

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). ▶ Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089 2013 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2013 or fiscal plan year beginning <u>01/01/2013</u> and ending <u>12/31/2013</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information—enter all requested information				
1a Name of plan <u>DANA RETIREMENT SAVINGS PLAN</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>147</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>04/01/2009</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>147</u>	1c Effective date of plan <u>04/01/2009</u>	
1b Three-digit plan number (PN) ▶	<u>147</u>				
1c Effective date of plan <u>04/01/2009</u>					
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>DANA LIMITED</u> <u>P.O. BOX 1000</u> <u>MAUMEE, OH 43537</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>26-1318190</u></td> </tr> <tr> <td>2c Sponsor's telephone number <u>419-887-3000</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>336300</u></td> </tr> <tr> <td style="height: 40px;"></td> </tr> </table>	2b Employer Identification Number (EIN) <u>26-1318190</u>	2c Sponsor's telephone number <u>419-887-3000</u>	2d Business code (see instructions) <u>336300</u>	
2b Employer Identification Number (EIN) <u>26-1318190</u>					
2c Sponsor's telephone number <u>419-887-3000</u>					
2d Business code (see instructions) <u>336300</u>					

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	10/15/2014	AMY ACS
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☐ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address DANA HOLDING CORPORATION INVESTMENT COMMITTEE P.O. BOX 1000 MAUMEE, OH 43537		3b Administrator's EIN 26-1318190
		3c Administrator's telephone number 419-887-3000
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name		4b EIN 4c PN
5 Total number of participants at the beginning of the plan year		5 5050
6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a , 6b , 6c , and 6d).		
a Active participants		6a 1869
b Retired or separated participants receiving benefits		6b 80
c Other retired or separated participants entitled to future benefits		6c 2378
d Subtotal. Add lines 6a , 6b , and 6c		6d 4327
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits		6e 15
f Total. Add lines 6d and 6e		6f 4342
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)		6g 4279
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested		6h 86
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)		7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2E 2F 2G 2J 2K 2T 3H		
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:		
9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor		9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)		
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2013
		This Form is Open to Public Inspection.

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013	
A Name of plan DANA RETIREMENT SAVINGS PLAN	B Three-digit plan number (PN) ▶ 147
C Plan sponsor's name as shown on line 2a of Form 5500 DANA LIMITED	D Employer Identification Number (EIN) 26-1318190

Part I	Service Provider Information (see instructions)
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You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions)..... ☒ Yes ☐ No

b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
THE VANGUARD GROUP, INC.
23-1945930

(b) Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation
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2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

THE VANGUARD GROUP, INC.

23-1945930

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 16 25 26 37 52	NONE	8815	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

PACIFIC GLOBAL ADVISORS LLC

80-0717139

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
16	NONE	93015	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

Part III **Termination Information on Accountants and Enrolled Actuaries (see instructions)**
(complete as many entries as needed)

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
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code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)

Part II Information on Participating Plans (to be completed by DFEs)

(Complete as many entries as needed to report all participating plans)

a Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
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plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2013 This Form is Open to Public Inspection
For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013		
A Name of plan DANA RETIREMENT SAVINGS PLAN		B Three-digit plan number (PN) ▶ 147
C Plan sponsor's name as shown on line 2a of Form 5500 DANA LIMITED		D Employer Identification Number (EIN) 26-1318190

Part I Asset and Liability Statement			
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions.....	1b(1)	578438	668499
(2) Participant contributions.....	1b(2)	357537	352257
(3) Other.....	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit).....	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other.....	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common.....	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property).....	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans.....	1c(8)	2796997	2771021
(9) Value of interest in common/collective trusts	1c(9)	108306	94241
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities.....	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	333794220	403787838
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other.....	1c(15)		

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	337635498	407673856

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	0	0

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	337635498	407673856
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Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	8863531	
(B) Participants	2a(1)(B)	11824232	
(C) Others (including rollovers)	2a(1)(C)	1378086	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		22065849
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	118454	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		118454
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	12957876	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		12957876
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		-1333
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		63627967
c Other income	2c		50245
d Total income. Add all income amounts in column (b) and enter total	2d		98819058

