



Dana Holding Corporation

2010 Third Quarter
Earnings Conference Call

October 28, 2010



Safe Harbor Statement



Certain statements and projections contained in this presentation are, by their nature, forward-looking within the meaning of the Private Securities Litigation Reform Act of 1995. These forward-looking statements are based on our current expectations, estimates and projections about our industry and business, management's beliefs, and certain assumptions made by us, all of which are subject to change. Forward-looking statements can often be identified by words such as "anticipates," "expects," "intends," "plans," "predicts," "believes," "seeks," "estimates," "may," "will," "should," "would," "could," "potential," "continue," "ongoing," similar expressions, and variations or negatives of these words. These forward-looking statements are not guarantees of future results and are subject to risks, uncertainties and assumptions that could cause our actual results to differ materially and adversely from those expressed in any forward-looking statement. Dana's Annual Report on Form 10-K, subsequent Quarterly Reports on Form 10-Q, recent Current Reports on Form 8-K, and other Securities and Exchange Commission filings discuss important risk factors that could affect our business, results of operations and financial condition. The forward-looking statements in this presentation speak only as of this date. Dana does not undertake any obligation to revise or update publicly any forward-looking statement for any reason.

Agenda



▶ Introduction

Lillian Etzkorn
*Senior Director –
Investor Relations*



▶ Third Quarter
Business Highlights

Jim Sweetnam
President & CEO



▶ Financial
and Market Review

Jim Yost
*Executive Vice President
& Chief Financial Officer*



Jacqueline Dedo
*Chief Strategy &
Procurement Officer*



▶ Q&A Session

All

Third Quarter Highlights



- ▶ Continuing positive momentum of delivering results
 - Positive Net Income of \$46 million
 - Free Cash Flow of \$59 million – 6th consecutive positive quarter
 - Adjusted EBITDA of \$148 million on revenues of \$1.5 billion (9.8% margin)
 - Strong Liquidity and Balance Sheet – \$1.1 billion cash and net cash position of \$184 million

- ▶ Raising 2010 full year Adjusted EBITDA guidance to \$530 – \$550 million and full year free cash flow to \$275 – \$300 million

- ▶ Continuing to conquest new business in growing markets

- ▶ “One Dana” Aftermarket Organization Underway – targeting future aftermarket revenues of 15 – 20% of total sales

Light Vehicle Driveline

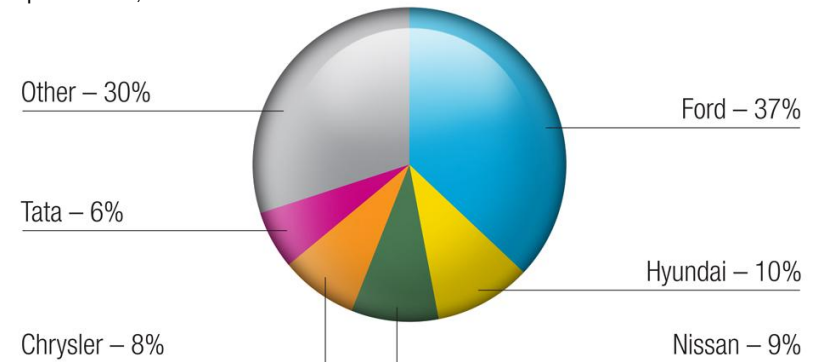


Segment Highlights

- ▶ Market recovery and growth continues – improved EBITDA margins
- ▶ ~50% new business in growing market segments
- ▶ >70% of new business awards outside NA

Customer Base

September 30, 2010 YTD



Segment Performance

| | <u>Q3 2010</u> | <u>Q3 2009</u> |
|----------------|----------------|----------------|
| Sales | \$ 634 | \$ 532 |
| Segment EBITDA | 67 | 45 |
| EBITDA Margin | 10.6% | 8.5% |

Market Outlook

Continued modest improvement across all markets into 2011

See appendix for comments regarding the presentation of non-GAAP measures

Light Vehicle Driveline *New Product Innovations*



▶ Entire drivetrain for Tata Aria four-wheel-drive crossover

- First electric disconnect front axle in India
- Launched this month



▶ Awarded front and rear axle module, including AdvanTEK™ rear drive unit, for a future SUV in Venezuela



Power Technologies

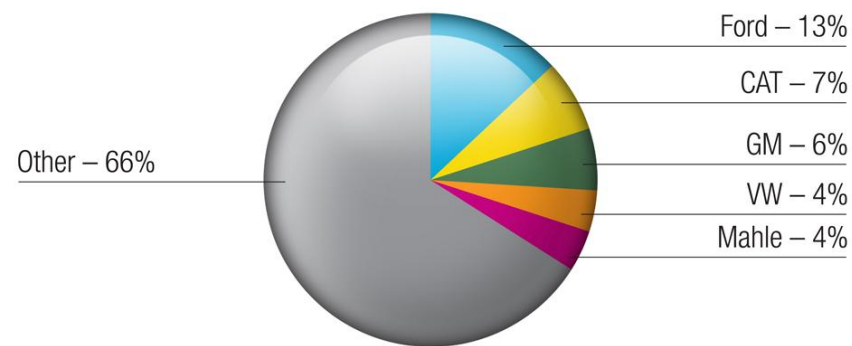


Segment Highlights

- ▶ Almost 33% of new business in new innovative products
 - Battery Cooling
 - Fuel Cell Components
 - Active Warm-Up Units
- ▶ Over 90% new business in growing market segments
 - Passenger Cars
 - Crossover Vehicles
 - Alternative Energy

Customer Base

September 30, 2010 YTD



Segment Performance

| | <u>Q3 2010</u> | <u>Q3 2009</u> |
|----------------|----------------|----------------|
| Sales | \$ 235 | \$ 186 |
| Segment EBITDA | 33 | 14 |
| EBITDA Margin | 14.0% | 7.5% |

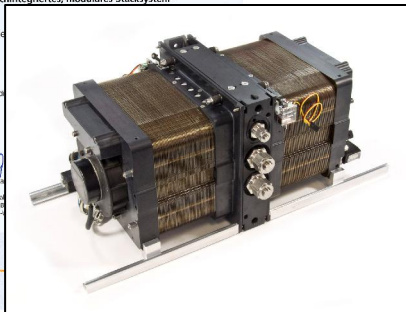
Market Outlook

Continued modest improvement in second half of 2010 with continued improvement into 2011

See appendix for comments regarding the presentation of non-GAAP measures

Power Technologies

Winning Business & Recognition



▶ f-cell Award for Fuel-Cell Technology

Dana's metallic bipolar plate technology offers high power density in a compact, lightweight unit that can be used in a variety of applications

