\$ (1)	\$ 728
2013	\$ 1,184	\$ (143)	\$ (8)	\$ (51)	\$ 982

## **Item 9. Changes In and Disagreements with Accountants on Accounting and Financial Disclosure**

None.

### **Item 9A. Controls and Procedures**

*Disclosure controls and procedures* — Our management, with the participation of our Chief Executive Officer and Chief Financial Officer, has evaluated the effectiveness of our disclosure controls and procedures (as such term is defined in Rule 13a-15(e) under the Securities Exchange Act of 1934, as amended, (the Exchange Act)) as of the end of the period covered by this report. Based on such evaluations, our Chief Executive Officer and Chief Financial Officer have concluded that, as of the end of such period, our disclosure controls and procedures are effective.

*Management's report on internal control over financial reporting* — Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Exchange Act Rule 13a-15(f). Management, with the participation of the Chief Executive Officer and Chief Financial Officer, has evaluated the effectiveness of our internal control over financial reporting based on the framework in Internal Control-Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on this evaluation, management has concluded that, as of December 31, 2015, our internal control over financial reporting was effective.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

PricewaterhouseCoopers LLP, an independent registered public accounting firm, has audited the effectiveness of our internal control over financial reporting as of December 31, 2015, as stated in its report which is included herein.

*Changes in internal control over financial reporting* — There has been no change in our internal control over financial reporting during the quarter ended December 31, 2015 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

### **Item 9B. Other Information**

None.

## **PART III**

### **Item 10. Directors, Executive Officers and Corporate Governance**

Dana has adopted Standards of Business Conduct that apply to all of its officers and employees worldwide. Dana also has adopted Standards of Business Conduct for the Board of Directors. Both documents are available on Dana's Internet website at <http://www.dana.com/investors>.

The remainder of the response to this item will be included under the sections captioned "Corporate Governance," "Selection of Chairman and Chief Executive Officer; Succession Planning," "Information About the Nominees," "Risk Oversight," "Committees and Meetings of Directors," "Executive Officers" and "Section 16(a) Beneficial Ownership Reporting Compliance" of Dana's definitive Proxy Statement relating to the Annual Meeting of Shareholders to be held on April 28, 2016, which sections are hereby incorporated herein by reference.

### **Item 11. Executive Compensation**

The response to this item will be included under the sections captioned "Compensation Committee Interlocks and Insider Participation," "Compensation of Executive Officers," "Compensation Discussion and Analysis," "Compensation of Directors," "Officer Stock Ownership Guidelines," "Compensation Committee Report," "Summary Compensation Table," "Grants of Plan-Based Awards at Fiscal Year-End," "Outstanding Equity Awards at Fiscal Year-End," "Option Exercises and Stock Vested During Fiscal Year," "Pension Benefits," "Nonqualified Deferred Compensation at Fiscal Year-End," "Executive Agreements" and "Potential Payments and Benefits Upon Termination or Change in Control" of Dana's definitive Proxy Statement relating to the Annual Meeting of Shareholders to be held on April 28, 2016, which sections are hereby incorporated herein by reference.

## Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters

The response to this item will be included under the section captioned "Security Ownership of Certain Beneficial Owners and Management" of Dana's definitive Proxy Statement relating to the Annual Meeting of Shareholders to be held on April 28, 2016, which section is hereby incorporated herein by reference.

### Equity Compensation Plan Information

The following table contains information at December 31, 2015 about shares of stock which may be issued under our equity compensation plans, all of which have been approved by our shareholders.

(Shares in millions) Plan Category	Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights(1)	Weighted Average Exercise Price of Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights(2)	Number of Securities Remaining Available for Future Issuance
Equity compensation plans approved by security holders	3.6	\$ 14.50	4.0
Equity compensation plans not approved by security holders			
<b>Total</b>	<b>3.6</b>	<b>\$ 14.50</b>	<b>4.0</b>

#### Notes:

- (1) In addition to stock options, restricted stock units and performance shares have been awarded under Dana's equity compensation plans and were outstanding at December 31, 2015.
- (2) Calculated without taking into account the 1.8 shares of common stock subject to outstanding restricted stock and performance share units that become issuable as those units vest since they have no exercise price and no cash consideration or other payment is required for such shares.

## Item 13. Certain Relationships and Related Transactions and Director Independence

The response to this item will be included under the sections captioned "Director Independence and Transactions of Directors with Dana," "Transactions of Executive Officers with Dana" and "Information about the Nominees" of Dana's definitive Proxy Statement relating to the Annual Meeting of Shareholders to be held on April 28, 2016, which sections are hereby incorporated herein by reference.

## Item 14. Principal Accountant Fees and Services

The response to this item will be included under the section captioned "Independent Auditors" of Dana's definitive Proxy Statement relating to the Annual Meeting of Shareholders to be held on April 28, 2016, which section is hereby incorporated herein by reference.

PART IV

Item 15. Exhibits and Financial Statement Schedules

	<b>10-K Pages</b>
<b>(a) List of documents filed as a part of this report:</b>	
1. Consolidated Financial Statements:	
Report of Independent Registered Public Accounting Firm	<a href="#"><u>39</u></a>
Consolidated Statement of Operations	<a href="#"><u>40</u></a>
Consolidated Statement of Comprehensive Income	<a href="#"><u>41</u></a>
Consolidated Balance Sheet	<a href="#"><u>42</u></a>
Consolidated Statement of Cash Flows	<a href="#"><u>43</u></a>
Consolidated Statement of Stockholders' Equity	<a href="#"><u>44</u></a>
Notes to Consolidated Financial Statements	<a href="#"><u>45</u></a>
2. Quarterly Results (Unaudited)	<a href="#"><u>87</u></a>
3. Financial Statement Schedule:	
Valuation and Qualifying Accounts and Reserves (Schedule II)	<a href="#"><u>88</u></a>
All other schedules are omitted because they are not applicable or the required information is shown in the financial statements or notes thereto.	
4. Exhibit Index	<a href="#"><u>93</u></a>

**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, hereunto duly authorized.

**DANA HOLDING CORPORATION**

Date: February 18, 2016

By: /s/ James K. Kamsickas

James K. Kamsickas  
President and Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below on this 18th day of February 2016 by the following persons on behalf of the registrant and in the capacities indicated, including a majority of the directors.

<b>Signature</b>	<b>Title</b>
<u>/s/ James K. Kamsickas</u> James K. Kamsickas	President and Chief Executive Officer (Principal Executive Officer)
<u>/s/ Rodney R. Filcek</u> Rodney R. Filcek	Senior Vice President, Interim Chief Financial Officer and Chief Accounting Officer (Principal Financial and Principal Accounting Officer)
<u>/s/ Virginia A. Kamsky*</u> Virginia A. Kamsky	Director
<u>/s/ Terrence J. Keating*</u> Terrence J. Keating	Director
<u>/s/ R. Bruce McDonald*</u> R. Bruce McDonald	Director
<u>/s/ Joseph C. Muscari*</u> Joseph C. Muscari	Non-Executive Chairman and Director
<u>/s/ Mark A. Schulz*</u> Mark A. Schulz	Director
<u>/s/ Keith E. Wandell*</u> Keith E. Wandell	Director
*By: <u>/s/ Marc S. Levin</u> Marc S. Levin, Attorney-in-Fact	

## EXHIBIT INDEX

All documents referenced below were filed by Dana Corporation or Dana Holding Corporation (as successor registrant) - file number 001-01063, unless otherwise indicated.

No.	Description
3.1	Second Restated Certificate of Incorporation of Dana Holding Corporation. Filed as Exhibit 3.2 to Registrant's Current Report on Form 8-K dated October 29, 2014, and incorporated herein by reference.
3.2	Amended and Restated Bylaws of Dana Holding Corporation. Filed as Exhibit 3.1 to Registrant's Current Report on Form 8-K dated January 26, 2016, and incorporated herein by reference.
4.1	Specimen Common Stock Certificate. Filed as Exhibit 4.1 to Registrant's Registration Statement on Form 8-A dated January 31, 2008, and incorporated herein by reference.
4.2	Indenture, dated as of January 28, 2011, among Dana and Wells Fargo Bank, National Association, as trustee. Filed as Exhibit 4.6 to Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2010, and incorporated herein by reference.
4.3	First Supplemental Indenture, among Dana and Wells Fargo Bank, National Association, as trustee. Filed as Exhibit 4.7 to Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2010, and incorporated herein by reference.
4.4	Second Supplemental Indenture, dated August 2, 2013, with respect to the Indenture, dated January 28, 2011, between Dana Holding Corporation and Wells Fargo Bank, National Association, as trustee. Filed as Exhibit 4.1 to Registrant's Current Report on Form 8-K dated August 5, 2013, and incorporated herein by reference.
4.5	Third Supplemental Indenture, dated December 9, 2014, with respect to the Indenture, dated January 28, 2011, between Dana Holding Corporation and Wells Fargo Bank, National Association, as trustee. Filed as Exhibit 4.1 to Registrant's Current Report on Form 8-K dated December 9, 2014, and incorporated herein by reference.
10.1**	Executive Employment Agreement dated August 11, 2015 by and between James K. Kamsickas and Dana Holding Corporation. Filed with this Report.
10.2**	Executive Employment Agreement dated January 12, 2015 by and between Roger Wood and Dana Holding Corporation. Filed as Exhibit 3.3 to Registrant's Current Report on Form 8-K dated January 13, 2015, and incorporated herein by reference.
10.3**	Form of Proprietary Interest Protection and Non-Solicitation Agreement. Filed as Exhibit 10.3 to Registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2011, and incorporated herein by reference.
10.4**	Dana Limited Supplemental Executive Retirement Plan. Filed as Exhibit 10.4 to Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2012, and incorporated herein by reference.
10.5**	Supplemental Executive Retirement Plan for Jeffrey S. Bowen dated September 20, 2012. Filed as Exhibit 10.5 to Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2012, and incorporated herein by reference.
10.6**	Dana Holding Corporation 2008 Omnibus Incentive Plan. Filed as Exhibit 10.10 to Registrant's Current Report on Form 8-K dated February 6, 2008, and incorporated herein by reference.
10.7**	Dana Holding Corporation 2012 Omnibus Incentive Plan. Filed as Exhibit 4.3 to Registrant's Form S-8 Registration Statement dated May 2, 2012, and incorporated herein by reference.
10.8**	Form of Indemnification Agreement. Filed as Exhibit 10.4 to Registrant's Current Report on Form 8-K dated February 6, 2008, and incorporated herein by reference.
10.9**	Form of Option Right Agreement for Non-Employee Directors. Filed as Exhibit 10.22 to Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2007, and incorporated herein by reference.
10.10**	Form of Restricted Stock Unit Award Agreement for Non-Employee Directors. Filed as Exhibit 10.23 to Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2007, and incorporated herein by reference.
10.11**	Form of Option Agreement under the Dana Holding Corporation 2008 Omnibus Incentive Plan. Filed as Exhibit 10.38 to Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2008, and incorporated herein by reference.
10.12**	Form of Restricted Stock Unit Agreement under the Dana Holding Corporation 2008 Omnibus Incentive Plan. Filed as Exhibit 10.39 to Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2008, and incorporated herein by reference.
10.13**	Form of Performance Share Agreement under the Dana Holding Corporation 2008 Omnibus Incentive Plan. Filed as Exhibit 10.40 to Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2008, and incorporated herein by reference.
10.14**	Form of Share Appreciation Rights Agreement under the Dana Holding Corporation 2008 Omnibus Incentive Plan. Filed as Exhibit 10.41 to Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2008, and incorporated herein by reference.
10.15**	Form of Option Agreement under the Dana Holding Corporation 2012 Omnibus Incentive Plan. Filed as Exhibit 10.15 to Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2012, and incorporated herein by reference.