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	28688989	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)	7062	
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		28696051
f Corrective distributions (see instructions)	2f		11458
g Certain deemed distributions of participant loans (see instructions)	2g		7458
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	170079	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		170079
j Total expenses. Add all expense amounts in column (b) and enter total	2j		28885046

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		69934012
l Transfers of assets:			
(1) To this plan	2l(1)		114816
(2) From this plan	2l(2)		10470

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) ☐ Unqualified (2) ☐ Qualified (3) ☒ Disclaimer (4) ☐ Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)?

☒ Yes ☐ No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: REHMANN ROBSON, LLC

(2) EIN: 38-3635706

d The opinion of an independent qualified public accountant is **not attached** because:

(1) ☐ This form is filed for a CCT, PSA, or MTIA. (2) ☐ It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l.

During the plan year:

a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)

b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)

	Yes	No	Amount
4a		X	
4b		X	

	Yes	No	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)		X	
e Was this plan covered by a fidelity bond?	X		50000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?
 If "Yes," enter the amount of any plan assets that reverted to the employer this year. ☐ Yes ☒ No Amount:

5b If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)	5b(2) EIN(s)	5b(3) PN(s)
DANA-UAW RETIREMENT AND SAVINGS PLAN	26-1318190	106

5c If the plan is a defined benefit plan, is it covered under the PBGC insurance program (see ERISA section 4021)? ☐ Yes ☐ No ☐ Not determined

Part V Trust Information (optional)

6a Name of trust	6b Trust's EIN

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2013 This Form is Open to Public Inspection.
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For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A Name of plan DANA RETIREMENT SAVINGS PLAN	B Three-digit plan number (PN) ► 147
C Plan sponsor's name as shown on line 2a of Form 5500 DANA LIMITED	D Employer Identification Number (EIN) 26-1318190

Part I	Distributions
--------	---------------

All references to distributions relate only to payments of benefits during the plan year.

1	Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1
2	Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): 23-2186884	
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3	Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3

Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part)
---------	---

4	Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?.....	☐ Yes	☐ No	☐ N/A
If the plan is a defined benefit plan, go to line 8.				
5	If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____	If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.		
6	a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived).....	6a		
	b Enter the amount contributed by the employer to the plan for this plan year.....	6b		
	c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount)	6c		
If you completed line 6c, skip lines 8 and 9.				
7	Will the minimum funding amount reported on line 6c be met by the funding deadline?.....	☐ Yes	☐ No	☐ N/A
8	If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?.....	☐ Yes	☐ No	☐ N/A

Part III	Amendments
----------	------------

9	If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box.....	☐ Increase	☐ Decrease	☐ Both	☐ No
---	---	-----------------------------------	-----------------------------------	-------------------------------	-----------------------------

Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
---------	--

10	Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?	☐ Yes	☐ No
11	a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
	b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.).....	☐ Yes	☐ No
12	Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

- 14** Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a The current year	14a	
b The plan year immediately preceding the current plan year	14b	
c The second preceding plan year	14c	

- 15** Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year	15a	
b The corresponding number for the second preceding plan year	15b	

- 16** Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year	16a	
b If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	16b	

- 17** If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

- 18** If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment ☐

- 19** If the total number of participants is 1,000 or more, complete lines (a) through (c)

a Enter the percentage of plan assets held as:
 Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate line 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): _____

Dana
Retirement
Savings Plan



Years Ended
December 31,
2013 and 2012

Financial
Statements
and
Supplementary
Information

DANA RETIREMENT SAVINGS PLAN

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Note: All other schedules required by Section 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted because they are not applicable.