▶ Battery cooling technology for Dana's third electric vehicle program

Commercial Vehicle

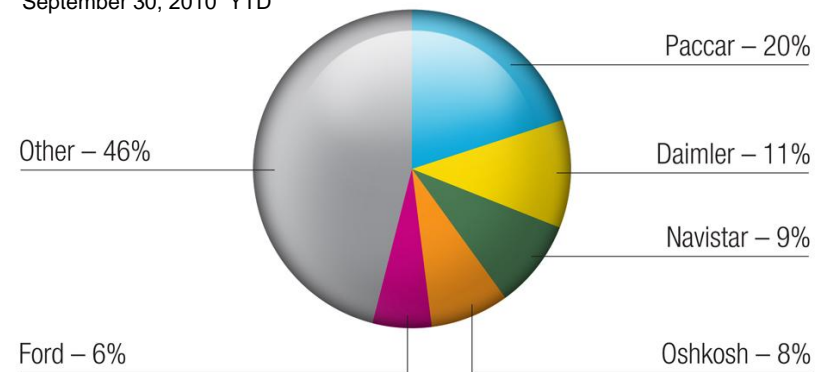


Segment Highlights

- ▶ Dana continues to be the driveshaft leader in South America.
- ▶ >50% of new business awards are outside of North America
- ▶ >60% of year-to-date incremental wins are in Specialty/Military segments

Customer Base

September 30, 2010 YTD



Segment Performance

| | <u>Q3 2010</u> | <u>Q3 2009</u> |
|----------------|----------------|----------------|
| Sales | \$ 362 | \$ 270 |
| Segment EBITDA | 37 | 27 |
| EBITDA Margin | 10.2% | 10.0% |

Market Outlook

Modest improvement in second half of 2010 with continued improvement into 2011

See appendix for comments regarding the presentation of non-GAAP measures

Commercial Vehicle *New Product Innovations*



- ▶ Launch of new Spicer® Diamond™ Series propshafts at IAA Commercial Vehicle Expo
 - 40 percent less weight (up to 70 lbs.) than two-piece, steel propshafts
 - Allows for better fuel economy



Off Highway

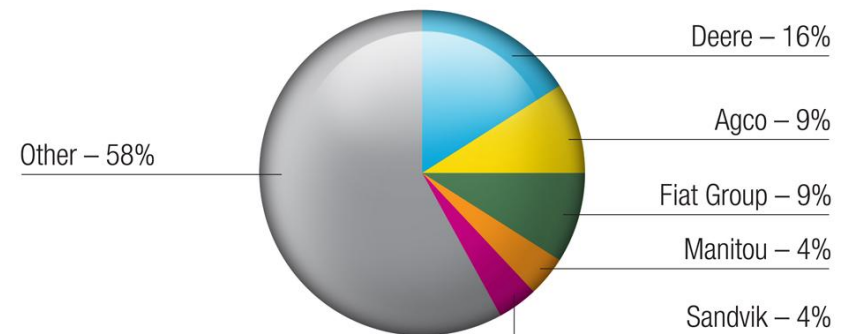


Segment Highlights

- ▶ Market recovery and growth continues – improved EBITDA margins
- ▶ >50% new business awards outside of Europe
- ▶ Strong growth of new business in the agriculture market through partnerships with our customers

Customer Base

September 30, 2010 YTD



Segment Performance

| | <u>Q3 2010</u> | <u>Q3 2009</u> |
|----------------|----------------|----------------|
| Sales | \$ 271 | \$ 184 |
| Segment EBITDA | 23 | 11 |
| EBITDA Margin | 8.5% | 6.0% |

Market Outlook

Continued strengthening of both agriculture and construction industries

See appendix for comments regarding the presentation of non-GAAP measures

Off-Highway *Strong Agricultural Sales*



- ▶ Strong growth of new business in the agriculture market through partnerships with our customers.
 - Won programs with John Deere in Q3 in Europe and South America:
 - Gear boxes and axles for sugar cane loaders
 - Axles for mid-tractors

Our Focus – 2010 and Beyond



- ▶ Continue operational improvements and restructuring
 - Manufacturing footprint, supply chain
 - Reduce complexity in the product and supply chain

- ▶ Focus Dana on growing profitably
 - Reinvigorate product portfolios
 - Pursue attractive business opportunities globally
 - Seek other geographic growth opportunities

- ▶ Continue to improve margins and maintain strong balance sheet

- ▶ Build future strategies with focus on delivering shareholder value



Financial Review

Financial Summary

(\$ in Millions)



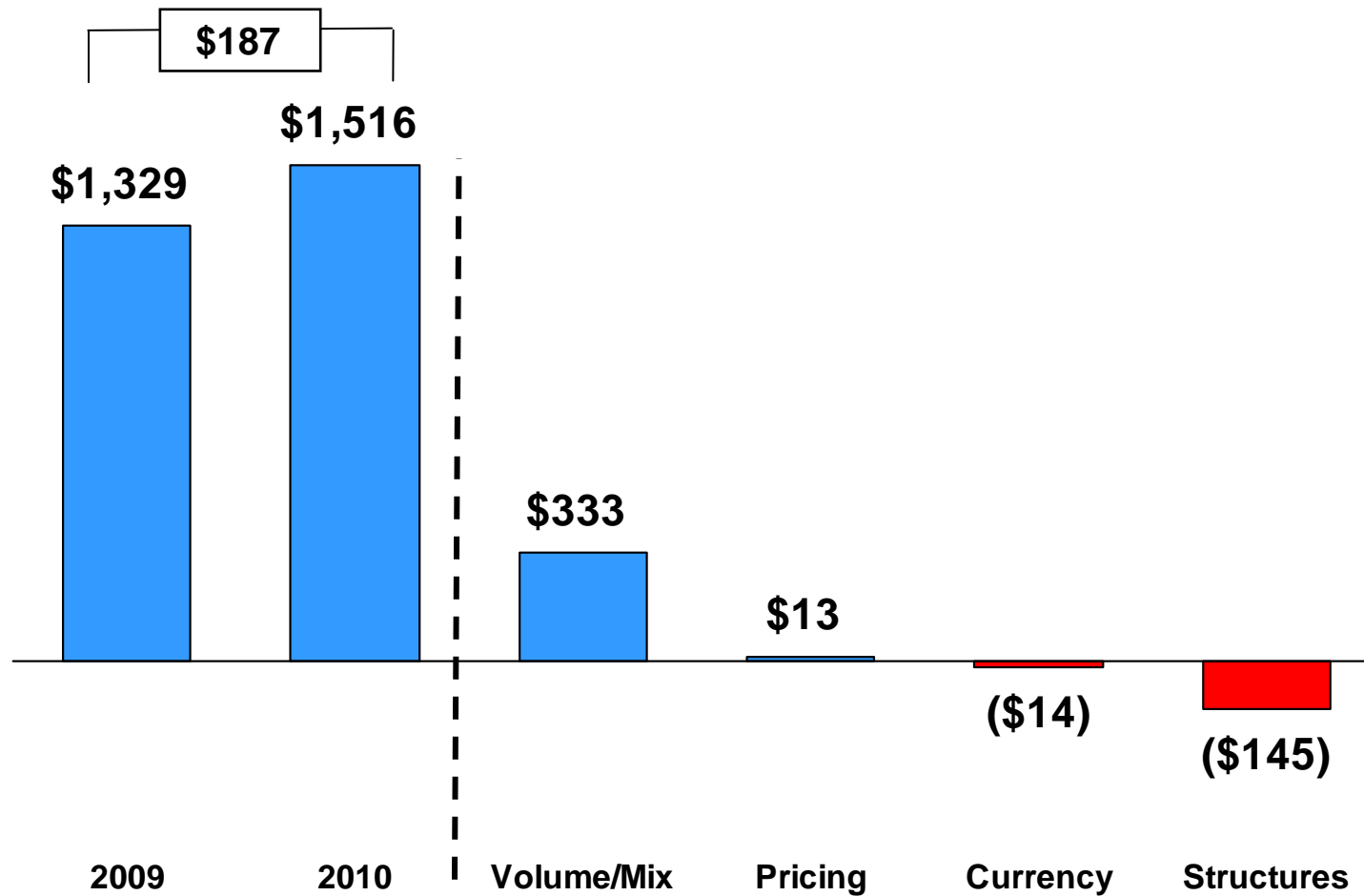
| | Q3 2010 | | Memo: |
|--|---------------|--------------------|---------------------|
| | <u>Actual</u> | <u>vs. Q3 2009</u> | <u>Year-to-Date</u> |
| Sales | \$ 1,516 | \$ 187* | \$ 4,550 |
| Adjusted EBITDA | 148 | 47* | 410 |
| Income before Interest Expense And Income Taxes | 64 | 77 | 98 |
| Net Income <small>(attributable to Dana)</small> | 46 | 84 | 24 |
| Capital Spend | 36 | (16) | 62 |
| Free Cash Flow | 59 | (86) | 230 |