No.	Description
10.16**	Form of Restricted Stock Unit Agreement under the Dana Holding Corporation 2012 Omnibus Incentive Plan. Filed as Exhibit 10.16 to Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2012, and incorporated herein by reference.
10.17**	Form of Performance Share Agreement under the Dana Holding Corporation 2012 Omnibus Incentive Plan. Filed as Exhibit 10.17 to Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2012, and incorporated herein by reference.
10.18**	Form of Share Appreciation Rights Agreement under the Dana Holding Corporation 2012 Omnibus Incentive Plan. Filed as Exhibit 10.18 to Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2012, and incorporated herein by reference.
10.19**	Dana Holding Corporation Executive Perquisite Plan. Filed as Exhibit 10.4 to Registrant's Current Report on Form 8-K dated April 18, 2008, and incorporated herein by reference.
10.20**	Dana Holding Corporation Executive Severance Plan. Filed as Exhibit 10.1 to Registrant's Current Report on Form 8-K dated June 24, 2008, and incorporated herein by reference.
10.21	Second Amended and Restated Revolving Credit and Guaranty Agreement, dated as of June 20, 2013, among Dana Holding Corporation, as the borrower; the guarantors party thereto; Citibank, N.A., as administrative agent and collateral agent; the banks, financial institutions and other institutional lenders party thereto, each as a lender; Citigroup Global Markets Inc. and Merrill Lynch, Pierce, Fenner & Smith Incorporated, as lead arrangers and joint bookrunners; Bank of America, N.A., as syndication agent; and Barclays Bank PLC, Deutsche Bank Securities Inc., JPMorgan Chase Bank, N.A., UBS Securities LLC and Wells Fargo Bank, N.A., as documentation agents. Filed as Exhibit 10.1 to Registrant's Current Report on Form 8-K dated June 20, 2013, and incorporated herein by reference.
10.22	Amended and Restated Security Agreement, dated as of June 20, 2013, among Dana Holding Corporation, the guarantors party thereto and Citibank, N.A., as collateral agent. Filed as Exhibit 10.2 to Registrant's Current Report on Form 8-K dated June 20, 2013, and incorporated herein by reference.
10.23	Underwriting Agreement, dated December 4, 2014, among Dana Holding Corporation and Citigroup Global Markets Inc. as representative of the several underwriters named therein. Filed as Exhibit 1.1 to Registrant's Current Report on Form 8-K dated December 9, 2014, and incorporated herein by reference.
12	Computation of Ratio of Earnings to Fixed Charges. Filed with this Report.
21	List of Consolidated Subsidiaries of Dana Holding Corporation. Filed with this Report.
23	Consent of PricewaterhouseCoopers LLP. Filed with this Report.
24	Power of Attorney. Filed with this Report.
31.1	Rule 13a-14(a)/15d-14(a) Certification by Chief Executive Officer. Filed with this Report.
31.2	Rule 13a-14(a)/15d-14(a) Certification by Chief Financial Officer. Filed with this Report.
32	Section 1350 Certification of Periodic Report (pursuant to Section 906 of the Sarbanes-Oxley Act of 2002). Filed with this Report.
101	The following materials from Dana Holding Corporation's Annual Report on Form 10-K for the year ended December 31, 2015, formatted in XBRL (Extensible Business Reporting Language): (i) the Consolidated Statement of Operations, (ii) the Consolidated Statement of Comprehensive Income, (iii) the Consolidated Balance Sheet, (iv) the Consolidated Statement of Cash Flows, (v) the Consolidated Statement of Shareholders' Equity and (vi) Notes to the Consolidated Financial Statements, filed herewith.
**	Management contract or compensatory plan required to be filed as part of an exhibit pursuant to Item 15(b) of Form 10-K.

## EXECUTIVE EMPLOYMENT AGREEMENT

This Executive Employment Agreement (“Agreement”) is entered into this July \_\_, 2015 by and between Dana Holding Corporation, a Delaware corporation, with its principal executive office at 3939 Technology Drive, Maumee, Ohio (the “Company”), and James K. Kamsickas, an individual (“Executive”), effective August 11, 2015 (the “Effective Date”).

### RECITALS

- A. The Company desires to employ Executive as President and Chief Executive Officer of the Company.
- B. The Company and Executive desire to enter into this Agreement as to the terms of Executive's employment by the Company to be effective as of August 11, 2015.

Therefore, in consideration of the promises and respective covenants and agreements of the parties herein contained, and intending to be legally bound, the parties hereto agree as follows:

1. **Employment.** The Company and Executive hereby agree that as of the Effective Date Executive shall be employed by the Company on the terms set forth in this Agreement (as agreed between the parties – see attached Term Sheet – Appendix A).
2. **Term.** The employment of Executive by the Company under the terms of this Agreement shall commence on the Effective Date and shall continue in effect for an initial three (3) year period. Upon the third anniversary of the Effective Date, and on each successive anniversary, the period shall be automatically extended by one (1) year (so that on every anniversary of the Effective Date thereafter the remaining term shall be for one (1) year), unless either party gives notice to the other party at least ninety (90) days prior to the applicable anniversary of the Effective Date that the employment period shall expire upon such anniversary without extension (the initial and each successive employment period being the “Term”), up to the age of sixty-five at which time the Term shall expire and Executive shall be entitled to retirement benefits. Notwithstanding the right of the Company to notify Executive of a non-renewal of the Term, if the Company does not extend the Term and terminates Executive, Executive shall be entitled to compensation as set forth in the applicable sub-section of Section 6 of this Agreement. Executive's employment after expiration of the Term shall be at-will and not governed by this Agreement (other than by provisions that by their terms survive such expiration).
3. **Position and Duties.** Executive shall serve as President and Chief Executive Officer of the Company, reporting to the Board of Directors of the Company (“Board”), and shall have such responsibilities and authority commensurate with such position as may from time to time be assigned to Executive by the Board. Executive shall devote substantially all his working time and efforts to the business and affairs of the Company. However, Executive may devote reasonable time to supervision of his personal investments and professional, charitable, educational, religious and other similar activities, and speaking engagements, provided such activities are not competitive with the Company and do not interfere with Executive's discharge of his duties to the Company. Executive may serve on the board of directors of any company or organization with the Board's prior written consent.
4. **Directorship Agreement.** As soon as reasonably possible after the Effective Date, Executive shall be appointed as a member of the Board. While serving as a Director, the

Board shall re-nominate Executive from term to term while acting as President and Chief Executive Officer. Upon Executive's ceasing to be President and Chief Executive Officer, Executive shall immediately resign as a Director.

5. **Compensation and Related Matters. During the Term, Executive shall be entitled to the following amounts and benefits:**

5.1 **Salary.** The Company shall pay to Executive a salary of \$1,100,000.00 per year (the "Base Salary"), which rate may be increased (but not decreased, except for across-the-board decreases applicable with like proportionate effect to other senior executives of the Company) from time to time in accordance with normal business practices of the Company, at the discretion of the Board. The Base Salary shall be payable by the Company in accordance with the normal payroll practices of the Company then in effect. Any increase or decrease in the Base Salary amount shall thereafter be Executive's "Base Salary" for all purposes hereunder.

5.2 **Bonus.** Executive shall be eligible for an annual bonus with a target amount equal to 110% of Executive's Base Salary pursuant to the Company's 2012 Omnibus Incentive Plan, or any successor thereto ("Plan"). Executive's actual bonus amount shall be based on the achievement of performance measures set by the Board of Directors. Executive shall also be subject to an individual incentive program providing an adjustment to the annual bonus of anywhere from plus 30% to minus 30% based on individual performance as determined by the Board of Directors. The Executive shall participate in the 2015 bonus program under the Plan on a basis commensurate with other senior executives of the Company, provided that any bonus actually earned shall be paid on a pro-rated basis in respect of the period during 2015 beginning on the Effective Date.

5.3 **Annual Long Term Incentive Program.** Executive shall be eligible for annual awards pursuant to the Company's long term incentive program under the Plan, with a target equal to 425% of base salary, commencing with the 2015 fiscal year. The Executive shall participate in the 2015-2017 Long Term Incentive Program under the Plan on a basis commensurate with other senior executives of the Company, provided that any incentive actually earned shall be paid on a pro-rated basis in respect of the period during the 2015-2017 performance cycle beginning on the Effective Date.

5.4 **Inducement Awards.**

5.4.1. **Cash Award.** As a further inducement, the Executive shall receive a cash award in the amount of \$1,000,000 ("Cash Award"), payable in two equal installments of \$500,000. The first installment shall be paid on or as soon as practicable following the Effective Date. The second installment shall be paid on or as soon as practicable following the first anniversary of the Effective Date, provided that Executive remains continuously employed by the Company until such first anniversary. Any portion of the Cash Award that has not yet been paid shall vest and become immediately payable upon the first to occur of (i) an involuntary termination of Executive's employment by the Company without Cause (and not due to Disability) or Executive's voluntary termination for Good Reason or (ii) a Change in Control of the Company.

5.4.2. **Stock Award.** As a further inducement, the Executive shall receive awards of Company common stock with an aggregate value of \$5,000,000 in three installments, in each case based on the per-share closing trading price of

Company common stock on the date of grant (or if there is no trading on such date, on the most recent trading day), provided that Executive remains continuously employed by the Company through each respective grant date: \$1,500,000 which shall immediately vest as of the first anniversary of the Effective Date; \$1,750,000 which shall immediately vest as of the second anniversary of the Effective Date; and \$1,750,000 which shall immediately vest as of the third anniversary of the Effective Date.

- 5.5 **Relocation.** The Executive will be eligible for the Company's standard relocation program in the event relocation is required in the first 12 months of employment, or subsequently due to a work location change.
- 5.6 **Vacation.** In addition to legal holidays observed by the Company, Executive shall be entitled to twenty-five (25) days of paid vacation per year, which vacation days shall accrue and be useable by Executive in accordance with the Company's standard vacation policies. Upon termination of employment, the Company shall promptly pay Executive any accrued and unused vacation days.
- 5.7 **Expenses.** During the term of Executive's employment hereunder, Executive shall be entitled to receive prompt reimbursement for all reasonable expenses incurred by Executive in performing services hereunder, including all expenses of travel and living expenses while away from home on business or at the request of and in the service of the Company, provided that such expenses are incurred and accounted for in accordance with the policies and procedures as reasonably established by the Company.
- 5.8 **Other Benefits.** Executive shall be entitled to participate in all of the Company's benefit plans or arrangements, subject to the terms and conditions thereof, as in effect from time to time with respect generally to senior executives, including without limitation the Restoration Savings Plan and the SERP, as referenced in Appendix A; provided, Executive's allowance for perquisites under the applicable perquisite program of the Company shall be in the amount of \$50,000 for each fiscal year. The Company shall pay the professional fees and costs incurred by Executive in connection with the negotiation and documentation of his employment arrangements in an amount not to exceed \$25,000. In addition, Executive shall receive a company-paid \$5,000,000 MetLife Group variable life insurance policy.

## 6. **Termination.**

- 6.1 **Termination for Any Reason.** Anything herein to the contrary notwithstanding, the Company may terminate Executive's employment at any time for any reason with or without notice. Executive may voluntarily terminate his employment at any time for any reason after giving the Company not less than sixty (60) days prior notice of such termination. The Term shall terminate upon any such termination of employment.
- 6.2 **Termination Upon Death or Disability.** Executive's employment hereunder shall terminate upon his death. In the event that Executive's employment terminates due to his death or Disability, he shall be entitled to (i) his accrued and unpaid Base Salary and accrued and unused vacation, payable not later than the first complete payroll payment date following such termination, (ii) his unreimbursed business expenses incurred prior to such termination, payable in accordance with the policies and procedures applicable under Section 5.7 and (iii) his accrued and

vested benefits under all employee benefit plans in which Executive is a participant, payable in accordance with the terms of such plans (collectively, Executive's "Accrued Obligations"). Executive shall also be entitled to any unpaid annual and long term cash bonus earned for a completed previous performance period, payable when such bonuses are paid to other senior executives ("Prior Bonus"). Upon payment of such amounts and benefits, the Company shall have no further obligation to Executive. For all purposes under this Agreement, "Disability" shall have the meaning set forth in the Company's Executive Severance Plan (or successor to such plan).

6.3 **Termination by the Company For Cause.** In the event that the Company terminates Executive's employment for Cause, Executive shall be entitled to his Accrued Obligations. Upon payment of such amounts and benefits, the Company shall have no further obligation to Executive.

6.4 **Termination by the Company Without Cause; by Executive for Good Reason.**

6.4.1 In the event that the Company involuntarily terminates Executive's employment without Cause (and not due to Disability) or Executive voluntarily terminates his employment for Good Reason, Executive shall be entitled to (i) his Accrued Obligations and any Prior Bonus, (ii) severance in an amount equal to twenty-four (24) months of Executive's Base Salary, payable in regular payroll installments over the twenty-four (24) month period commencing on the date of Executive's termination, (iii) a bonus for the current year based on actual performance under the annual incentive program and a bonus for the calendar year after termination at the Target amount, both payable when annual bonuses are paid to other senior executives, (iv) medical, dental, prescription drug, basic life insurance and employee assistance program benefits for twenty-four (24) months following the date of Executive's termination subject to Executive's payment of any required employee contributions consistent with those contributions required of active employees of the Company (and which benefits shall be coterminous with Executive's entitlement to COBRA health benefits continuation), and (v) outplacement benefits (having a cost not exceeding \$50,000); provided, such payments and benefits provided under clauses (ii), (iii), (iv) and (v) shall be subject to Executive entering into a complete release of all claims in the form then applicable for such a termination under the Company's Executive Severance Plan (or any successor to such plan). Upon payment of such amounts and benefits, the Company shall have no further obligation to Executive. All amounts payable under this Section 6.4 shall be in lieu of and not in addition to any amount that otherwise might be payable under the Company's Executive Severance Plan (or successor to such plan) upon such a termination.