INDEPENDENT AUDITORS' REPORT

October 10, 2014

Dana Holding Corporation Investment Committee
Dana Retirement Savings Plan
Maumee, Ohio**Report on the Financial Statements**

We were engaged to audit the accompanying financial statements of the *Dana Retirement Savings Plan* (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2013 and 2012, the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Independent Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audits in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the *Basis for Disclaimer of Opinion* paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to information summarized in Note 2, which was certified by Vanguard Fiduciary Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the Plan Administrator that the trustee holds the Plan's investment assets and notes receivable from participants, and executes the related transactions. The Plan Administrator has obtained certifications from the trustee as of and for the years ended December 31, 2013 and 2012, that the information provided to the Plan Administrator by the trustee is complete and accurate.

Disclaimer of Opinion

Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Other Matter – Supplemental Schedule

The December 31, 2013 supplemental schedule of assets (held at end of year) is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we do not express an opinion on the supplemental schedule.

Report on Form and Content in Compliance with DOL Rules and Regulations

The form and content of the information included in the financial statements and the supplemental schedule, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Rehmann Lohman LLC

DANA RETIREMENT SAVINGS PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

	December 31	
	2013	2012
ASSETS		
Investments at fair value		
Mutual funds	\$ 403,787,838	\$ 333,794,220
Common/collective trust	94,241	108,306
	<u>403,882,079</u>	<u>333,902,526</u>
Total investments at fair value	403,882,079	333,902,526
Receivables		
Employer contributions	668,499	578,438
Participant contributions	352,257	357,537
Notes receivable from participants	2,771,021	2,796,997
	<u>3,791,777</u>	<u>3,732,972</u>
Total receivables	3,791,777	3,732,972
Net assets reflecting investments at fair value	407,673,856	337,635,498
Adjustment from fair value to contract value for fully benefit-responsive investment contract	(2,555)	(5,463)
	<u>(2,555)</u>	<u>(5,463)</u>
Net assets available for benefits	<u>\$ 407,671,301</u>	<u>\$ 337,630,035</u>

The accompanying notes are an integral part of these financial statements.

DANA RETIREMENT SAVINGS PLAN

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

	Year Ended December 31	
	2013	2012
Additions to net assets attributed to		
Contributions		
Employer	\$ 8,863,531	\$ 6,978,902
Participant	11,824,232	11,331,617
Rollover	1,378,086	389,047
	<u>22,065,849</u>	<u>18,699,566</u>
Total contributions	22,065,849	18,699,566
Net appreciation in fair value of mutual funds	63,627,967	29,638,402
Investment income		
Dividends - mutual funds	12,957,876	8,064,196
Interest - common/collective trust	1,575	2,382
Interest income - notes receivable from participants	118,454	127,443
	<u>118,454</u>	<u>127,443</u>
Total additions	98,771,721	56,531,989
Deductions from net assets attributed to		
Benefits paid to participants	28,645,806	32,010,894
Corrective distributions	11,458	-
Deemed distributions of notes receivable from participants	7,458	13,594
Administrative and other expenses	170,079	77,079
	<u>28,834,801</u>	<u>32,101,567</u>
Total deductions	28,834,801	32,101,567
Net increase	69,936,920	24,430,422
Transfers to the Plan from other plans	114,816	208,609
Transfers from the Plan to other plans	(10,470)	(618)
Net assets available for benefits		
Beginning of year	<u>337,630,035</u>	<u>312,991,622</u>
End of year	<u>\$ 407,671,301</u>	<u>\$ 337,630,035</u>

The accompanying notes are an integral part of these financial statements.

DANA RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

1. DESCRIPTION OF THE PLAN AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The following description of the *Dana Retirement Savings Plan* (the “Plan”) provides only general information. Participants should refer to the Plan document for a more complete description of the Plan’s provisions.

Description of the Plan

General

The Plan is a defined contribution plan that was established on April 1, 2009 to succeed the Dana SavingsWorks Plan and to provide benefits for all eligible employees of participating facilities of *Dana Limited* (the “Company”), as identified in the Plan agreement. Generally employees who are not covered by a collective bargaining agreement are eligible to participate in the Plan on their date of hire. Part-time employees become participants in this Plan as of the first day of the calendar month after completing 1,000 hours of service during the relevant 12-month period, as described in the Plan document, or the first day of the calendar month following the date they otherwise become eligible to participate in the Plan. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (“ERISA”).