* Excluding Structures, Q3 2010 Sales are \$332 higher than Q3 2009 and Q3 2010 Adjusted EBITDA is \$63 million higher than Q3 2009

See appendix for comments regarding the presentation of non-GAAP measures

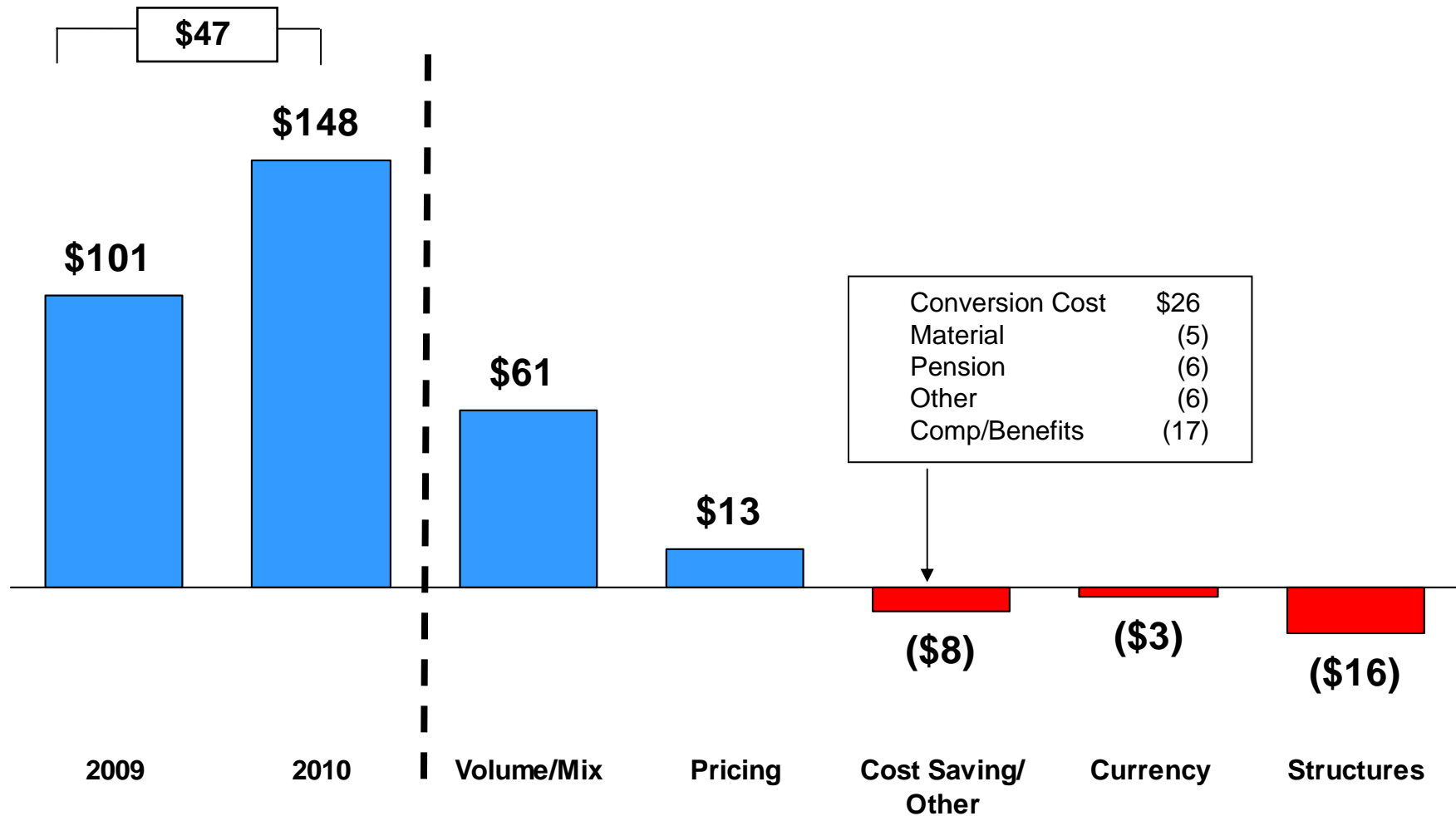
Change in Sales

(Q3 2010 vs. Q3 2009, \$ in Millions)



Change in Adjusted EBITDA

(Q3 2010 vs. Q3 2009, \$ in Millions)