6.4.2 For all purposes under this Agreement, "Cause" shall mean and include (i) a willful and material misappropriation of any monies or assets or properties of the Company; (ii) a willful and material breach by Executive of the terms of this Agreement that is demonstrably injurious to the Company and that, if capable of cure, has not been cured within thirty (30) days after written notice to Executive of the breach, which notice shall specify the breach and, if applicable, the nature of conduct necessary to cure such breach; or (iii) the conviction of, or plea of guilty or nolo

contendre, by Executive to a felony or to any criminal offense involving Executive's moral turpitude.

6.4.3 For all purposes under this Agreement, "Good Reason" shall mean the occurrence of any of the following without the Executive's consent: (i) any material adverse change by the Company in Executive's title, position, authority or reporting relationships with the Company; (ii) the Company's requirement that Executive relocate to a location in excess of fifty (50) miles from the Company's current office location or from any future office location acceptable to Executive; or (iii) any material breach by the Company of this Agreement which is not cured within thirty (30) days after written notice thereof by Executive to the Company, which notice shall specify the breach and the nature of conduct necessary to cure such breach.

6.5 **Termination By Executive Other than for Good Reason.** In the event that Executive voluntarily terminates his employment other than due to Disability and other than for Good Reason, he shall be entitled to his Accrued Obligations. Upon payment of such amounts and benefits, the Company shall have no further obligation to Executive.

## 7. **Confidential Information.**

7.1 During the period of Executive's employment and at all times thereafter, Executive shall protect and not disclose Proprietary Information, except as may be required to discharge his duties hereunder or if Executive is required by law, regulation, or court order to disclose any Proprietary Information. "Proprietary Information" is all information, whether or not reduced to writing (or in a form from which information can be obtained, translated, or derived into reasonably usable form) or maintained in the mind or memory of Executive and whether compiled or created by the Company, any of its subsidiaries or any affiliates of the Company or its subsidiaries (collectively, the "Company Group"), which derives independent economic value from not being readily known to or ascertainable by proper means by others who can obtain economic value from the disclosure or use of such information, of a proprietary, private, secret or confidential (including, without exception, inventions, products, processes, methods, techniques, formulas, compositions, compounds, projects, developments, sales strategies, plans, research data, clinical data, financial data, personnel data, computer programs, customer and supplier lists, trademarks, service marks, copyrights (whether registered or unregistered), artwork, and contacts at or knowledge of customers or prospective customers) nature concerning the Company Group's business, business relationships or financial affairs; provided however, that Proprietary Information shall not include any information that (i) has become generally available to the public other than as a result of a disclosure by Executive, or (ii) was available or became known to Executive prior to the disclosure of such information on a non-confidential basis without breach of any duty of confidentiality from any party to the Company and Executive.

7.2 Executive further agrees that his obligation not to disclose or to use information and materials of the types, and his obligation to return materials and tangible property, set forth in this Section 7 also extends to such types of information, materials and tangible property of customers of the Company Group, consultants

for the Company, suppliers to the Company, or other third parties who may have disclosed or entrusted the same to the Company or to Executive.

7.3 Executive's obligations under this Section 7 are in addition to, and not in limitation of, all other obligations of confidentiality under the Company's policies, general legal or equitable principles or statutes.

## 8. Statements to Third Parties.

8.1 During the period of Executive's employment and at all times thereafter, other than in connection with the performance of his duties hereunder, Executive shall not, directly or indirectly, make or cause to be made any statements, including but not limited to, comments in books or printed media, to any third parties criticizing or disparaging the Company Group or commenting on the character or business reputation of the Company Group and resulting in a material adverse impact upon the Company. Without the prior written consent of the Board, unless otherwise required by law, Executive shall not (i) publicly comment in a manner materially adverse to the Company Group concerning the status, plans or prospects of the business of the Company Group or (ii) publicly comment in a manner materially adverse to the Company Group concerning the status, plans or prospects of any existing, threatened or potential claims or litigation involving the Company Group; provided, nothing herein shall preclude honest and good faith reporting by Executive to appropriate Company or legal enforcement authorities.

8.2 The Company shall instruct its senior executives (other than Executive) that, during the period of Executive's employment and at all times thereafter, other than in connection with the performance of the duties of Company, they shall not, directly or indirectly, make or cause to be made any statements, including but not limited to, comments in books or printed media, to any third parties criticizing or disparaging Executive or commenting on the character or business reputation of Executive, and resulting in a material adverse impact upon Executive. Nothing herein shall preclude honest and good faith reporting by the Company to appropriate legal enforcement authorities.

9. **Non-Competition.** For a period commencing on the Effective Date and continuing for twenty-four (24) months following Executive's termination of employment for any reason (the "Restricted Period"), Executive covenants and agrees that Executive shall not, directly or indirectly, engage in any activities on behalf of or have an interest in any Competitor of the Company Group, whether as an owner, investor, executive, manager, employee, independent consultant, contractor, advisor, or otherwise, other than ownership of less than one percent (1%) of any class of stock in a publicly traded corporation. A "Competitor" is any entity doing business directly or indirectly (as an owner, investor, provider of capital or otherwise) anywhere in the world (the "Territory") that provides products or services that are the same or similar to the products or services that are being provided by any member of the Company Group at the time of Executive's termination or that were provided by a member of the Company Group during the two-year period prior to Executive's termination of employment. Executive acknowledges and agrees that due to the continually evolving nature of the Company Group's industry, the scope of its business or the identities of Competitors may change over time. Executive further acknowledges and agrees that the Company Group markets its products and services on a worldwide basis, encompassing the Territory and that the restrictions imposed by this covenant, including the geographic scope, are reasonably necessary to protect the Company Group's legitimate interests.

10. **Non-Solicitation.** Executive hereby covenants and agrees that he shall not during the Restricted Period, directly or indirectly, individually or on behalf of any other person or entity:
- 10.1 Hire or employ or assist in hiring or employing any person who was at any time during the last 6 months of Executive's employment an employee, representative or agent of any member of the Company Group or solicit, aid, induce or attempt to solicit, aid, induce or persuade, directly or indirectly, any person who is an employee, representative, or agent of any member of the Company Group to leave his or her employment with any member of the Company Group to accept employment with any other person or entity provided, however, the foregoing shall not prohibit advertisements for employment placed in newspapers or other media of general circulation to the general public; or
- 10.2 Solicit any customer of the Company Group, or any person or entity whose business the Company Group had solicited during the 180-day period prior to termination of Executive's employment for purposes of business which is competitive to the Company Group within the Territory.
11. **Developments.** Executive acknowledges and agrees that he shall make full and prompt disclosure to the Company of all inventions, improvements, discoveries, methods, developments, software, mask works, and works of authorship, whether patentable or copyrightable or not, (i) which relate to the Company's business and have heretofore been created, made, conceived or reduced to practice by Executive or under his direction or jointly with others, and not assigned to prior employers, or (ii) which have utility in or relate to the Company's business and are created, made, conceived or reduced to practice by Executive or under his direction or jointly with others during his employment with the Company, whether or not during normal working hours or on the premises of the Company (all of the foregoing of which are collectively referred to in this Agreement as "Developments"). Executive further agrees to enter into the Company's standard form of invention and disclosure agreement that is required of all new employees. Executive further agrees to cooperate fully with the Company, both during and his employment with the Company, with respect to the procurement, maintenance and enforcement of copyrights, patents and other intellectual property rights (both in the United States and other countries) relating to Developments. Executive shall not be required to incur or pay any costs or expenses in connection with the rendering of such cooperation.
12. **Remedies.** Executive and the Company agree that the covenants contained in Sections 7, 8, 9, 10 and 11 (the "Covenants") are reasonable under the circumstances, and further agree that if in the opinion of any court of competent jurisdiction any such Covenant is not reasonable in any respect, such court shall have the right, power and authority to sever or modify any provision or provisions of such Covenants as to the court will appear not reasonable and to enforce the remainder of the covenants as so amended. Executive acknowledges and agrees that the remedy at law available to the Company for breach of any of Executive's obligations under the Covenants would be inadequate and that damages flowing from such a breach may not readily be susceptible to being measured in monetary terms. Accordingly, Executive acknowledges, consents and agrees that, in addition to any other rights or remedies that the Company may have at law, in equity or under this Agreement, upon adequate proof of Executive's violation of any Covenant, the Company shall be entitled to immediate injunctive relief and may obtain a temporary order restraining any threatened or further breach, without the necessity of proof of actual damage or of posting any bond.



13. **Change in Control.** In the event the Executive's employment is terminated by the Company without Cause or by the Executive for Good Reason during the period beginning six (6) months prior to a Change in Control and ending upon the third anniversary of such Change in Control, then the Executive shall receive Change in Control related pay and benefits no less favorable than those set forth in the Company's Change in Control Severance Plan in effect as of the Effective Date (current plan is attached as Appendix B); provided, however, that Executive acknowledges that the tax gross-up provisions in the Plan no longer apply and are not included in his benefits. For purposes of this Agreement, "Change in Control" shall have the meaning set forth in the Company's Change in Control Severance Plan. Notwithstanding the foregoing provisions of this Section 13, if payment becomes required under this Section 13 with respect to a termination of the Executive's employment that occurs prior to the occurrence of a change in the ownership or effective control of the Company or a change in the ownership of a substantial portion of its assets (in each case within the meaning of Section 409A of the Internal Revenue Code of 1986, as amended ("Section 409A")), then so much of the payment due under this Section 13 as equals twenty-four (24) months of Executive's Base Salary shall be paid in regular payroll installments over the twenty-four (24) month period commencing on the date of Executive's termination.
14. **Representation; Legal Restrictions.** Executive represents and warrants to the Company that Executive is not a party to any contract, agreement or understanding, written or oral, including, without limitation, any agreement containing any non-competition, non-solicitation, confidentiality or other restrictions on your activities, which could prevent Executive from entering into this Agreement or performing all of Executive's duties and obligations hereunder, other than as has been disclosed by Executive.
15. **Withholding.** The Company may withhold from any and all amounts payable under this Agreement such federal, state and local taxes as may be required to be withheld pursuant to any applicable law or regulation.
16. **Notice.** For the purposes of this Agreement, notices, demands and all other communications provided for in the Agreement shall be in writing and shall be deemed to have been duly given when delivered or (unless otherwise specified) mailed by registered mail, return receipt requested, postage prepaid, addressed as set forth above in the case of the Company and, if to the Executive, as set forth in the most recent payroll records of the Company, or to such other address as any party may have furnished to the other in writing in accordance herewith, except that notices of change of address shall be effective only upon receipt.
17. **Miscellaneous.**
- 17.1 The validity, interpretation, construction and performance of this Agreement shall be governed by the laws of the State of Delaware.
- 17.2 Sections 6 (respecting any termination of employment occurring prior to expiration of the Term), 7, 8, 9, 10, 11, 12, and 13 (and such provisions of Section 17 as are relevant) of this Agreement shall remain in full force and effect and shall survive the termination of Executive's employment and the expiration or other termination of this Agreement.
- 17.3 Any dispute, controversy or question arising under, out of, or relating to this Agreement (or the breach thereof), or, Executive's employment with the Company or termination thereof, other than those disputes relating to Executive's alleged violations of Sections 7, 8.1, 9, 10 and 11, or the Company's alleged violation of

Section 8.2, of this Agreement shall be referred for binding arbitration in Toledo, Ohio. Such arbitration shall be conducted in accordance with the National Rules for Resolution of Commercial Disputes of the American Arbitration Association (“Rules”). The parties shall select a neutral arbitrator and this shall be the sole means for resolving such dispute; provided, if the parties are unable to agree to an arbitrator, an arbitrator will be selected in accordance with the Rules. Each party shall be responsible for his or its attorneys' fees and litigation expenses, however, the Company shall pay the costs of the arbitration. Judgment upon the award rendered by the arbitrator may be entered in any court having jurisdiction thereof. This Section 17.3 shall not apply to any action by the Company to enforce Sections 7, 8.1, 9, 10 or 11, or by Executive to enforce Section 8.2, of this Agreement and shall not in any way restrict the Company's remedies under Section 12 of this Agreement.