In an effort to align participation under the Company’s two primary defined contribution plans between union and non-union employees, the Plan transferred account balances totaling \$10,470 in 2013 and \$618 in 2012 to the Dana Hourly Bargained Retirement and Savings Plan (the “Dana Hourly Plan”). The Plan received transfers of account balances totaling \$112,713 in 2013 and \$198,979 in 2012 from the Dana Hourly Plan. The Plan also received transfers of \$2,103 in 2013 and \$9,630 in 2012 from another Plan sponsored by the Company. Employees whose balances were transferred between plans became participants in the plan to which the assets were transferred, on or near the date that these balances were transferred.

Administration

Dana Holding Corporation is the Company’s parent. The Plan is administered by the Dana Holding Corporation Investment Committee. The Investment Committee has caused the Plan to enter into a trust agreement with Vanguard Fiduciary Trust Company (“Vanguard”) to hold the Plan’s investment assets and execute investment transactions in accordance with the terms of the Plan agreement.

Contributions

Subject to certain limits established by the Internal Revenue Service (“IRS”), participants may contribute up to 50% of eligible compensation each year on a pre-tax basis, as Roth 401(k) contributions, on an after-tax basis or a combination thereof, as determined under the Plan agreement. Participants who attain age 50 before the end of the Plan year are eligible to contribute an additional amount to the Plan without regard to the IRS’ general contribution limits. For 2013 and 2012, the additional maximum contribution amount was \$5,500. Participants may also make rollover contributions from other qualified retirement plans. The Company makes safe harbor matching contributions of 100% of the participants’ contributions up to 3% of eligible compensation and 50% of the next 2% of eligible compensation for a maximum contribution of 4% of the

DANA RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

participants' eligible compensation. The Company may make an additional discretionary contribution to the Plan at an amount equal to a percentage of the participants' eligible compensation for the year. The Company made discretionary contributions equal to 2% of participants' eligible compensation for the year ended December 31, 2013 and 1% of participants' eligible compensation for the year ended December 31, 2012. Participants can direct the investment of contributions into various investment options offered by the Plan. The Plan currently offers mutual funds and a common/collective trust as investment options for participants.

Participant Accounts

Each participant's account is credited with the participant's contributions and the Company's matching contributions and an allocation of the Company's discretionary contributions (when made) based on eligible compensation. Plan earnings are credited to each participant's account based on the performance of the participant's selected investment options. Administrative expenses are allocated to participants' accounts as described below.

Vesting

Participants are completely vested in their individual contributions and related Company matching contributions at all times. Discretionary employer contributions are subject to a 3-year "cliff" vesting in accordance with the Plan document.

Notes Receivable from Participants

Participants may borrow from their compensation deferrals (including the compensation deferral portion of a prior plan account), rollover contributions and Roth 401(k) contributions a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50% of their account balances. The \$50,000 maximum note amount is reduced by the excess of the highest outstanding note balance during the previous 12-month period over the outstanding loan balance as of the date the new loan is made. A participant may not have more than one loan outstanding at any time. The notes receivable are secured by the balance in the participant's account and bear interest at 1% above prime rate quoted by *Reuters* on the last day of the month preceding the inception of the loan. Principal and interest are paid ratably through payroll deductions over a period not to exceed 5 years, (10 years if the proceeds are used for the purchase of a principal residence).