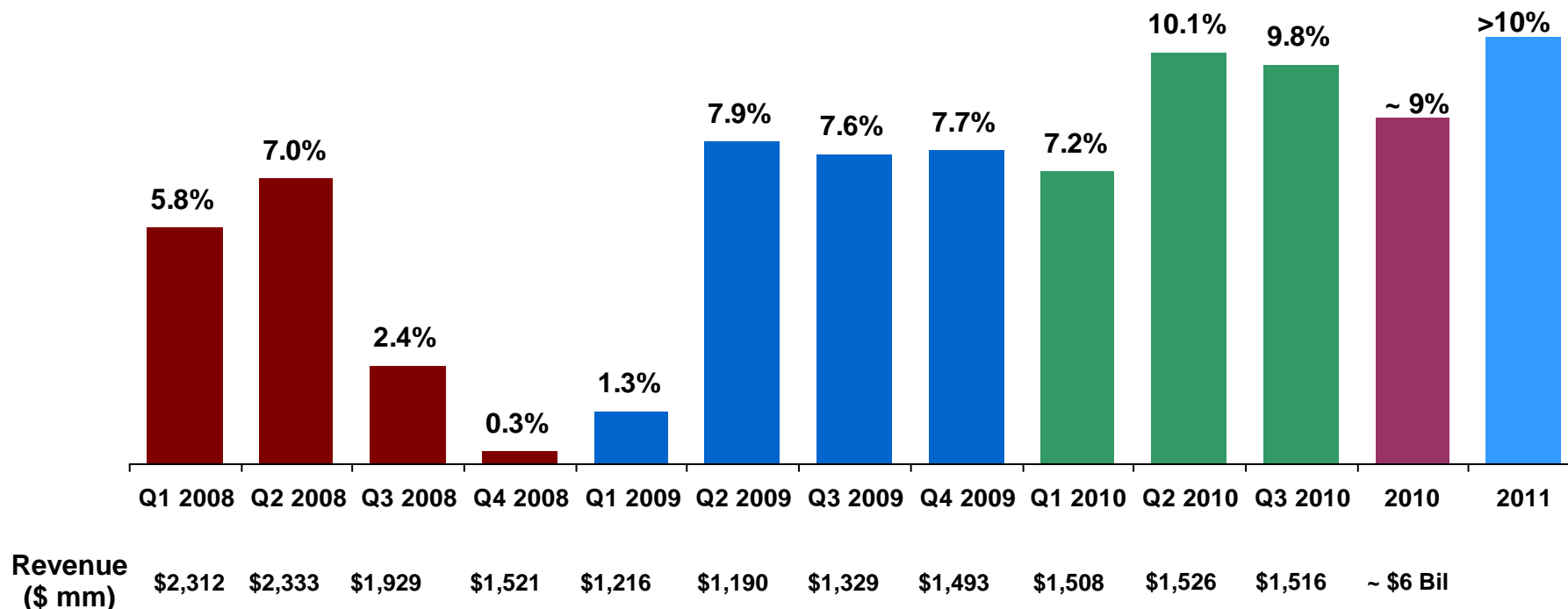


See appendix for comments regarding the presentation of non-GAAP measures

Restructuring Actions Continuing to Drive Higher Margins



Adjusted EBITDA as a Percent of Sales



On track to achieve ~9% Adjusted EBITDA Margin in 2010 and >10% in 2011

See appendix for comments regarding the presentation of non-GAAP measures

Free Cash Flow

(\$ in Millions)



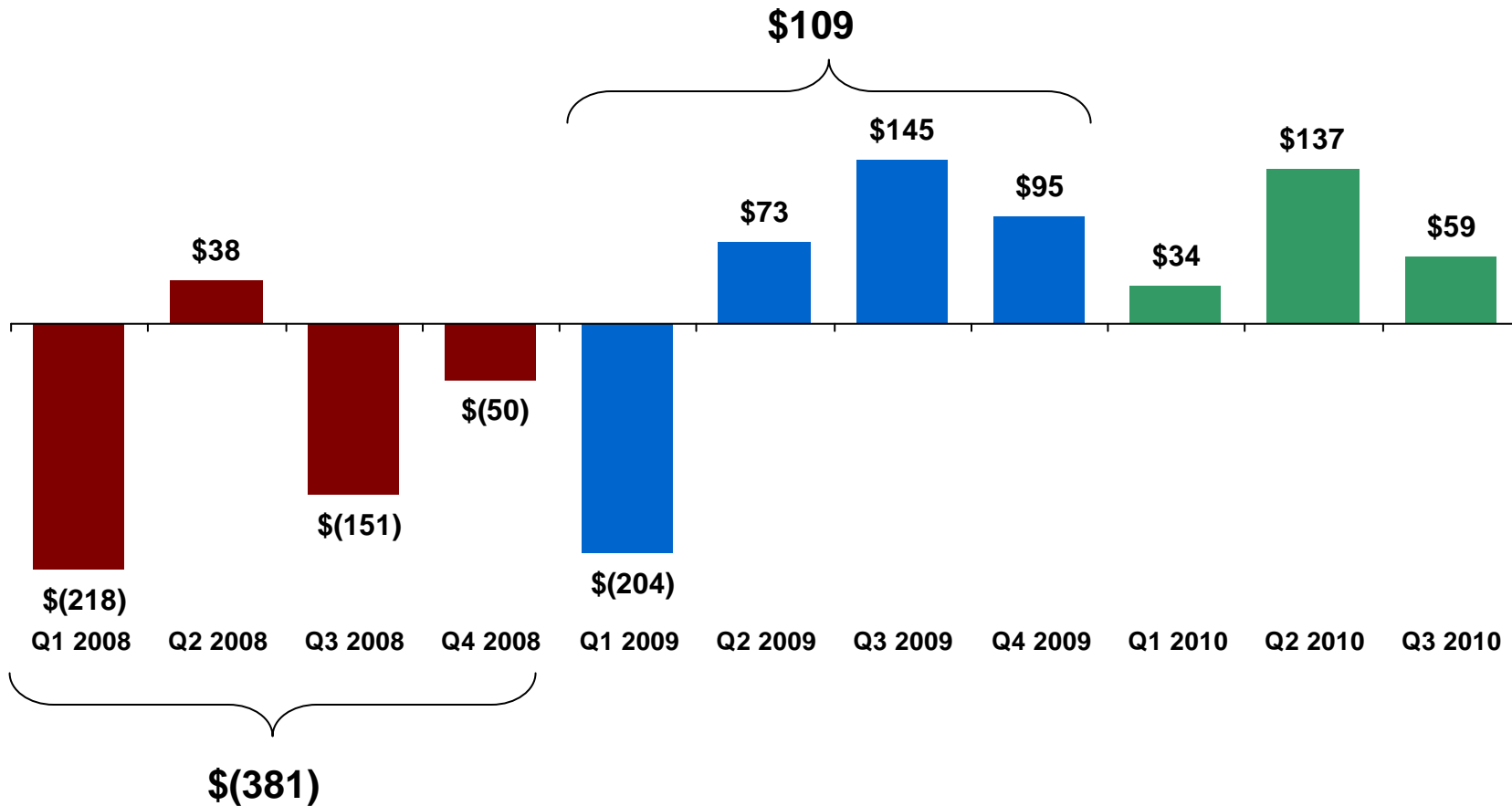
Q3 2010

| | <u>Actual</u> | <u>vs.</u> <u>2009</u> | <u>Memo:</u> <u>Year-to-Date</u> |
|-------------------|---------------|---------------------------|-------------------------------------|
| EBITDA | \$ 148 | \$ 47 | \$ 410 |
| Working Capital * | (45) | (134) | (25) |
| Capital Spend | (36) | (16) | (62) |
| Interest & Taxes | (13) | 7 | (54) |
| Restructuring | (13) | 6 | (47) |
| Other | 18 | 4 | 8 |
| Free Cash Flow | <u>\$ 59</u> | <u>\$ (86)</u> | <u>\$ 230</u> |