- 17.4 It is the intent of the parties that this Agreement be administered so as to comply with Section 409A and all applicable regulations. The parties intend that any payment due hereunder shall be delayed or adjusted as deemed reasonably necessary to avoid the imposition of Section 409A penalties upon Executive. Without limiting the generality of the foregoing and any provision in this Agreement to the contrary notwithstanding, if any portion of the payments or benefits to be received by Executive under this Agreement would be considered deferred compensation under Section 409A, then the following provisions shall apply to the relevant portion:
- 17.4.1 For purposes of this Agreement, no payment that would otherwise be made and no benefit that would otherwise be provided upon a termination of employment shall be made or provided unless and until such termination of employment is also a “separation from service” (as determined in accordance with Section 409A);
- 17.4.2 If Executive is a “specified employee” (within the meaning of Section 409A and determined pursuant to procedures adopted by the Company) at the time of a separation from service, each portion of such payments and benefits that would otherwise be payable pursuant to this Agreement upon a separation from service during the six (6) month period immediately following the separation from service shall instead be paid or made available on the earlier of (i) the first business day of the seventh month following the date Executive incurs a separation from service, and (ii) Executive's death (the applicable date, the “Permissible Payment Date”);
- 17.4.3 With respect to any amount of expenses eligible for reimbursement under this Agreement, such expenses shall be reimbursed by the Company within 60 calendar days (or, if applicable, on the Permissible Payment Date) following the date on which the Company receives the applicable invoice from Executive but in no event later than December 31 of the year following the year in which Executive incurs the related expense;
- 17.4.4 Payments delayed under this Section 17.4 as a result of the application of Section 409A shall not accrue interest. In no event shall the reimbursements or in-kind benefits to be provided by the Company in one taxable year affect the amount of reimbursements or in-kind benefits to be provided in any other taxable year, nor shall Executive's right to reimbursement or in-kind benefits be subject to liquidation or exchange for another benefit; and

17.4.5 Each payment under this Agreement shall be considered a “separate payment.”

17.4.6 If Executive's termination of employment occurs on or after November 1<sup>st</sup> of a calendar year, any payment that otherwise would have been paid to Executive between Executive's termination date and the end of the calendar year (and which are contingent upon Executive entering into a complete release of all claims), will be paid to Executive as soon as practicable in the following calendar year and on or before the 90th day following the Termination Date.

17.5 The invalidity or unenforceability of any provision of this Agreement shall not affect the validity or enforceability of any other provision of this Agreement, which shall remain in full force and effect.

17.6 Any waiver, alteration, amendment or modification of any of the terms of this Agreement shall be valid only if made in writing and signed by each of the parties hereto; provided, however, that any such waiver, alteration, amendment or modification is consented to on the Company's behalf by the Board or a Committee or member thereof as may be duly authorized by the Board. No waiver by either of the parties hereto of their rights hereunder shall be deemed to constitute a waiver with respect to any subsequent occurrences or transactions hereunder unless such waiver specifically states that it is to be construed as a continuing waiver.

17.7 This Agreement, and Executive's rights and obligations hereunder, may not be assigned or delegated by him. The Company may assign its rights, and delegate its obligations, hereunder to any subsidiary or affiliate of the Company, or any successor to the Company, specifically including the Covenants. The rights and obligations of the Company under this Agreement shall inure to the benefit of and be binding upon its respective successors and assigns. The rights and obligations of Executive under this Agreement shall inure to the benefit of and be binding upon his heirs and legatees.

17.8 This Agreement constitutes the entire understanding and agreement of the parties hereto regarding the employment of Executive. This Agreement supersedes all prior negotiations, discussions, correspondence, communications, understandings and agreements between the parties relating to the subject matter of this Agreement.

17.9 The headings of the sections and subsections of this Agreement are inserted for convenience only and shall not be deemed to constitute a part thereof, affect the meaning or interpretation of this Agreement or of any term or provision hereof. Words of one gender shall be interpreted to mean words of another gender when necessary to construe this Agreement, and in like manner words in singular may be interpreted to be in the plural, and vice versa. Use of the word “or” shall mean “either or both” and use of the word “including” shall be “without limitation.”

17.10 This Agreement may be executed in two or more counterparts, each of which shall be deemed to be an original but all of which together shall constitute one and the same instrument. The execution of this Agreement may be by actual or facsimile signature.

IN WITNESS WHEREOF, the parties have executed this Agreement on the date first above written.

**Dana Holding Corporation**

By: /s/ Joseph C. Muscari      /s/ James K. Kamsickas  
Joseph C. Muscari      James K. Kamsickas  
Chairman

Appendix A

Term Sheet

**Jim Kamsickas**  
**CEO Summary Term Sheet**

Base Pay	\$1,100,000	
Annual Incentive (110%)	\$1,210,000	
Individual Incentive +30% to -30% (+15%)	\$165,000	
Long Term Incentive (425%)	\$4,675,000	
Stock: 50% RSUs		
50% Performance Shares		
3 Year Cliff Vesting		
Performance Shares Max Payout of 200%		
	<hr/>	
	\$7,150,000	
Annual Perq Allowance	\$50,000	
Annual Executive Physical	\$2,500	
(No Tax Gross up)		
	<hr/>	
	\$52,500	
Fixed Contribution (3.5%)	\$86,625	
(3.5% of Base Pay & Bonus)		
Matching Contribution (4.0% max)	\$99,000	(Max)
(0% to 4% of Base Pay & Bonus)		
Need to contribute 5% ofpay to get Max		
	<hr/>	
	\$185,625	
Fixed Credit (3.5%)	86,625	
(3.5% of Base Pay & Bonus)		
Performance Credit (0 -4.0% max)	\$99,000	(Max)
[0% to 4% of base pay & bonus (based on Company financial results)]		
5 Year Vesting		
	<hr/>	
	\$185,625	
	\$371,250	
	<hr/>	
	\$7,573,750	

**Jim Kamsickas**  
**CEO Summary Term Sheet**

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<b>Sign on Award - cash</b>	\$	1,000,000
\$500,000 on signing - cash		
\$500,000 on 1st anniversary - cash		
<b>\$5.0 million of stock over 3 years - Immedidate Vesting Each Year</b>	\$	5,000,000
1.5 million on 1st anniversary		
1.75 million on 2nd anniversary		
1.75 million on 3rd anniversay		
		<hr/>
	\$	6,000,000

**Appendix B**  
**Change in Control Severance Plan**  
**DANA HOLDING CORPORATION**  
**CHANGE IN CONTROL SEVERANCE PLAN**

INTRODUCTION

Dana Holding Corporation, a Delaware corporation (the "Company") adopted the Dana Holding Corporation Change in Control Severance Plan (the "Original Plan"), effective as of June 18, 2008 for the benefit of certain designated employees. The Original Plan expired by its terms effective June 18, 2013. Effective June 18, 2013, the Company adopted a new Dana Holding Corporation Change in Control Severance Plan as set forth herein (as it may be amended from time to time, the "Plan") for the benefit of certain designated employees.

Designated Employees (each a "Designated Employee") are defined as those salaried employees of the Company or any subsidiary or division of the Company who are designated by the Chief Administrative Officer as participants in the Plan. Such designation may be modified from time to time prior to an event constituting a Change in Control (subject to the provisions of Article III).

The Plan also provides severance pay benefits to Designated Employees (a) who are active employees of Dana Holding Corporation or one of its subsidiaries or divisions on the date immediately preceding the date on which a Change in Control occurs and (b) whose employment is terminated in a Qualifying Termination (as defined in Section 1.17).

The Company considers it to be in the best interests of its stockholders to take reasonable steps to retain its key management personnel. Further, the Board of Directors of the Company (the "Board") recognizes that the uncertainty and questions that arise after a change in the executive leadership of the Company could result in the departure or distraction of management personnel to the detriment of the Company and its stockholders.

The Board has determined, therefore, that appropriate steps should be taken to reinforce and encourage the continued attention and dedication of key management team to their assigned duties in the event of a Change in Control.

ARTICLE I  
DEFINITIONS

As used herein the following words and phrases shall have the following respective meanings unless the context clearly indicates otherwise.

1.1 "Accounting Firm" shall mean PricewaterhouseCoopers or, if such firm is unable or unwilling to perform the calculations required under this Plan, such other national accounting firm as shall be designated by agreement between the Designated Employee and the Company.

1.2 "Affiliate" shall have the meaning set forth in Rule 12b-2 under Section 12 of the Exchange Act.

1.3 "Beneficial Owner" or "Beneficially Owned" shall have the meaning set forth in Rule 13d-3 under the Exchange Act.

1.4 "Board" shall mean the board of directors of the Company.

1.5 "Cause" shall mean a Designated Employee's (i) willful and continued failure to perform substantially the duties owed to the Company or its affiliates (other than a failure resulting from the Designated Employee's incapacity due to physical or mental illness) after a written demand for substantial performance is delivered specifically identifying the nature of such unacceptable performance; (ii) conviction of, or plea of guilty, or *nolo contendere*, to the charge of having committed a felony or any other criminal charge involving fraud, moral turpitude, embezzlement or theft (whether or not such conviction is later reversed for any reason); (iii) material violation of the Company's standards of business conduct or other Company policies applicable to Company employees that warrants termination; (iv) abuse of alcohol or either prescription or illegal drugs substantially affecting work performance; (v) conduct that constitutes gross misconduct in the performance of his employment duties, including, but not limited to any act of dishonesty or knowing or willful breach of fiduciary duty that is intended to result in personal enrichment or gain at the expense of the Company or any of its affiliates or subsidiaries; or (vi) deliberate, willful or intentional act that causes substantial harm, loss or injury to the Company or any Affiliate.

The Committee, as hereinafter defined, shall make the determination as to whether the termination is for Cause and such determination shall be binding, final and conclusive on all concerned.

1.6 [Intentionally Omitted]

1.7 "Change in Control" shall mean the first to occur of any of the following events:

(a) any Person is or becomes (other than in connection with a transaction described in clause (i) or (ii) of subsection (c)) the beneficial owner (within the meaning of Rule 13d-3 of the Securities and Exchange Commission promulgated under the Exchange Act), directly or indirectly, of securities of the Company (not including in the securities beneficially



owned by such Person any securities acquired directly from the Company or any of its Affiliates) representing more than fifty percent (50%) of the combined voting power of the Company's then outstanding securities;

(b) individuals who on the Effective Date constitute the Board, and any new Director (other than a Director whose initial assumption of office is in connection with an actual or threatened election contest, including a consent solicitation, relating to the election of Directors of the Company) whose election by the Board or nomination for election by the Company's shareholders was approved by a vote of at least two-thirds (2/3) of the Directors then still in office who either were Directors at the beginning of the period or whose election or nomination for election was previously so approved, cease for any reason to constitute a majority thereof;

(c) consummation of a merger or consolidation of the Company or any direct or indirect parent or subsidiary of the Company with any other company, other than (i) a merger or consolidation which would result in the voting securities of the Company outstanding immediately prior thereto continuing to represent (either by remaining outstanding or by being converted into voting securities of the surviving entity or direct or indirect parent thereof), in combination with the ownership of any trustee or other fiduciary holding securities under an employee benefit plan of the Company or any of its Affiliates, more than fifty percent (50%) of the combined voting power of the voting securities of the Company or such surviving entity or direct or indirect parent thereof outstanding immediately after such merger or consolidation, (ii) a merger or consolidation immediately following which the individuals who comprise the Board immediately prior thereto constitute at least a majority of the board of directors of (A) any parent of the Company or the entity surviving such merger or consolidation or (B) if there is no such parent, of the Company or such surviving entity, or (iii) a merger or consolidation effected to implement a recapitalization of the Company (or similar transaction) in which no Person acquires more than fifty percent (50%) of the combined voting power of the Company's then outstanding securities; or

(d) the shareholders of the Company approve a plan of complete liquidation of the Company or there is consummated an agreement for the sale, disposition or long-term lease by the Company of all or substantially all of the Company's assets.

Notwithstanding the foregoing, a "Change in Control" shall not be deemed to have occurred (1) by virtue of the consummation of any transaction or series of integrated transactions immediately following which the record holders of the Common Stock immediately prior to such transaction or series of transactions continue to have substantially the same proportionate ownership in one or more entities which, singly or together, immediately following such transaction or series of transactions, own all or substantially all of the assets of the Company as constituted immediately prior to such transaction or series of transactions, and (2) unless the applicable event also constitutes a change in the ownership or effective control of the Company or in the ownership of a substantial portion of the assets of the Company under Section 409A(a)(2)(A)(v) of the Code.

1.8 "Change in Control Date" shall mean the date on which the Change in Control occurs. Notwithstanding the first sentence of this definition, if a Designated Employee's employment with the Company terminates prior to the Change in Control Date and it is reasonably demonstrated that such termination (a) was at the request of the third party who has taken steps reasonably calculated to effect the Change in Control or (b) otherwise arose in connection with or in anticipation of the Change in Control, then "Change in Control Date" shall mean the date immediately prior to the date of such Designated Employee's termination of employment.

1.9 "Code" shall mean the Internal Revenue Code of 1986, as amended from time to time, including any rules and regulations promulgated thereunder, along with Treasury and IRS interpretations thereof. Reference to any section or subsection of the Code includes reference to any comparable or succeeding provisions of any legislation that amends, supplements or replaces such section or subsection.

1.10 "Company" shall mean Dana Holding Corporation, a Delaware Corporation, and its successors.

1.11 "Disability" shall mean the absence of a Designated Employee from the Designated Employee's duties with the Company on a full-time basis for one hundred eighty (180) consecutive days as a result of incapacity due to mental or physical illness which is determined to be total and permanent by a physician selected by the Company or its insurers and reasonably acceptable to the Designated Employee or the Designated Employee's legal representative.

1.12 "Effective Date" shall mean June 18, 2013.