Payment of Benefits

On termination of service, disability, or retirement (as such items are defined under the Plan), a participant may elect to receive a lump-sum amount equal to the value of the participant's vested interest in his or her account. For participants who had account balances transferred from other retirement plans pursuant to a direct trustee-to-trustee transfer or plan merger, various optional forms of benefit distributions that the former plans allowed, such as installment payments or annuity payments, are available for those transferred amounts. If the participant's account balance is \$1,000 or less, payment will be made in a lump-sum without the participant's consent. If the account balance is greater than \$1,000 but less than \$5,000, payment will be made as a direct rollover to an individual retirement account at Vanguard, or such other provider as the Company designates in accordance with Department of Labor ("DOL") guidelines, unless the participant requests a different disposition of his or her account balance within the

DANA RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

applicable election period. In-service withdrawals may be elected by participants who have reached 59½ years of age. The Plan also permits withdrawals of active participants' elective contributions only in amounts necessary to satisfy financial hardship, as defined in the Plan document.

Administrative Expenses

The Plan's administrative expenses, including salaries related to the administration of the Plan, audit, and legal fees qualify as party-in-interest transactions that are exempt from ERISA's prohibited transaction rules.

Plan expenses and fees generally fall into three categories:

Investment Fees - These fees are borne by the participants and are generally assessed as a percentage of assets invested. They are paid in the form of an indirect charge that is deducted directly from investment returns. The participant's net total return is the return after these fees have been deducted. A portion of these fees are also used by Vanguard to pay plan administrative expenses as discussed below.

Plan Administrative Expenses - These are the fees that cover basic administrative services (such as plan recordkeeping, audit, legal, investment advisory and trustee services) necessary for the Plan's day-to-day operations. A portion of the investment fees deducted from participant investment returns are used to indirectly subsidize Plan administrative expenses. The remainder of administrative expenses (other than individual service fees described below) are paid by the Company.

Individual Service Fees - In addition to overall administrative expenses, there are individual service fees associated with optional features offered under the Plan. Individual service fees are charged separately to the accounts of individuals who choose to take advantage of a particular Plan feature or who are subject to a fee based on a particular set of facts such as the receipt of a domestic relations order from a family court. Also, participants with an outstanding loan are charged an annual maintenance fee for the term of the loan.

Summary of Significant Accounting Policies

Basis of Accounting

The financial statements of the Plan are prepared using the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America ("GAAP").

Investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the contracts. The statements of net assets available for benefits present the fair value of the investment contract as well as the adjustment of the fully benefit-responsive investment contract from fair value to contract value. The statements of changes in net assets available for benefits are prepared on a contract value basis.

DANA RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

Use of Estimates

The preparation of financial statements in conformity with GAAP requires Plan management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Investment Valuation and Income Recognition

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Plan management determines the Plan's valuation policies utilizing information provided by the investment advisor and trustee. See Note 3 for discussion of fair value measurements.

Purchases and sales of investments are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation in fair value of mutual funds includes the Plan's gains and losses on mutual funds bought and sold as well as held during the year.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Related fees are recorded as administrative expenses and are expensed when they are incurred. No allowance for credit losses has been recorded as of December 31, 2013 or 2012. If a participant ceases to make loan repayments and the Plan Administrator deems the note receivable to be in default according to the terms of the Plan document, the participant note receivable balance is reduced and a benefit payment is recorded.

Contributions

Participant contributions are recorded when withheld from compensation. Employer contributions are recorded in the period in which they become obligations of the Company.

Payment of Benefits

Benefits are recorded when paid.

Subsequent Events

In preparing these financial statements, Plan management has evaluated, for potential recognition or disclosure, significant events or transactions that occurred during the period subsequent to December 31, 2013, the most recent statement of net assets available for benefits presented herein, through October 10, 2014, the date these financial statements were available to be issued. No such significant events or transactions were identified.

DANA RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

2. INVESTMENTS

The Plan Administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the DOL's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, other than the fair value of the guaranteed investment contract and the related adjustment from fair value to contract value for the fully benefit-responsive investment contract, Vanguard, as trustee, has certified the completeness and accuracy of the investment information reflected in (1) the accompanying statements of net assets available for benefits as of December 31, 2013 and 2012, (2) the December 31, 2013, schedule of assets (held at end of year), (3) the related investment activity reflected in the statements of changes in net assets available for benefits during 2013 and 2012, and (4) the information presented below. Vanguard has also certified the completeness and accuracy of notes receivable from participants and the related interest income as of and for the years ended December 31, 2013 and 2012.