* The changes in working capital relating to interest, taxes, and restructuring are included in those respective categories

See appendix for comments regarding the presentation of non-GAAP measures

Delivering Positive Free Cash Flow *(\$ in Millions)*



6 Consecutive Quarters of Positive Free Cash Flow

See appendix for comments regarding the presentation of non-GAAP measures

Net Cash

(\$ in Millions)



| | 2010 | |
|-------------------|---------------------|----------------|
| | <u>September 30</u> | <u>June 30</u> |
| Total Cash | \$ 1,137 | \$ 1,059 |
| Total Debt | 953 | 939 |
| Net Cash / (Debt) | <u>\$ 184</u> | <u>\$ 120</u> |

Memo: December 31, 2009 Net Debt: \$(56)

**Net cash improved \$240 million versus 2009 year-end
and \$64 million since second quarter**

Capital Structure & Long Term Strategy



▶ Near-term Uses of Cash:

- DDAC Investment of \$120 million
- Preferred Dividend Payments of \$34 million
- Capital Expenditures
- Restructuring

▶ Long Term Strategy:

- Invest in Operations
 - Product Development & Capital Spending
 - Restructuring
 - Possible “Bolt-on” acquisitions
- Target “BB+” Credit Rating
 - Transition to unsecured debt
 - Align debt with regional operations

2010 Financial Targets

(Adjusted for Sale of Structures)



| <u>Compared with 2009</u> | <u>Plan *</u> | <u>Present Outlook</u> | <u>Change</u> |
|--|---|------------------------|---------------|
| ▶ Revenue <i>(2009 adjusted for sale of structures business)</i> | Up 5 – 10% | ~\$6 Bil | Increase |
| ▶ Pricing | About flat | | No Change |
| ▶ Conversion Cost Reductions (New) | \$65 – \$85 million | | No Change |
| <u>Target</u> | | | |
| ▶ Income from Continuing Operations <i>(before interest & income taxes)</i> | Positive | | No Change |
| ▶ Adjusted EBITDA | About \$450 million | \$530 – 550 Mil | Increase |
| ▶ Adjusted EBITDA as % of Sales | 8 – 9 % | ~9% | Increase |
| ▶ Free Cash Flow | Positive | \$275 – 300 Mil | Increase |
| ▶ Capital Spending | \$135 - \$185 million | \$125 – 140 Mil | Decrease |
| ▶ Net New Business | \$650 - \$700 million <i>(cumulative)</i> | | No Change |

We are on track to achieve
Positive Net Income and >10% Adjusted EBITDA Margins in 2011

* As presented in December 2009, revised for the impact of the sale of the structures business

Global Vehicle Production

Dana Forecasts (*Units in 000s*)



| | 2008 | 2009 | 2010 Outlook | Vs. Prior |
|--|--------|----------------|-----------------|-----------|
| North America | | | | |
| Light Vehicle (Total) | 12,650 | 8,550 | 11,500 – 11,800 | Increase |
| Light Truck (excl. CUV/Minivan) | 3,330 | 2,330 | 3,300 – 3,500 | Increase |
| Medium Truck (Class 5-7) | 157 | 97 | 106 – 120 | No Change |
| Heavy Truck (Class 8) | 196 | 116 | 140 – 150 | Increase |
| Europe (including E. Europe) | | | | |
| Light Vehicle | 21,260 | 16,300 | 17,400 – 18,000 | Increase |
| Medium/Heavy Truck | 749 | 298 | 290 – 340 | Decrease |
| South America | | | | |
| Light Vehicle | 3,800 | 3,650 | 4,100 – 4,400 | No Change |
| Medium/Heavy Truck | 173 | 115 | 160 – 200 | No Change |
| Asia Pacific | | | | |
| Light Vehicle | 28,700 | 28,500 | 32,000 – 33,500 | Increase |
| Medium/Heavy Truck | 1,355 | 1,089 | 1,300 – 1,400 | Increase |
| Off-Highway – Global (year-over-year) | | | | |
| Agricultural Equipment | | (35)% to (40)% | +2% to +5% | No Change |
| Construction Equipment | | (70)% to (75)% | +10% to +15% | No Change |

2010 Full Year Revenue ~\$6 billion

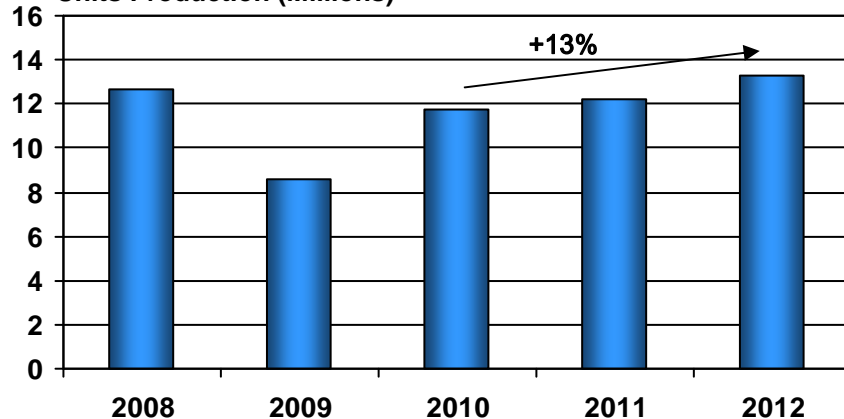
* Includes market and net new business; Adjusted for impact of divestiture of structures business

Light Vehicle 3rd Party Market Forecasts 2008 - 2012



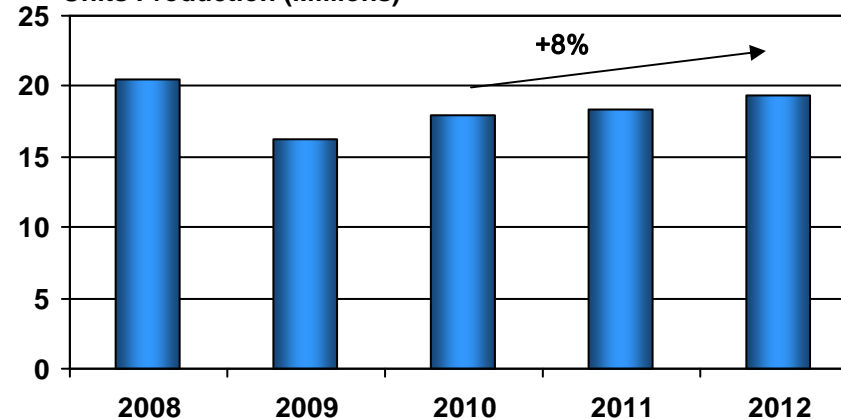
NAFTA Light Vehicle Production

Units Production (Millions)