1.13 "Exchange Act" shall mean the Securities Exchange Act of 1934, as amended from time to time.

1.14 "Good Reason" shall mean a Designated Employee's resignation of employment without the express written consent of the Designated Employee during the Term as a result of any one of the following:

- (a) a meaningful and detrimental alteration in such Designated Employee's position, titles, or the nature or status of responsibilities (including reporting responsibilities) from those in effect immediately prior to the Change in Control Date provided, however, that this Section 1.14 shall not apply to Tier 3 Employees and, notwithstanding the foregoing, in no event shall a termination of employment pursuant to this Section 1.14 be considered to be for "Good Reason" if, (x) such assignment, action or change results from the Designated Employee's termination of employment for Cause, or from the Designated Employee's Disability or death or (y) at the time of the termination, the Designated Employee shall have had a position with a title, level of duties and responsibilities substantially similar to the Designated Employee's title, duties and responsibilities immediately prior to the Change in Control (disregarding any changes as a result of the Company no longer

being publicly traded or becoming a subsidiary, and any changes to conform titles to those of equivalent positions in an affiliate of the Company);

- (b) a reduction by the Company in such Designated Employee's Annual Base Salary as in effect immediately prior to the Change in Control Date or as the same may be increased from time to time thereafter; a failure by the Company to increase such Designated Employee's salary at a rate commensurate with that of other similarly situated key executives of the Company; or a reduction in the target incentive opportunity percentage used to determine such Designated Employee's Target Bonus below the percentage in effect immediately prior to the Change in Control Date;
- (c) the failure by the Company to continue to provide such Designated Employee with benefits at least as favorable in the aggregate to those enjoyed by such Designated Employee under the Company's retirement, savings, life insurance, medical, health and accident, disability, and fringe benefit plans and programs in which such Designated Employee participated in immediately prior to the Change in Control Date; or the failure by the Company to provide such Designated Employee with the number of paid vacation days to which he or she was entitled on the basis of years of service with the Company in accordance with the Company's normal vacation policy in effect immediately prior to the Change in Control;
- (d) the failure by the Company to pay or provide to such Designated Employee with any material item of compensation or benefits promptly when due;
- (e) the failure of the Company to obtain an express written agreement from any successor to assume and agree to perform the obligations of this Plan, as contemplated in this Section 1.14 hereof or, if the business for which such Designated Employee's services are principally performed is sold at any time after a Change in Control, the failure of the Company to obtain such an agreement from the purchaser of such business;
- (f) if the employee has a separate severance agreement, then the occurrence of any event that constitutes good reason under such agreement; and
- (g) any other action or inaction that constitutes a material breach by the Company of the Plan or of an employment agreement between the Company and the Designated Employee.

provided, however, that an event described above in clause (a), (b), (c), (d), or (f), shall not constitute Good Reason unless it is communicated by such Designated Employee to the Company in writing and is not corrected by the Company in a manner which is reasonably satisfactory to such Designated Employee (including full retroactive correction with respect to any monetary matter) within ten (10) days of the Company's receipt of such written notice.

The Designated Employee's mental or physical incapacity following the occurrence of an event described above in clauses (a) through (g) shall not affect the Designated Employee's ability to resign employment for Good Reason. The Designated Employee shall not be deemed to have waived a claim of Good Reason as a result of the passage of no more than one hundred eighty (180) days between the Designated Employee's knowledge of the occurrence of the event which would constitute Good Reason and the assertion of such claim.

Notwithstanding the foregoing or anything to the contrary contained herein, any event described in clauses (a) through (g) above that occurs prior to a Change in Control ("Potential Good Reason Event") and the Designated Employee reasonably demonstrates that such event was at the request of a third party who had indicated an intention or taken steps reasonably calculated to effect a Change in Control and who effectuates a Change in Control within six (6) months following such Potential Good Reason Event, shall be deemed for purposes of this Plan to constitute Good Reason event occurring on the date of the Change in Control. If such Covered Employee terminated his employment prior to the Change in Control due to such event, but would have been a Designated Employee had his employment continued until the Change in Control, such former employee shall be deemed a Designated Employee who has a Qualifying Termination on the date of the Change in Control and the Designated Employee's Annual Base Salary and Target Bonus shall be determined as in effect immediately prior to the Potential Good Reason Event.

1.15 [Intentionally Omitted]

1.16 "Person" shall have the meaning given in Section 3(a)(9) of the Exchange Act, as modified and used in Sections 13(d) and 14(d) thereof, except that such term shall not include (i) the Company or any of its subsidiaries, (ii) a trustee or other fiduciary holding securities under an employee benefit plan of the Company or any of its Affiliates, (iii) an underwriter temporarily holding securities pursuant to an offering of such securities, or (iv) a corporation owned, directly or indirectly, by the stockholders of the Company in substantially the same proportions as their ownership of stock of the Company.

1.17 "Qualifying Termination" shall mean: (i) a Designated Employee's involuntary termination of employment with the Company during the Term other than a termination by reason of death, Disability or for Cause or (ii) a Designated Employee's resignation of employment with the Company during the Term for Good Reason.

1.18 "Term" shall mean the period of time representing a Designated Employee's employment that commences on the Change in Control Date and shall continue until a date that is: (a) 36 months after the Change in Control Date in the case of the Tier 1 Employee of the Company; and (b) 24 months for all other participants under the Plan.

1.19 "Tier 1 Employee" shall mean the Chief Executive Officer of the Company.

1.20 "Tier 2 Employee" shall mean each Designated Employee of the Company who is identified by the Company as a Tier 2 employee.

1.21 “Tier 3 Employee” shall mean each Designated Employee of the Company who is identified by the Company as a Tier 3 employee.

ARTICLE II  
EMPLOYMENT DURING THE TERM

During the Term, the following terms and conditions shall apply to a Designated Employee’s employment with the Company:

2.1 Titles; Reporting and Duties. A Designated Employee's position, title, nature and status of responsibilities and reporting obligations shall be no less favorable than those that such Designated Employee enjoyed immediately prior to the Change in Control Date.

2.2 Annual Base Salary. A Designated Employee's Annual Base Salary will be reviewed and increased in a manner commensurate with similarly situated employees.

2.3 Incentive Compensation. A Designated Employee shall be eligible to participate in each long-term incentive plan or arrangement established by the Company for its employees at such Designated Employee's level of seniority in accordance with the terms and provisions of such plan or arrangement and at a level consistent with the Company's practices applicable to each Designated Employee prior to the Change in Control Date.

2.4 Benefits. A Designated Employee shall be eligible to participate in all retirement, welfare and fringe benefit plans and arrangements that the Company provides to its employees in accordance with the terms of such plans and arrangements, which shall be no less favorable to such Designated Employee, in the aggregate, than the terms and provisions available to other similarly situated employees of the Company.

2.5 Location. A Designated Employee shall continue to be employed at a business location in the metropolitan area in which such Designated Employee was employed prior to the Change in Control Date and the amount of time that such Designated Employee is required to travel for business purposes will not be increased in any significant respect from the amount of business travel required of such Designated Employee prior to the Change in Control Date.

ARTICLE III  
SEVERANCE PAY FOR DESIGNATED EMPLOYEES

In the event of a Designated Employee's Qualifying Termination, the terminated Designated Employee shall be entitled to the following:

3.1 Payment of Wages and Accrued Vacation. The Company shall pay to such terminated Designated Employee within five (5) days of the date of such Qualifying Termination the full amount of any earned but unpaid Annual Base Salary through the Date of Termination at the rate in effect at the time of the Notice of Termination, plus a cash payment (calculated on the basis of such Designated Employee's Reference Salary) for all unused vacation time which such Designated Employee may have accrued as of the Date of Termination.

3.2 Payment of Cash Severance. Provided the Designated Employee's Release and Covenant has been timely executed in the manner provided in Article X and the period of revocation has expired, the terminated Designated Employee will receive the following cash benefits:

(a) Annual Incentive Award. The Company shall pay to such terminated Designated Employee a pro rata portion of the Designated Employee's award under the Annual Incentive Plan (or any successor plan) for the year in which such Qualifying Termination occurs, equal to the product of (x) the Designated Employee's Target Bonus and (y) a fraction, the numerator of which is the number of days in the current fiscal year through the date of the Designated Employee's Qualifying Termination, and the denominator of which is three hundred sixty five (365), calculated based on actual performance results as of the date of the Change in Control, plus the full amount of any bonus that the Designated Employee earned for the year prior to the year in which the Qualifying Termination occurs based on actual Company and individual performance, to the extent such bonus has not been paid prior to the Date of Termination. Except as otherwise provided in Sections 3.2(f) through (i) and 4.5 below, these cash payments will be made in a lump sum on the day following the Release Effective Date.

(b) Separation Payment. In addition, the Company shall pay to such terminated Designated Employee an amount equal to the Separation Payment as set forth in the table below based on the greater of the annual base salary of the Designated Employee in effect as of (i) the date that the Change in Control occurs or (ii) the date of the Designated Employee's Qualifying Termination (the "Annual Base Salary") and, if applicable, the target annual bonus in effect for such Designated Employee under the Company's Annual Incentive Plan (or any successor plan) or such other Company annual bonus plan (the "Company Bonus Plan") in which such Designated Employee participates as of the date of the Designated Employee's Qualifying Termination or, if more beneficial to the Designated Employee, on the date of the Change in Control (the "Target Bonus"), as indicated on the following table, based on a Designated Employee's "Designated Employee Category:"

Designated Employee Category	Severance Formula (Severance Period)
Tier 1 Employee	The sum of the Annual Base Salary and the Target Bonus multiplied by 3.
Tier 2 Employees	The sum of the Annual Base Salary and the Target Bonus multiplied by 2.
Tier 3 Employees	The sum of the Annual Base Salary and the Target Bonus

(c) Medical Coverage Payment. In addition, the Company shall pay to such Designated Employee a lump sum cash amount equal to the product of (i) the number of months of salary continuation to which such terminated Designated Employee is entitled pursuant to the provisions of Section 3.2(b) minus the number of months of COBRA subsidy the Designated Employee is entitled to receive under the Company's Separation Pay Plan, and (ii) the COBRA premium applicable to the terminated Designated Employee on his Termination of Employment, provided, however, the terminated Designated Employee is not required to apply the Medical Coverage Payment towards the payment of COBRA continuation coverage. Subject to Section 4.5, payment shall be made within 60 days of the Release Effective Date.

(d) Vesting and Exercise of Equity Awards. Provided the Designated Employee's Release and Covenant as set forth in the Exhibit has been timely executed and the period of revocation has expired, notwithstanding anything to the contrary contained in an applicable equity award agreement, all equity awards held by a terminated Designated Employee shall vest in full and, as applicable, shall become fully exercisable, as of the Date of Termination, except as otherwise provided in Sections 3.2(f) through (i) and 4.5 below. Notwithstanding anything in this Plan to the contrary, in no event shall the vesting and exercisability provisions applicable to a terminated Designated Employee under the terms of an Equity Award be less favorable to such Designated Employee than the terms and provisions of such awards in effect on the Change in Control Date.

(d) Vesting of Performance Awards. Subject to execution of the Release and Covenant set forth in Exhibit A and the expiration of the revocation period of such Release and notwithstanding anything to the contrary contained in an applicable Performance Award agreement, and except as otherwise provided in Sections 3.2(f) through (i) and 4.5 below, with respect to performance awards, the actual award credited to the terminated Designated Employee under the Company's long-term incentive plan shall vest in full as of the Date of Termination. Notwithstanding anything in this Plan to the contrary, in no event shall the vesting and exercisability provisions applicable to a terminated Designated Employee under

the terms of a Performance Awards agreement be less favorable to such Designated Employee than the terms and provisions of such awards in effect on the Change in Control Date.

(e) Out-Placement Services. Provided the Designated Employee's Release and Covenant as set forth in Exhibit A attached hereto has been timely executed and the period of revocation has expired, the Company shall, in the discretion of the Committee, as defined below, (i) reimburse the Designated Employee for or (ii) pay directly to a third-party service provider selected by the Committee, the Designated Employee's reasonable costs of outplacement services, subject to the maximum amount set forth in the table below:

<u>Designated Employee Category</u>	<u>Maximum Benefit</u>	
	a)	b)
Tier 1 Employee	c)	\$50,000
Tier 2 Employees	d)	\$25,000
Tier 3 Employees	e)	\$15,000

(f) Reduction of Certain Payments.

f) (i) Anything in this Plan to the contrary notwithstanding, in the event the Accounting Firm shall determine that receipt of all Payments would subject the Designated Employee to Excise Tax, the Accounting Firm shall determine whether to reduce the Plan Payments to the Reduced Amount. The Plan Payments shall be reduced to the Reduced Amount only if the Accounting Firm determines that the Designated Employee would retain a greater value of benefit on an after-tax basis than if the Plan Payments were not so reduced. If such a determination is not made, the Designated Employee shall receive all Plan Payments to which he or she is entitled under this Plan.

g) (ii) If the Accounting Firm determines that aggregate Plan Payments should be reduced to the Reduced Amount, the Company shall promptly give the Designated Employee notice to that effect and a copy of the detailed calculation thereof, and the Company shall determine which of the Plan Payments shall be eliminated or reduced (as long as after such election the Value of the aggregate Plan Payments equals the Reduced Amount) and shall notify the Designated Employee promptly of such election. All determinations made by the Accounting Firm under this Section 3.2(i) and shall be binding upon the Company and the Designated Employee and shall be made within sixty (60) days of a termination of employment of the Designated Employee. As promptly as practicable following such determination, the Company shall pay to or distribute for the benefit of the Designated Employee such Plan Payments as are then due to the Designated Employee under this Plan and shall promptly pay to or distribute for the benefit of the Designated Employee in the future such Plan Payments as become due to the Tier Employee under this Plan.