Investments representing 5% or more of the Plan's net assets available for benefits are as follows at December 31:

	2013	2012
Investments at fair value		
Mutual funds		
Vanguard 500 Index Fund	\$ 34,386,763	\$ 26,050,078
Vanguard PRIMECAP Fund	95,605,782	73,834,855
Vanguard Prime Money Market Fund	37,931,087	38,900,897
Vanguard Wellington Fund	56,549,241	49,308,799
Vanguard Windsor Fund	43,417,985	32,331,520
Other investments less than 5% of the Plan's net assets available for benefits	<u>135,991,221</u>	<u>113,476,377</u>
Total	<u>\$403,882,079</u>	<u>\$333,902,526</u>

3. FAIR VALUE MEASUREMENTS

The framework for measuring fair value provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of fair value hierarchy are described as follows:

Level 1: Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

Level 2: Inputs to the valuation methodology include:

- quoted prices for similar assets or liabilities in active markets;
- quoted prices for identical or similar assets or liabilities in inactive markets;
- inputs other than quoted prices that are observable for the asset or liability; and

DANA RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

- inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

Level 3: Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The fair value measurement level within the fair value hierarchy of each of the Plan's assets and liabilities is based on the lowest level of any input that is significant to the fair value measurements. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

The following is a description of the valuation methodologies used for assets measured at fair value. For financial assets recorded at fair value, the description includes an indication of the level of the fair value hierarchy in which the assets are classified. There have been no changes in the methodologies used at December 31, 2013 and 2012.

Mutual funds: Shares held in mutual funds are valued at quoted market prices that represent the net asset value ("NAV") of shares held by the Plan at year end and are classified as Level 1. The NAV is based on the value of the underlying assets owned by the fund, minus its liabilities then divided by the number of shares outstanding.

Common/collective trust: These investments are public investment securities valued using the NAV provided by Vanguard and are classified as Level 2. The NAV is quoted in a private market that is not active; however, the unit price is based on underlying investments which are traded in an active market.

The preceding methods described may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although Plan management believes its 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.

DANA RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

The following tables set forth by level, within the fair value hierarchy, the Plan's assets at fair value at December 31:

2013	Level 1	Level 2	Level 3	Total
Mutual funds				
Fixed income	\$ 24,876,490	\$ -	\$ -	\$ 24,876,490
International	23,971,219	-	-	23,971,219
Large blend	34,386,763	-	-	34,386,763
Large growth	105,682,515	-	-	105,682,515
Large value	102,094,660	-	-	102,094,660
Life cycle	54,725,028	-	-	54,725,028
Mid-cap blend	4,584,455	-	-	4,584,455
Mid-cap value	8,852,039	-	-	8,852,039
Money market	37,931,087	-	-	37,931,087
Small growth	6,683,582	-	-	6,683,582
Total mutual funds	403,787,838	-	-	403,787,838
Common/collective trust	-	94,241	-	94,241
Total investments at fair value	<u>\$403,787,838</u>	<u>\$ 94,241</u>	<u>\$ -</u>	<u>\$403,882,079</u>

2012	Level 1	Level 2	Level 3	Total
Mutual funds				
Fixed income	\$ 31,976,475	\$ -	\$ -	\$ 31,976,475
International	19,713,890	-	-	19,713,890
Large blend	26,050,077	-	-	26,050,077
Large growth	80,260,164	-	-	80,260,164
Large value	82,540,801	-	-	82,540,801
Life cycle	41,732,107	-	-	41,732,107
Mid-cap blend	2,359,515	-	-	2,359,515
Mid-cap value	5,869,688	-	-	5,869,688
Money market	38,900,897	-	-	38,900,897
Small growth	4,390,606	-	-	4,390,606
Total mutual funds	333,794,220	-	-	333,794,220
Common/collective trust	-	108,306	-	108,306
Total investments at fair value	<u>\$333,794,220</u>	<u>\$ 108,306</u>	<u>\$ -</u>	<u>\$333,902,526</u>