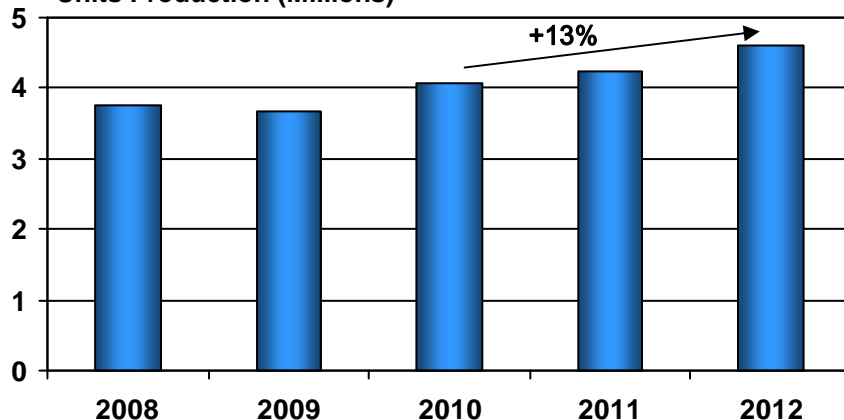
Europe Light Vehicle Production

Units Production (Millions)



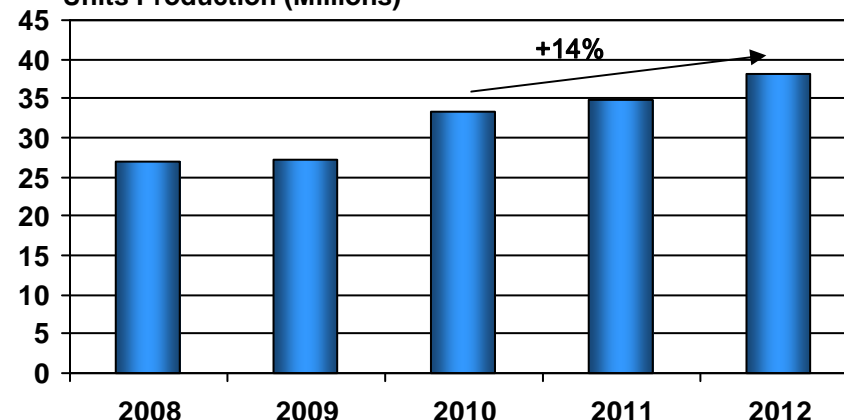
South America Light Vehicle Production

Units Production (Millions)



Asia Light Vehicle Production

Units Production (Millions)

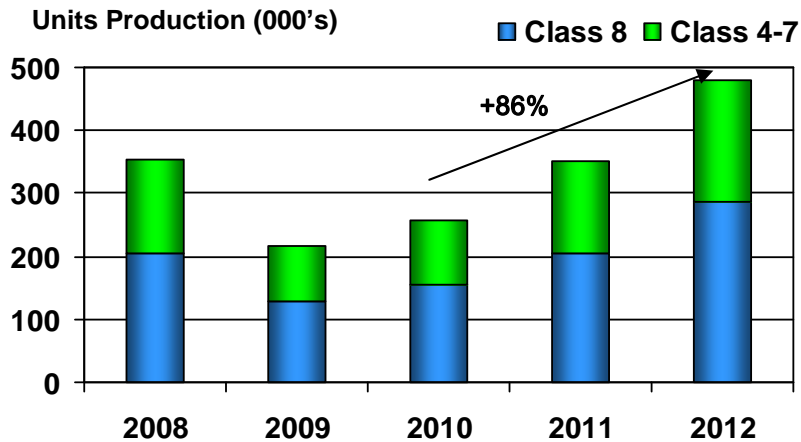


Source: IHS Global Insight

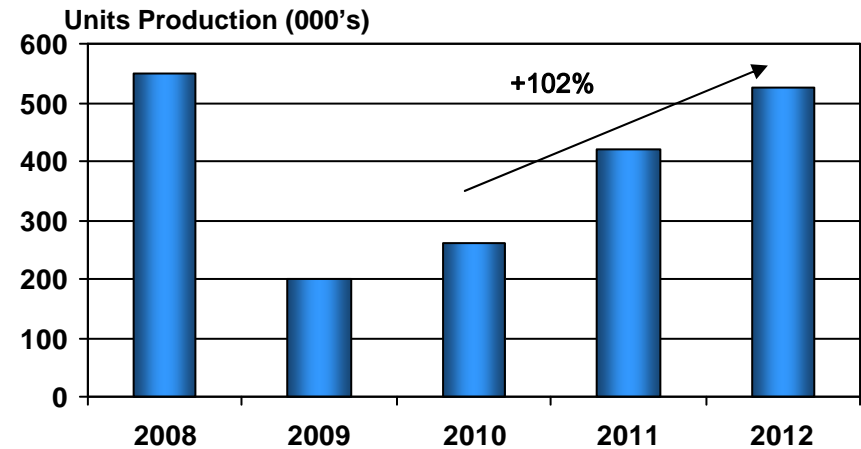
Commercial Vehicle 3rd Party Market Forecasts 2008 - 2012