- (j) Definitions. The following terms shall have the following meanings for purposes of Sections 3.2(f):
- i. “Excise Tax” shall mean the excise tax imposed by Section 4999 of the Code, together with any interest or penalties imposed with respect to such excise tax;
  - ii. A “Payment” shall mean any payment or distribution in the nature of compensation (within the meaning of Section 280G(b)(2) of the Code) to or for the benefit of the Designated Employee, whether paid or payable pursuant to this Plan or otherwise;
  - iii. “Plan Payment” shall mean a Payment paid or payable pursuant to this Plan (disregarding this Section);
  - iv. [Intentionally Omitted];
  - v. “Reduced Amount” shall mean the greatest amount of Plan Payments which can be paid pursuant to Section 2(e)(i) above that would not result in the imposition of Excise Tax if the Accounting Firm determines to reduce Plan Payments pursuant to such Section;
  - vi. “Value” of a Payment shall mean the economic present value of a Payment as of the date of the Change in Control for purposes of Section 280G of the Code, as determined by the Accounting Firm using the discount rate required by Section 280G(d)(4) of the Code.

ARTICLE IV  
LIMITATION ON PAYMENT OF BENEFITS.

4.1 Non-Duplication of Benefits. Notwithstanding any other provision in the Plan to the contrary, the benefits provided hereunder shall be in lieu of any other severance plan and/or retention agreement benefits provided by the Company and the severance benefits and other benefits provided under this Plan shall be reduced by any severance paid or provided to a Designated Employee by the Company under any other plan or arrangement.

4.2 Indebtedness of Designated Employee. If a Designated Employee is indebted to the Company at his or her Date of Termination, the Company reserves the right to offset any benefits under this Plan by the amount of such indebtedness, provided that such offset shall not give rise to any tax under Section 409A of the Code.

4.3 Withholding. Amounts paid to a Designated Employee hereunder shall be subject to all applicable federal, state and local withholding taxes and other standard Company deductions.

4.4 Waiver of Any Other Company Retention/Severance Agreement. A terminated Designated Employee may elect, in his or her sole discretion, to waive each and every prior retention and/or severance agreement entered into between a Participating Company and such terminated Designated Employee in order to participate and receive the severance benefits provided under this Plan. Such waiver shall be in writing in such form as may reasonably be specified by the Committee and shall be filed with the Company in accordance with such rules and procedures as may be reasonably established by the Committee.

4.5 Application of Section 409A. The intent of the Company is that payments and benefits under the Plan comply with Section 409A of the Code to the extent subject thereto, and, accordingly, to the maximum extent permitted, the Plan shall be interpreted and be administered to be in compliance therewith. Notwithstanding anything to the contrary in the other provisions of the Plan, to the extent required in order to avoid accelerated taxation and/or tax penalties under Section 409A of the Code, a Designated Employee shall not be considered to have terminated employment or service with the Company or its Affiliates for purposes of the Plan and no payment or benefit shall be due to the Designated Employee under the Plan until the Designated Employee would be considered to have incurred a "separation from service" from the Company or its Affiliates within the meaning of Section 409A of the Code, and to the extent that any amounts are payable upon a separation from service and such payment would result in the imposition on any individual of additional income tax under Section 409A of the Code, the payment of such amounts shall instead be made on the first business day after the date that is six months following such separation from service (or death, if earlier). Each amount to be paid or benefit to be provided pursuant to the Plan shall be construed as a separate identified payment for purposes of Section 409A of the Code. With respect to amounts eligible for reimbursement under the terms of the Plan, the amount eligible for reimbursement in any taxable year shall not affect the amounts eligible for reimbursement in another taxable year and any such amounts shall be reimbursed no later than the end of the calendar year following the calendar year in which the related expenses were incurred, except, in each case, to

the extent that the right to reimbursement does not provide for a “deferral of compensation” within the meaning of Section 409A of the Code.

ARTICLE V  
ADMINISTRATION, AMENDMENT AND TERMINATION; TERM

5.1 Administration by the Committee. The Plan shall be administered by the Committee.

5.2 Committee Members. The "Committee" shall be composed of those individuals at the Company who hold the titles of Senior Vice President and General Counsel, and Chief Administrative Officer, or titles functionally equivalent thereto, and another employee of the Company as shall be appointed by the Board (“Committee Members”). The designation of an individual as holding such title or position shall constitute automatic appointment to the Committee and the resignation or other termination of employment or change to a different position by a Committee member shall constitute automatic resignation from the Committee. Notwithstanding the foregoing, upon a Change in Control, a majority of the Committee Members shall be comprised of persons who were members of the Committee prior to the Change in Control or who are elected to serve as additional members as provided below. This shall be accomplished by retaining a majority of those persons who were Committee Members prior to the Change in Control, regardless of whether such members' job titles have changed or they would otherwise be deemed to have automatically resigned their membership on the Committee. In the event that a majority of the members of the Committee prior to the Change in Control are unwilling or unable to continue to serve as members of the Committee, the members of the Committee shall, by majority vote, elect sufficient additional members who were employed by the Company a minimum of five (5) years prior to the Change in Control (“Dana Members”), so that a majority of the Committee Members are either Committee Members prior to the Change in Control or Dana Members.

5.3 Compensation, Indemnification and Expenses. The Committee Members shall not receive compensation for their services on the Committee. The Company shall indemnify and hold harmless each member of the Committee against any and all expenses and liabilities arising out of his administrative functions or fiduciary responsibilities, including any expenses and liabilities that are caused by or result from an act or omission constituting the negligence of such member in the performance of such functions or responsibilities, but excluding expenses and liabilities that are caused by or result from such member's own gross negligence or willful misconduct. Expenses against which such member shall be indemnified hereunder shall include, without limitation, the amounts of any settlement or judgment, costs, counsel fees, and related charges reasonably incurred in connection with a claim asserted or a proceeding brought or settlement thereof. To the extent required by applicable law, but not otherwise, Committee members shall furnish bond or security for the performance of their duties hereunder. Any expenses properly incurred by the Committee incident to the administration, termination or protection of the Plan, including the cost of furnishing bond, shall be paid by the Company.

5.4 Committee Powers and Responsibilities. The Committee shall have all powers necessary to enable it properly to carry out its duties with respect to the complete control of the administration of the Plan. Not in limitation, but in amplification of the foregoing, the Committee shall have the power and authority in its discretion to:

(a) Construe the Plan to determine all questions that shall arise as to interpretations of the Plan's provisions, including determination of which individuals are eligible for severance benefits, the amount of severance benefits to which any employee may be entitled, the determination of which type of Designated Employee any individual is (i.e., Tier 1 Employee, a Gross-Up Employee or a Tier 3 Employee) and all other matters pertaining to the Plan;

(b) Adopt amendments to the Plan document which are deemed necessary or desirable bring these documents into compliance with all applicable laws and regulations, including but not limited to Code Section 409A and the guidance thereunder; and

(c) Establish procedures for determining who the Dana Members of the Committee shall be after a Change in Control and/or for electing Dana Members of the Committee pursuant to Article VI (b). For purposes of this Section 5.4(c), only those persons who were members of the Committee prior to the Change in Control shall be authorized to vote.

(d) No member of the Committee may act or vote in a decision of the Committee specifically relating to himself or herself as a Designated Employee in the Plan.

5.5 Decisions of the Committee. Decisions of the Committee made in good faith upon any matter within the scope of its authority shall be final, conclusive and binding upon all persons, including Designated Employees and their legal representatives. Any discretion granted to the Committee shall be exercised in accordance with such rules and policies as may be established by the Committee from time to time.

5.6 Plan Amendment. The Plan may be amended by the Committee as provided by Section 5.4(b) and may also be amended by resolution of the Board of Directors of the Company: (i) for the purposes specified in Section 5.4(b), (ii) to increase the amount and/or type of severance benefits provided by the Plan, and (iii) to extend the Plan termination date as provided in Section 5.7. Except as otherwise provided in this Section 5.6, the Plan may not be amended prior to its termination, or, in the event the Plan is extended as provided in this Section 5.6, the date on which it would have terminated under Section 5.7 had it not been extended.

5.7 Plan Termination. This Plan shall terminate automatically five (5) years from the Effective Date unless extended by the Company or unless a Change in Control shall have occurred prior thereto, in which case the Plan shall terminate following the later of the date which is at least thirty-six (36) months after the Change in Control Date or the payment of all severance benefits due under the Plan.

ARTICLE VI  
CLAIMS FOR BENEFITS

Any person who believes he or she is entitled to benefits under this Plan may submit a claim for benefits. The claim must be in writing and should state the claimant's reasons for claiming these benefits. The claims should be sent to the Change in Control Severance Plan Administrative Committee of Dana Holding Company. If the claim is denied, in whole or in part, written notice of the denial will be provided within ninety (90) days of initial receipt of the claim. Such notice will include an explanation of the factors on which the denial is based and what, if any, additional information is needed to support the claim. Further review of the claim may be obtained by filing a written request for review. An individual whose claim for benefits is denied may file a request for review with the Committee within sixty (60) days. After receiving a request for review, the Committee will render a final decision within sixty (60) days, unless circumstances require an extension of an additional sixty (60) days for the review. In this case, the Committee will notify the claimant in writing of the need for an extension. The Committee's decision will be in writing, setting forth the specific reasons for the decision, as well as specific references to the Plan provisions upon which the decision is based.

ARTICLE VII  
LEGAL FEES AND EXPENSES

The Company shall pay all reasonable legal fees and disbursements (if any) which reflect common practice with respect to the matters involved) incurred by or on behalf of any Designated Employee in connection with claims or disputes under this Plan, if the Designated Employee is the prevailing party on any material issue in any such dispute. The reimbursement shall be made as soon as practicable following the resolution of such claim or dispute to the extent that the Company receives reasonable written evidence of such fees and expenses.

ARTICLE VIII  
MISCELLANEOUS

8.1 No Contract of Employment. The adoption and maintenance of the Plan shall not be deemed to be a contract of employment between the Company and any person or to be consideration for the employment of any person. Nothing in this Plan shall be construed as giving any Designated Employee any right to be retained in the employ of the Company or shall affect the terms and conditions of a Designated Employee's employment with the Company prior to the commencement of the Term.

8.2 ERISA Plan. This Plan is intended to be (a) an employee welfare plan as defined in Section 3(1) of ERISA and (b) a "top-hat" plan maintained for the benefit of a select group of management or highly compensated employees of the Company.

8.3 Effect of Plan. Except with respect to Designated Employees who have individual written employment, severance or Change in Control contracts or agreements with the Company on the Effective Date ("Individual Agreements"), this Plan is intended to supersede provisions of prior oral or written policies of the Employer to the extent that such provisions address severance payments or benefits provided upon a Change in Control and all prior oral or written communications to Designated Employees with respect to the subject matter hereof, and all such provisions of such prior policies or communications are hereby null and void and of no further force and effect. The terms of all Individual Agreements shall continue without change and are not superseded, modified, voided or terminated by the Plan.

8.4 Source of Payments. All payments provided under this Plan, other than payments made pursuant to any other Company employee benefit plan which provides otherwise, shall be paid in cash from the general funds of the, and no special or separate fund shall be established, and no other segregation of assets made, to assure payment. To the extent that any person acquires a right to receive payments from the Company hereunder, such right shall be no greater than the right of an unsecured creditor of the Company.

8.5 Date and Notice of Termination. Any termination of a Designated Employee's employment by the Company or by such Designated Employee during the Term shall be communicated by a notice of termination to the other party hereto (the "Notice of Termination"). The Notice of Termination shall indicate the specific termination provision in this Plan relied upon and shall set forth in reasonable detail the facts and circumstances claimed to provide a basis for termination of the Designated Employee's employment under the provision so indicated. The date of a Designated Employee's termination of employment with the Company shall be determined as follows: (a) if employment is terminated by the Company in an Qualifying Termination, five (5) days after the date the Notice of Termination is provided by the Company, (b) if employment is terminated by the Company for Cause, the later of the date specified in the Notice of Termination or ten (10) days following the date such notice is received by the Designated Employee, and (c) if the basis of a Designated Employee's Qualifying Termination is such the Designated Employee's

resignation for Good Reason, the Date of Termination shall be ten (10) days after the date such Designated Employee's Notice of Termination is received by the Company.