The plan invests in the Vanguard Retirement Savings Trust ("VRST"), a common/collective trust which invests primarily in benefit-responsive investment contracts issued by insurance companies, banks or other financial institutions. The VRST seeks to maintain a stable net asset value and provide returns comparable to those of short-term fixed income securities.

DANA RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

The following table sets forth additional disclosures for the fair value measurement of investments in certain entities that calculate net asset value per share (or its equivalent) as of December 31:

Investment Type	Fair Value		Unfunded Commitments	Redemption Frequency	Redemption Notice Period
	2013	2012			
Vanguard Retirement Savings Trust	\$ 94,241	\$108,306	\$ -	Daily	Daily

4. RELATED PARTY AND PARTY-IN-INTEREST TRANSACTIONS

Certain Plan investments are managed by affiliates of Vanguard. Vanguard is the trustee of the Plan and, therefore, transactions related to these investments qualify as party-in-interest transactions. These transactions qualify for exemption from the prohibited transaction rules under ERISA. Pacific Global Advisors, LLC ("PGA") became an investment advisor to the Plan in 2013. Fees paid to Vanguard are for investment advisory fees on managed accounts, maintenance of notes receivable to participants and other specific services related to participant accounts and are charged to participant accounts. Total fees paid by the Plan amounted to \$170,079 in 2013 and \$77,079 in 2012.

5. INCOME TAX STATUS

The IRS has determined and informed the Company by a letter dated November 21, 2011, that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code ("IRC"). Although the Plan has been amended since receiving the determination letter, the Plan Administrator and the Plan's legal counsel believe that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC and, therefore, believe that the Plan is qualified and the related trust is tax-exempt.

The Plan may be subject to routine audits by the IRS; however, there are currently no audits for any tax periods in progress. Generally, the Plan is no longer subject to income tax examinations for years prior to 2010 under the IRS three-year statute of limitations.

6. PLAN TERMINATION

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of termination of the Plan, participants would become 100 percent vested in their accounts and the full value of each participant's account as of the valuation date coincident with or next following the effective date of such termination would immediately become distributable to the participant or transferred to a successor plan, as applicable. Any unallocated assets of the Plan would be allocated to participant accounts and distributed in such a manner as the Company may determine.

DANA RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

7. RISKS AND UNCERTAINTIES

The Plan invests in various mutual funds and a common/collective trust with the underlying assets consisting of any combination of stocks, bonds, fixed income securities, and other investment securities. Investment securities are exposed to various risks, such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the fair values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits and the statements of changes in net assets available for benefits.

8. RECONCILIATION OF FINANCIAL STATEMENTS TO SCHEDULE H OF FORMS 5500

The following is a reconciliation of net assets available for benefits reported in these financial statements to the amounts reported on Schedule H of Forms 5500 at December 31:

	2013	2012
Net assets available for benefits reported in these financial statements	\$ 407,671,301	\$ 337,630,035
Adjustment from contract value to fair value for fully benefit-responsive investment contracts	2,555	5,463
Net assets available for benefits reported on Schedule H of Forms 5500	<u>\$407,673,856</u>	<u>\$337,635,498</u>

The following is a reconciliation of the change in net assets available for benefits reported in these financial statements to the amounts reported on Schedule H of Forms 5500 for the years ended December 31:

	2013	2012
Change in net assets available for benefits reported in these financial statements	\$ 69,936,920	\$ 24,430,422
Change in adjustment from contract value to fair value for fully benefit-responsive investment contracts	(2,908)	500
Change in net assets available for benefits reported on Schedule H of Forms 5500	<u>\$ 69,934,012</u>	<u>\$ 24,430,922</u>