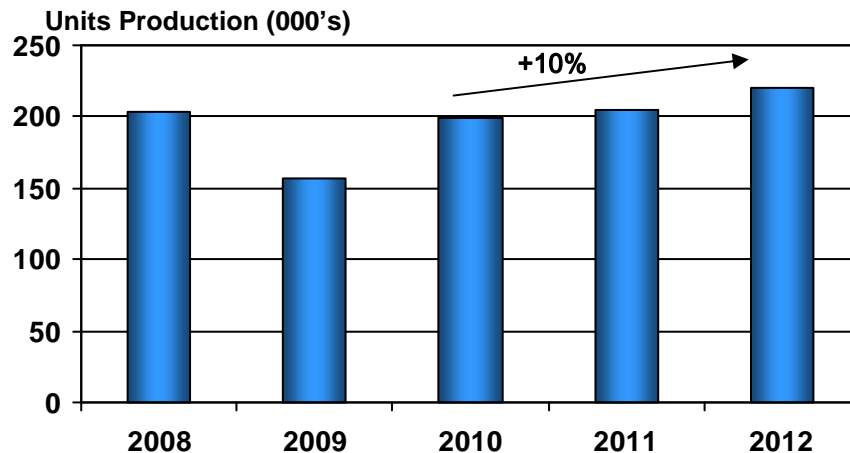
NAFTA Commercial Vehicle Production



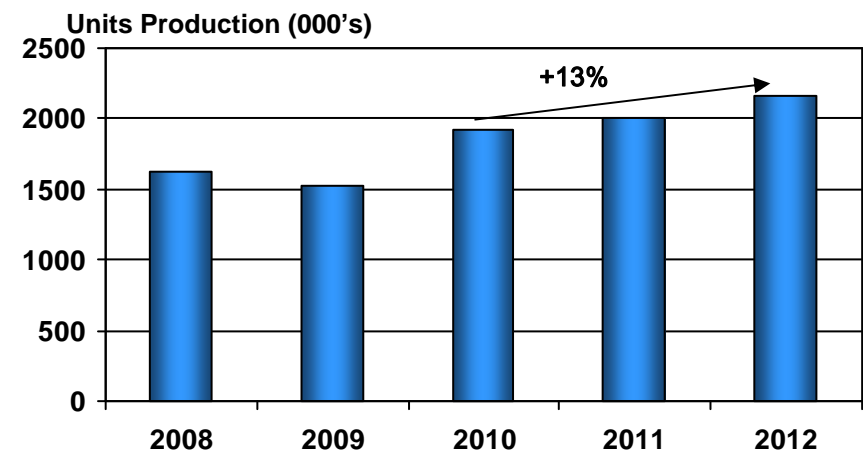
W. Europe Commercial Vehicle Production



South America Commercial Vehicle Production



Asia Commercial Vehicle Production

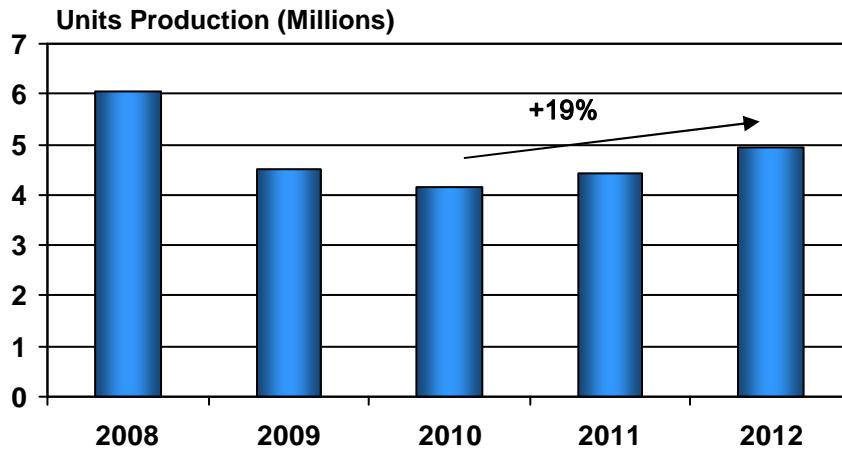


Source: IHS Global Insight (Med. & Heavy Production GVW >6T)

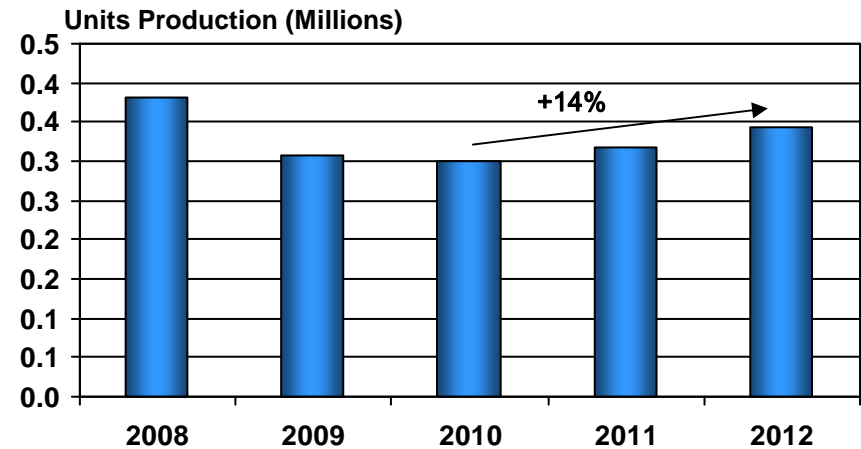
Off-Highway 3rd Party Market Forecasts 2008 - 2012



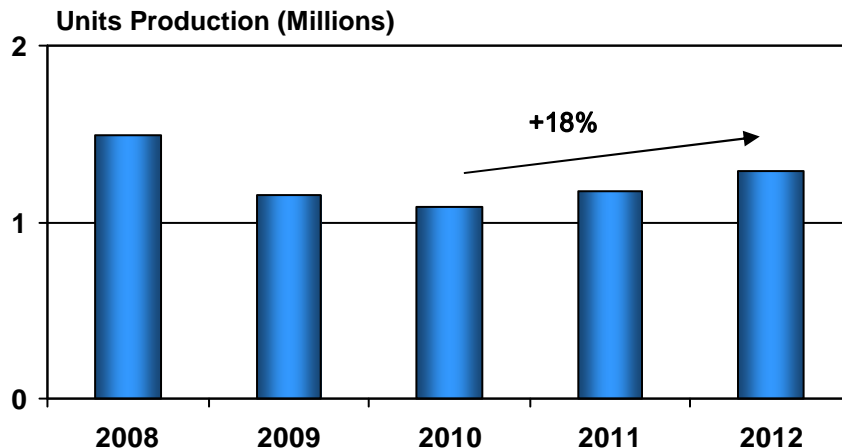
NAFTA Agriculture Equipment Production



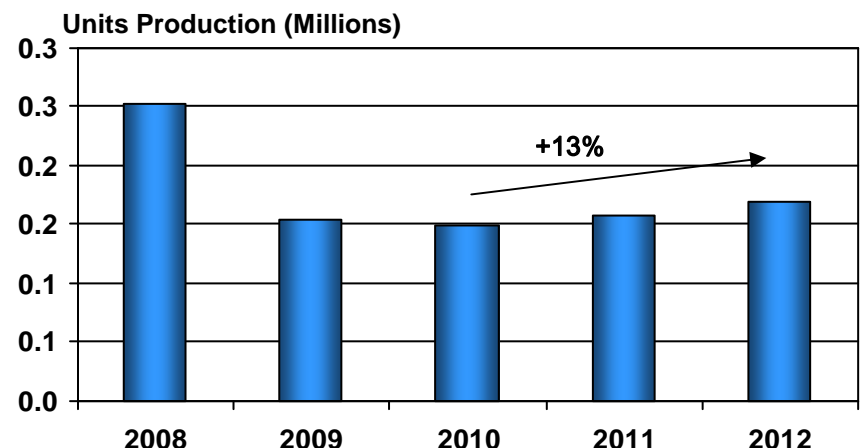
NAFTA Construction Equipment Production



Europe Agriculture Equipment Production



Europe Construction Equipment Production



Source: MillMark Associates

Market Summary



- ▶ Growth in all markets and segments
- ▶ Continuing to win new business across all segments
- ▶ Review 2011 Corporate Guidance at the North American Auto Conference in Detroit in January, 2011



▶ On track to achieve our 2010 Plan

- Growth plans on track and continue to improve profitability of our core business
- Achieved key business wins in the market place during the third quarter
- Continued solid financial performance with strong liquidity and balance sheet
- Well-positioned to achieve 2011 targets

2010 Plan

Continue operational improvements and restructuring
Focus Dana on growing profitably
Continue to improve margins and maintain strong balance sheet



Q&A Session



DAN
LISTED
NYSE



Appendix

Segment Data



DANA HOLDING CORPORATION
Segment Sales and Adjusted EBITDA (Unaudited)
For the Three Months Ended September 30, 2010 and 2009