8.6 No Mitigation or Retirement Plan Offset. A terminated Designated Employee shall not be required to mitigate the amount of any payment provided for in this Plan by seeking other employment or otherwise, nor shall the amount of any payment or benefit provided for in this Plan be reduced (except as set forth in Sections 3.2(f) or 3.2(i) above) by any compensation earned by such a terminated Designated Employee as the result of employment by another employer or by retirement benefits paid by the Company or another employer after the Date of Termination or otherwise.

8.7 Notice. For the purpose of this Plan, notices and all other communications provided for in this Plan shall be in writing and shall be deemed to have been duly given when delivered or mailed by overnight courier or United States registered mail, return receipt requested, postage prepaid, addressed to the Change in Control Severance Plan Administrative Committee, Dana Holding Corporation, 3939 Technology Drive, Toledo, OH 43537, with a copy to the General Counsel of the Company, or to a Designated Employee at the address set forth in the Company's payroll records or to such other address as either party may have furnished to the other in writing in accordance herewith, except that notice of change of address shall be effective only upon receipt.

8.8 Nonalienation of Benefits. No benefit under the Plan may be assigned, transferred, pledged as security for indebtedness or otherwise encumbered by any Designated Employee or subject to any legal process for the payment of any claim against a Designated Employee.

8.9 Validity. The invalidity or unenforceability of any provision of this Plan shall not affect the validity or enforceability of any other provision of this Plan, which shall remain in full force and effect.

8.10 Headings. The headings contained in this Plan are intended solely for convenience of reference and shall not affect the rights of the parties to this Plan.

8.11 Resolution of Disputes; Choice of Forum. The parties agree that any dispute, controversy or claim arising out of or relating to this Plan shall be resolved by final and binding arbitration, enforceable under the Federal Arbitration Act, administered by the American Arbitration Association under its Commercial Arbitration Rules, and judgment on the award rendered by the arbitrators may be entered in any court having jurisdiction thereof. All such disputes, controversies or claims shall be determined by a panel of three arbitrators selected in accordance with the rules of the American Arbitration Association and the arbitration shall be conducted in the City of Toledo, State of Ohio. The provisions of Section 8.1 shall apply to disputes submitted to arbitration, provided that the Company shall be responsible for all expenses of the arbitration proceeding. This Section 8.11 shall, along with Section 8.1 survive the termination of this Plan for any reason.



ARTICLE IX  
SUCCESSORS; BINDING AGREEMENT

9.1 Assumption by Successor. The Company will require any successor (whether direct or indirect, by purchase, merger, consolidation or otherwise) to all or substantially all of the business or assets of the Company expressly to assume and to agree to perform the obligations under this Plan in the same manner and to the same extent that the Company would be required to perform it if no such succession had taken place; provided, however, that no such assumption shall relieve the Company of its obligations hereunder. As used in this Section 9, the "Company" shall include the Company as defined in Section 1.10 and any successor to its business and/or assets which assumes and agrees to perform the obligations arising under this Plan by operation of law or otherwise.

9.2 Enforceability; Beneficiaries. This Plan shall be binding upon and inure to the benefit of each Designated Employee (and such Designated Employee's personal representatives and heirs) and the Company and any organization which succeeds to substantially all of the business or assets of the Company, whether by means of merger, consolidation, acquisition of all or substantially all of the stock, assets or business of the Company or otherwise, including, without limitation, as a result of a Change in Control or by operation of law. This Plan shall inure to the benefit of and be enforceable by each Designated Employee' personal or legal representatives, executors, administrators, successors, heirs, distributees, devisees and legatees. If a Designated Employee should die while any amount would still be payable hereunder if such Designated Employee had continued to live, all such amounts, unless otherwise provided herein, shall be paid in accordance with the terms of this Plan to such Designated Employee's devisee, legatee or other designee or, if there is no such designee, to such Designated Employee's estate.

ARTICLE X  
RELEASE OF CLAIMS

As a condition to the receipt of any severance benefits under the Plan, each Designated Employee must execute and allow to become effective the Release and Covenant as set forth in Exhibit A attached hereto with such execution occurring not prior to the Date of Termination and not later than forty-five (45) days after the Designated Employee's receipt thereof. The date on which such Release and Covenant becomes effective is the "Release Effective Date". No severance benefits shall be paid to a Designated Employee under this Plan prior to the Release Effective Date.

**Approved and Adopted by the Board of Directors on April 22, 2013**

## EXHIBIT A

### FORM OF RELEASE AND COVENANT AGREEMENT

This Release and Covenant Agreement (“Agreement”) is entered into as of this \_\_\_\_ day of \_\_\_\_\_, hereinafter “Execution Date”, by and between [Employee Full Name] (hereinafter “Employee”), and [Employer Full Name] and its parent companies, affiliates, successors and assigns (hereinafter, the “Company”). The Employee and the Company are sometimes collectively referred to as the “Parties”. Capitalized terms that are not defined herein shall have the meaning set forth in the Company’s Change in Control Severance Plan (the “Plan”).

1. The Employee’s employment with the Company is terminated effective [Month, Day, Year] (hereinafter “Termination Date”). The Company agrees to provide the Employee the severance benefits provided for in the Plan after he/she executes this Agreement and this Agreement becomes effective pursuant to its terms and does not revoke it as permitted in Section 5 below, the expiration of such revocation period being the “Effective Date”).
2. Employee represents that he has not filed, and will not file, any complaints, lawsuits, administrative complaints or charges relating to his employment with, or resignation from, the Company provided, however, that nothing contained in this Section 2 shall prohibit Employee from bringing a claim to challenge the validity of the ADEA Release in Section 5 herein. In consideration of the benefits described in Section 1, for himself and his heirs, administrators, representatives, executors, successors and assigns (collectively, “Releasers”), Employee agrees to release the Company, its subsidiaries, affiliates, and their respective parents, direct or indirect subsidiaries, divisions, affiliates and related companies or entities, regardless of its or their form of business organization, any predecessors, successors, joint ventures, and parents of any such entity, and any and all of their respective past or present shareholders, partners, directors, officers, employees, consultants, independent contractors, trustees, administrators, insurers, agents, attorneys, representatives and fiduciaries, including without limitation all persons acting by, through, under or in concert with any of them (collectively, the “Released Parties”), from any and all claims, charges, complaints, causes of action or demands relating to his employment or termination of employment that Employee and his Releasers now have or have ever had against the Released Parties, whether known or unknown. This Release specifically excludes claims, charges, complaints, causes of action or demand that (a) post-date the Termination Date, (b) relate to unemployment compensation claims, (c) involve rights to benefits in which Employee is vested as of the Termination Date under any employee benefit plans and arrangements of the Company, (d) relate to claims for indemnification by Employee, or (e) involve obligations owed to Employee by the Company under the Plan.
3. The Company, on its own behalf and on behalf of the Released Parties, hereby releases Employee from all claims, causes of actions, demands or liabilities which arose against the Employee on or before the time it signs this Agreement, whether known or unknown. This Paragraph, however, does not apply to or adversely affect any claims against Employee which allege or involve obligations owed by him to the Company under this Agreement. The Company will indemnify Employee for reasonable attorneys’ fees, costs and damages which may arise in connection with any proceeding by the Company or any Released Party which is inconsistent with this Release by the Company and the Released Parties.
4. By virtue of the Employee’s employment with the Company, (i) the Employee was given access to, and helped analyze, formulate or otherwise use, Confidential Information, (ii) the

Employer has devoted substantial time, money, and effort to develop Confidential Information and maintain the proprietary and confidential nature thereof, and (iii) Confidential Information is proprietary and confidential and, if any Confidential Information were disclosed or became known by persons engaging in a business in any way competitive with the Company's Business, such disclosure would result in hardship, loss, irreparable injury, and damage to the Employer, the measurement of which would be difficult, if not impossible, to determine. Accordingly, the Employee agrees that (i) the preservation and protection of Confidential Information is an essential part of his duties of employment and that, as a result of his employment with the Employing Companies, he has a duty of fidelity, loyalty, and trust to the Company in safeguarding Confidential Information. The Employee further agrees that he will use his best efforts, exercise utmost diligence, and take all steps necessary to protect and safeguard Confidential Information, whether such information derives from the Employee, other employees of the Employer, Customers, Prospective Customers, or vendors or suppliers of the Employer, and that he will not, directly or indirectly, use, disclose, distribute, or disseminate to any other person or entity or otherwise employ Confidential Information, either for his own benefit or for the benefit of another, except as required in the ordinary course of his employment by the Employing Companies. The Employee shall follow all Company policies and procedures to protect all Confidential Information and shall take any additional precautions necessary under the circumstances to preserve and protect against the prohibited use or disclosure of any Confidential Information.

Under the terms of this Agreement, "Confidential Information" shall mean:

Materials, records, documents, data, statistics, studies, plans, writings, and information (whether in handwritten, printed, digital, or electronic form) relating to the Company's Business that are not generally known or available to the Company's business, trade, or industry or to individuals who work therein other than through a breach of this Agreement, or trade secrets of the Employer.

Confidential Information includes, but is not limited to: (i) information about the Employer's employees; (ii) information about the Employer's compensation policies, structure, and implementation; (iii) hardware, software, and computer programs and technology used by Employer; (iv) Customer and Prospective Customer identities, lists, and databases, including private information related to customer history, loan activity, account balances, and financial information; (v) strategic, operating, and marketing plans; (vi) lists and databases and other information related to the Employer's vendors; (vii) policies, procedures, practices, and plans related to pricing of products and services; and (viii) information related to the Employer's acquisition and divestiture strategy. Information or documents that are generally available or accessible to the public shall be deemed Confidential Information, if the information is retrieved, gathered, assembled, or maintained by the Employer in a manner not available to the public or for a purpose beneficial to the Employer.

The confidentiality obligations contained in this Release and Covenant shall continue as long as Confidential Information remains confidential (except that the obligations shall continue, if Confidential Information loses its confidential nature through improper use or disclosure, including but not limited to any breach of this Agreement) and shall survive the termination of this Agreement and/or termination of the Employee's employment with the Employing Companies.

From time to time, the Employer may, for its own benefit, choose to place certain Confidential Information in the public domain. The fact that Confidential Information may be made available to the public in a limited form and under limited circumstances does not change the confidential

and proprietary nature of such information, and does not Release the Employee from his obligations with respect to such Confidential Information.

#### Ownership of Documents and Return of Materials at Termination of Employment.

Any and all documents, records, and copies thereof, including but not limited to hard copies or copies stored digitally or electronically, pertaining to or including Confidential Information (collectively, "Company Documents") that are made or received by the Employee during his employment shall be deemed to be property of the Employer. The Employee shall use Company Documents and information contained therein only in the course of his employment for the Employing Companies and for no other purpose. The Employee shall not use or disclose any Company Documents to anyone except as authorized in the course of his employment and in furtherance of the Company's Business.

Upon Termination of Employment, the Employee shall immediately deliver to Company (with or without request) all Company Documents and all other Employer property in the Employee's possession or under his custody or control.

5. Employee hereby agrees that he will not engage in Competition in the event of a Qualifying Termination during the twelve (12) months immediately following the Qualifying Termination. The word "Competition" for the purposes of this Agreement shall mean:

(1) taking a management position with or control of a business engaged in the design, development, manufacture, marketing or distribution of products, which constituted 15% or more of the sales of the Company and its Subsidiaries and Affiliates during the last fiscal year of the Company preceding the termination of the Employee's employment, in any geographical area in which the Company, its Subsidiaries or Affiliates is at the time engaging in the design, development, manufacture, marketing or distribution of such products; provided, however, that in no event shall ownership of less than 5% of the outstanding capital stock entitled to vote for the election of directors of a corporation with a class of equity securities held of record by more than 500 persons, standing alone, be deemed Competition with the Company within the meaning of this Section 5,

(2) soliciting any person who is a customer of the businesses conducted by the Company, or any business in which Employee has been engaged on behalf of the Corporation and its Subsidiaries or Affiliates at any time during the term of the Plan on behalf of a business described in clause (1) of this Section 5,

(3) inducing or attempting to persuade any employee of the Company or any of its Subsidiaries or Affiliates to terminate his employment relationship in order to enter into employment with a business described in clause (1) of this Section 5, or

(4) making or publishing any statement which is, or may reasonably be considered to be, disparaging of the Company or any of its Subsidiaries or Affiliates, or directors, officers, employees or the operations or products of the Company or any of its Subsidiaries or Affiliates, except to the extent Employee, during Employee's employment with the Company, makes the statement to employees or other representatives of the Company or any of its Subsidiaries or Affiliates in furtherance of the Company's business and the performance of his services hereunder.