(\$ in millions)

| | Three Months Ended September 30, | |
|------------------------------------|-------------------------------------|-----------------|
| | 2010 | 2009 |
| SALES | | |
| Light Vehicle Driveline | \$ 634 | \$ 532 |
| Power Technologies | 235 | 186 |
| Commercial Vehicle | 362 | 270 |
| Off-Highway | 271 | 184 |
| Structures | 13 | 157 |
| Other | 1 | |
| Total Sales | <u>\$ 1,516</u> | <u>\$ 1,329</u> |
| Adjusted EBITDA | | |
| Light Vehicle Driveline | \$ 67 | \$ 45 |
| Power Technologies | 33 | 14 |
| Commercial Vehicle | 37 | 27 |
| Off-Highway | 23 | 11 |
| Structures | | 11 |
| Segment EBITDA | <u>160</u> | <u>108</u> |
| Shared services and administrative | (4) | (5) |
| Other expense, net | (6) | (2) |
| Foreign exchange not in segments | (2) | |
| Adjusted EBITDA | <u>\$ 148</u> | <u>\$ 101</u> |

See accompanying slide in the appendix for comments regarding the presentation of non-GAAP measures

Segment Data (continued)



DANA HOLDING CORPORATION
Segment Sales and Adjusted EBITDA (Unaudited)
For the Nine Months Ended September 30, 2010 and 2009

(\$ in millions)

| | Nine Months Ended | |
|------------------------------------|-------------------|-----------------|
| | September 30, | |
| | 2010 | 2009 |
| SALES | | |
| Light Vehicle Driveline | \$ 1,861 | \$ 1,393 |
| Power Technologies | 697 | 503 |
| Commercial Vehicle | 999 | 796 |
| Off-Highway | 815 | 640 |
| Structures | 175 | 403 |
| Other | 3 | |
| Total Sales | <u>\$ 4,550</u> | <u>\$ 3,735</u> |
| Adjusted EBITDA | | |
| Light Vehicle Driveline | \$ 177 | \$ 76 |
| Power Technologies | 95 | 14 |
| Commercial Vehicle | 96 | 56 |
| Off-Highway | 69 | 27 |
| Structures | 8 | 20 |
| Segment EBITDA | <u>445</u> | <u>193</u> |
| Shared services and administrative | (13) | (15) |
| Other income (expense), net | (15) | 30 |
| Foreign exchange not in segments | (7) | 3 |
| Adjusted EBITDA | <u>\$ 410</u> | <u>\$ 211</u> |

See accompanying slide in the appendix for comments regarding the presentation of non-GAAP measures

Segment Data (continued)



DANA HOLDING CORPORATION
Reconciliation of Segment and Adjusted EBITDA to
Income (Loss) Before Income Taxes (Unaudited)
For the Three Months Ended September 30, 2010 and 2009

(\$ in millions)

| | Three Months Ended September 30, | |
|--|-------------------------------------|----------------|
| | 2010 | 2009 |
| Segment EBITDA | \$ 160 | \$ 108 |
| Shared services and administrative | (4) | (5) |
| Other expense, net | (6) | (2) |
| Foreign exchange not in segments | (2) | |
| Adjusted EBITDA | <u>148</u> | <u>101</u> |
| Depreciation | (57) | (79) |
| Amortization | (19) | (22) |
| Restructuring | (10) | (14) |
| Loss on extinguishment of debt | (3) | (5) |
| Strategic transaction expenses | | (2) |
| Loss on sale of assets, net | (1) | (1) |
| Stock compensation expense | (4) | (3) |
| Foreign exchange on intercompany loans and market value adjustments on forwards | 2 | 6 |
| Interest expense | (22) | (36) |
| Interest income | 8 | 6 |
| Income (loss) before income taxes | <u>\$ 42</u> | <u>\$ (49)</u> |

See accompanying slide in the appendix for comments regarding the presentation of non-GAAP measures

Segment Data (continued)



DANA HOLDING CORPORATION
Reconciliation of Segment and Adjusted EBITDA to
Income (Loss) Before Income Taxes (Unaudited)
For the Nine Months Ended September 30, 2010 and 2009

(\$ in millions)

| | Nine Months Ended September 30, | |
|---|------------------------------------|-----------------|
| | 2010 | 2009 |
| Segment EBITDA | \$ 445 | \$ 193 |
| Shared services and administrative | (13) | (15) |
| Other income (expense), net | (15) | 30 |
| Foreign exchange not in segments | (7) | 3 |
| Adjusted EBITDA | 410 | 211 |
| Depreciation | (180) | (231) |
| Amortization | (57) | (64) |
| Restructuring | (60) | (93) |
| Impairment | | (6) |
| Reorganization items, net | | 2 |
| Gain (loss) on extinguishment of debt | (7) | 35 |
| Strategic transaction expenses | | (4) |
| Loss on sale of assets, net | (7) | (2) |
| Stock compensation expense | (9) | (7) |
| Foreign exchange on intercompany loans, Venezuelan currency devaluation and market value adjustments on forwards | (13) | 11 |
| Interest expense | (68) | (108) |
| Interest income | 21 | 18 |
| Income (loss) before income taxes | <u>\$ 30</u> | <u>\$ (238)</u> |

See accompanying slide in the appendix for comments regarding the presentation of non-GAAP measures

Non-GAAP Financial Information



The preceding slides refer to segment EBITDA and Adjusted EBITDA, which we've defined to be earnings before interest, taxes, depreciation, amortization, non-cash equity grant expense, restructuring expense and other nonrecurring items (gain/loss on debt extinguishment or divestitures, impairment, etc.). Segment EBITDA is a non-GAAP financial measure currently being used by Dana as the primary measure of its operating segment performance. The most significant impact to Dana's ongoing results of operations as a result of applying fresh start accounting following our emergence from bankruptcy was higher depreciation and amortization. By using segment EBITDA and Adjusted EBITDA, performance measures that excludes depreciation and amortization, the comparability of results is enhanced. Management also believes that Adjusted EBITDA is an important measure since the financial covenants of our amended term facility are Adjusted EBITDA-based, and our management incentive performance programs are based, in part, on Adjusted EBITDA.

Free cash flow is also a non-GAAP financial measure. which we have defined as Cash provided by operations (a GAAP measure) exclusive of any bankruptcy claim-related payments included therein, less capital spending. This measure is useful in evaluating the operational cash flow of the company inclusive of the spending required to maintain the operations.

Because these are non-GAAP measures, segment EBITDA, Adjusted EBITDA, and Free cash flow should not be considered a substitute for Income/(Loss) before interest, reorganization items and income taxes, Net Income/(Loss), Net Cash flows provided by/(used in) operating activities or other reported results prepared in accordance with GAAP.

Please reference the "Quarterly financial information and reconciliations of non-GAAP information" on our website at www.dana.com/investors for our GAAP results and the reconciliations of Adjusted EBITDA and free cash flow to the comparable GAAP measures.