6. In further recognition of the severance payment made to Employee, Employee hereby voluntarily and knowingly releases and waives all rights or claims that he/she may have against the Released Parties arising under Title VII of the Civil Rights act of 1964, as amended, the Age Discrimination in Employment Act of 1967, as amended ("ADEA"), the Americans with Disabilities Act, as amended, the Family Medical Leave Act, or any parallel federal or state statute, ordinance or court decision and claims for attorneys fees and costs other than any such rights or claims that may arise after the date of execution of this Release. Employee specifically agrees and acknowledges that: (A) the release in this Section 6 was granted in exchange for the receipt of consideration that exceeds the amount to which he/she would otherwise be entitled to receive upon termination of his/her employment; (B) he/she has hereby been advised in writing by the Company to consult with an attorney prior to executing this Agreement; (C) the Company has given him/her a period of up to twenty-one (21) days within which to consider this Agreement, which period shall be waived by the Employee's voluntary execution prior to the expiration of the twenty-one day period, and he/she has carefully read and voluntarily signed this Agreement with the intent of releasing the Released Parties to the extent set forth herein; and (D) following his/her execution of this Release he/she has seven (7) days in which to revoke his/her release as set forth in this Section 6 only and that, if he/she chooses not to so revoke, the Agreement in this Section 6 shall then become effective and enforceable and the payment listed above shall then be made to his/her in accordance with the terms of this Agreement and the Plan. To cancel this Agreement, Employee understands that he/she must give a written revocation to the General Counsel of the Company at [ ], either by hand delivery or certified mail within the seven-day period. If he/she rescinds the Agreement, it will not become effective or enforceable and he/she will not be entitled to any benefits from the Company.]

7. If any provision of this Agreement is held invalid, the invalidity of such provision shall not affect any other provisions of this Agreement. This Agreement is governed by, and construed and interpreted in accordance with the laws of the State of [ ], without regard to principles of conflicts of law. Employee consents to venue and personal jurisdiction in the State of [ ] for disputes arising under this Agreement. This Agreement represents the entire understanding with the Parties with respect to subject matter herein, and no other inducements or representations have been made or relied upon by the Parties. This Agreement shall be binding upon and inure to the benefit of Employee, his heirs and legal representatives, and the Company and its successors as provided in this Section 7. Any modification of this Agreement must be made in writing and be signed by Employee and the Company.

ACCEPTED AND AGREED TO:

\_\_\_\_\_  
[Employer Full Name]                      [Employee Full Name]

Dated: \_\_\_\_\_ Dated: \_\_\_\_\_

**COMPUTATION OF RATIO OF EARNINGS TO FIXED CHARGES**  
**(Dollars in millions)**

	2015	2014	2013	2012	2011
Income from continue operations before income taxes	\$ 292	\$ 260	\$ 368	\$ 364	\$ 306
Fixed charges	129	140	155	141	143
Distributed income of equity investees	16	16	10	3	4
	<u>437</u>	<u>416</u>	<u>533</u>	<u>508</u>	<u>453</u>
Less preference security dividend requirements		5	37	36	43
Earnings	<u>\$ 437</u>	<u>\$ 411</u>	<u>\$ 496</u>	<u>\$ 472</u>	<u>\$ 410</u>
Interest	\$ 113	\$ 118	\$ 99	\$ 84	\$ 79
Interest element of rentals	16	17	19	21	21
Preference security dividend requirements		5	37	36	43
Fixed charges	<u>\$ 129</u>	<u>\$ 140</u>	<u>\$ 155</u>	<u>\$ 141</u>	<u>\$ 143</u>
Ratio of earnings to fixed charges	3.39	2.94	3.20	3.35	2.87

**DANA HOLDING CORPORATION**  
**Consolidated Subsidiaries as of December 31, 2015\***

**Name of Company   Incorporation**

D.E.H. Holdings SARL   Luxembourg  
D-Gestiona, S. de R.L. de C.V.   Mexico  
Dana (Deutschland) Grundstuckverwaltungs GmbH   Germany  
Dana (Wuxi) Technology Co. Ltd.   China  
Dana Australia (Holdings) Pty. Ltd.   Australia  
Dana Australia Pty. Ltd.   Australia  
Dana Automocion, S.A.   Spain  
Dana Automotive (Cayman) Limited   Cayman Islands  
Dana Automotive (Gibraltar) Limited   Gibraltar  
Dana Automotive Aftermarket, Inc.   Delaware  
Dana Automotive Systems Group, LLC   Ohio  
Dana Belgium NV   Belgium  
Dana Brazil Holdings I LLC   Virginia  
Dana Canada Corporation   Canada  
Dana Canada Holding Company   Canada  
Dana Canada Investment ULC   Canada  
Dana Canada LP   Canada  
Dana Comercializadora, S. de R.L. de C.V.   Mexico  
Dana Commercial Vehicle Manufacturing, LLC   Ohio  
Dana Commercial Vehicle Products, LLC   Ohio  
Dana Companies, LLC   Virginia  
Dana de México Corporacion, S. de R.L. de C.V.   Mexico  
Dana Driveshaft Manufacturing, LLC   Ohio  
Dana Driveshaft Products, LLC   Ohio  
Dana Ejes S.A. de C.V.   Mexico  
Dana Equipamentos Ltda.   Brazil  
Dana Europe AG   Switzerland  
Dana Europe Financing (Ireland) Limited   Ireland  
Dana European Holdings Luxembourg S.a.r.l.   Luxembourg  
Dana Global Luxembourg S.a.r.l.   Luxembourg  
Dana Global Manufacturing BV   Netherlands  
Dana Global Manufacturing S.a.r.l.   Luxembourg  
Dana Global Products, Inc.   Michigan  
Dana GmbH   Germany  
Dana Heavy Axle Mexico S.A. de C.V.   Mexico  
Dana Heavy Vehicle Systems Group, LLC   Ohio  
Dana Holding GmbH   Germany  
Dana Holdings SRL   Argentina  
Dana Hong Kong Holding Limited   Hong Kong  
Dana Hungary kft   Hungary  
Dana India Private Limited   India  
Dana India Technical Centre Private Limited   India  
Dana Industrias Ltda.   Brazil  
Dana International Luxembourg S.a.r.l.   Luxembourg  
Dana Investment GmbH   Germany  
Dana Italia, SpA   Italy  
Dana Japan, Ltd.   Japan  
Dana Korea Co. Ltd.   Korea  
Dana Light Axle Manufacturing, LLC   Ohio  
Dana Light Axle Products, LLC   Ohio  
Dana Limited   Ohio  
Dana Manufacturing Luxembourg S.a.r.l.   Luxembourg  
Dana Mauritius Limited   Mauritius



**Name of Company   Incorporation**

Dana Off Highway Products, LLC   Ohio  
Dana San Luis S.A.   Argentina  
Dana SAS   France  
Dana Sealing Manufacturing, LLC   Ohio  
Dana Sealing Products, LLC   Ohio  
Dana Spicer (Thailand) Limited   Thailand  
Dana Spicer Europe Limited   United Kingdom  
Dana Spicer Industria e Comercio Autopecas Ltda.   Brazil  
Dana Spicer Axle South Africa (Pty) Ltd.   South Africa  
Dana Thermal Products, LLC   Ohio  
Dana UK Automotive Systems Limited   United Kingdom  
Dana UK Axles Limited   United Kingdom  
Dana UK Driveshaft Limited   United Kingdom  
Dana World Trade Corporation   Delaware  
Fujian Spicer Drivetrain System Co., Ltd.   China  
Industria de Ejes y Transmisiones S.A.   Colombia  
Nippon Reinz Co. Ltd.   Japan  
Reinz-Dichtungs-GmbH   Germany  
ROC Spicer Investment Co., Ltd.   British Virgin Islands  
ROC Spicer, Ltd.   Taiwan  
Shenyang Spicer Driveshaft Co. Ltd.   China  
Spicer Axle Australia Pty Ltd   Australia  
Spicer Ayra Cardan, S.A.   Spain  
Spicer Ejes Pesados S.A.   Argentina  
Spicer France S.A.S.   France  
Spicer Gelenkwellenbau GmbH   Germany  
Spicer Heavy Axle & Brake, Inc.   Michigan  
Spicer India Private Limited   India  
Spicer Nordiska Kardan AB   Sweden  
Tai-Ya Investment (HK) Co., Ltd.   Hong Kong  
Taiguang Investment (BVI) Co., Ltd.   British Virgin Islands  
Taiguang Investment (HK) Co., Ltd.   Hong Kong  
Taiguang Investment Co. Ltd   Taiwan  
Taijie Investment Co. Ltd   Taiwan  
Taiyang Investment Co. Ltd   Taiwan  
Talesol S.A.   Uruguay  
Tecnologia de Moci3n Controlada S. de R.L. de C.V.   Mexico  
Thermal Products France SAS   France  
Transejes Ecuador CIA. Ltda.   Ecuador  
Transejes Transmisiones Homocineticas de Colombia S.A.   Colombia  
Victor Reinz India Private Limited   India  
Victor Reinz Valve Seals, L.L.C.   Indiana  
Wrenford Insurance Company Limited   Bermuda

\* Subsidiaries not shown by name in the above list, if considered in the aggregate as a single subsidiary, would not constitute a significant subsidiary.

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We hereby consent to the incorporation by reference in (i) the Registration Statements on Form S-8 (Nos. 333-149191 and 333-181101) and (ii) the Registration Statement on Form S-3ASR (333-200720) of Dana Holding Corporation of our report dated February 18, 2016 relating to the consolidated financial statements, financial statement schedule and the effectiveness of internal control over financial reporting, which appears in this Form 10-K.

/s/ PricewaterhouseCoopers LLP

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Toledo, Ohio

February 18, 2016

**POWER OF ATTORNEY**

Each of the undersigned directors and/or officers of Dana Holding Corporation, a corporation organized under the laws of the State of Delaware (the "Corporation"), hereby constitutes and appoints Marc S. Levin, Robert W. Spencer, Jr. and Linda Grant, his or her true and lawful attorney-in-fact and agent with full power for and on their behalf to do any and all acts and things and execute any and all instruments which the attorney-in-fact and agent may deem necessary or advisable in order to enable Dana Holding Corporation to comply with the Securities Exchange Act of 1934, as amended, and any requirements of the Securities and Exchange Commission, in connection with the Annual Report of Dana Holding Corporation on Form 10-K for the year ended December 31, 2015 and any and all amendments thereto, and to file the same with the Securities and Exchange Commission on behalf of Dana Holding Corporation under the Securities Exchange Act of 1934, as amended. Each of the undersigned ratifies and confirms all that any of the attorneys-in-fact and agents shall do or cause to be done by virtue hereof. Any one of the attorneys-in-fact and agents shall have, and may exercise, all the powers conferred by this instrument.

This Power of Attorney shall be effective as of February 18, 2016, and shall end automatically as to each undersigned upon the termination of his service as a director and/or officer of Dana Holding Corporation.

/s/ Virginia A. Kamsky  
Virginia A. Kamsky

/s/ Mark A. Schulz  
Mark A. Schulz

/s/ Terrence J. Keating  
Terrence J. Keating

/s/ Keith E. Wandell  
Keith E. Wandell

/s/ R. Bruce McDonald  
R. Bruce McDonald

/s/ James K. Kamsickas  
James K. Kamsickas

/s/ Joseph C. Muscari  
Joseph C. Muscari

/s/ Rodney R. Filcek  
Rodney R. Filcek

## CERTIFICATION OF CHIEF EXECUTIVE OFFICER

I, James K. Kamsickas, certify that:

1. I have reviewed this Annual Report on Form 10-K of Dana Holding Corporation;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

- (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
- (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
- (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
- (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

- (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
- (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 18, 2016

/s/ James K. Kamsickas

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James K. Kamsickas

*President and Chief Executive Officer*

## CERTIFICATION OF CHIEF FINANCIAL OFFICER

I, Rodney R. Filcek, certify that:

1. I have reviewed this Annual Report on Form 10-K of Dana Holding Corporation;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

- (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
- (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
- (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
- (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

- (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
- (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 18, 2016

/s/ Rodney R. Filcek

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Rodney R. Filcek

*Senior Vice President, Interim Chief Financial Officer and Chief Accounting Officer*

**CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350**

In connection with the Annual Report of Dana Holding Corporation (Dana) on Form 10-K for the year ended December 31, 2015, as filed with the Securities and Exchange Commission on the date hereof (the Report), each of the undersigned officers of Dana certifies pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to such officer's knowledge:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of Dana as of the dates and for the periods expressed in the Report.

Date: February 18, 2016

/s/ James K. Kamsickas

James K. Kamsickas

*President and Chief Executive Officer*

/s/ Rodney R. Filcek

Rodney R. Filcek

*Senior Vice President, Interim Chief Financial Officer and Chief Accounting Officer*