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SUPPLEMENTARY INFORMATION

DANA RETIREMENT SAVINGS PLAN

FORM 5500 SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

DECEMBER 31, 2013

PLAN #147

EIN 26-1318190

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(e) Current Value
Mutual funds			
	Harbor	Harbor International Fund, 12,277 Shares	\$ 865,778
*	Vanguard	Vanguard 500 Index Fund, 201,848 Shares	34,386,763
*	Vanguard	Vanguard Capital Opportunity Fund, 218,206 Shares	10,076,733
*	Vanguard	Vanguard Explorer Fund, 64,638 Shares	6,683,582
*	Vanguard	Vanguard Extended Market Index Fund, 73,047 Shares	4,584,455
*	Vanguard	Vanguard Inflation-Protected Securities Fund, 308,762 Shares	4,007,733
*	Vanguard	Vanguard Intermediate-Term Treasury Fund, 573,984 Shares	6,382,698
*	Vanguard	Vanguard International Growth Fund, 789,716 Shares	18,431,972
*	Vanguard	Vanguard Long-Term Treasury Fund, 847,581 Shares	9,238,635
*	Vanguard	Vanguard PRIMECAP Fund, 1,035,479 Shares	95,605,782
*	Vanguard	Vanguard Prime Money Market Fund, 37,931,087 Shares	37,931,087
*	Vanguard	Vanguard Selected Value Fund, 313,902 Shares	8,852,039
*	Vanguard	Vanguard Target Retirement 2010 Fund, 93,121 Shares	2,383,909
*	Vanguard	Vanguard Target Retirement 2015 Fund, 470,244 Shares	6,945,499
*	Vanguard	Vanguard Target Retirement 2020 Fund, 299,417 Shares	8,117,208
*	Vanguard	Vanguard Target Retirement 2025 Fund, 665,230 Shares	10,477,372
*	Vanguard	Vanguard Target Retirement 2030 Fund, 273,560 Shares	7,561,198
*	Vanguard	Vanguard Target Retirement 2035 Fund, 370,600 Shares	6,292,794
*	Vanguard	Vanguard Target Retirement 2040 Fund, 187,298 Shares	5,304,269
*	Vanguard	Vanguard Target Retirement 2045 Fund, 138,590 Shares	2,461,358
*	Vanguard	Vanguard Target Retirement 2050 Fund, 60,807 Shares	1,714,147
*	Vanguard	Vanguard Target Retirement 2055 Fund, 13,666 Shares	414,764
*	Vanguard	Vanguard Target Retirement 2060 Fund, 3,190 Shares	85,324
*	Vanguard	Vanguard Target Retirement Income Fund, 237,375 Shares	2,967,186
*	Vanguard	Vanguard Total Bond Market Index Fund, 496,915 Shares	5,247,424
*	Vanguard	Vanguard Total International Stock Index Fund, 279,013 Shares	4,673,469
*	Vanguard	Vanguard Value Index Fund, 71,438 Shares	2,127,434
*	Vanguard	Vanguard Wellington Fund, 1,490,491 Shares	56,549,241
*	Vanguard	Vanguard Windsor Fund, 2,134,611 Shares	43,417,985
Total mutual funds			403,787,838
Common/collective trust			
*	Vanguard	Vanguard Retirement Savings Trust, 91,686 Units (\$91,686 contract value)	94,241
Total investments at fair value			403,882,079
*	Notes receivable from participants	Maturing through December 2023, interest rates from 4.25% to 9.25%, collateral - participant account balances	2,771,021
Total			\$ 406,653,100

a) An asterisk in this column identifies a person known to be a party-in-interest.

The above information has been certified by Vanguard Fiduciary Trust Company, trustee of the Plan, as complete and accurate.

Dana
Retirement
Savings Plan



Years Ended
December 31,
2013 and 2012

Financial
Statements
and
Supplementary
Information

DANA RETIREMENT SAVINGS PLAN

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Note: All other schedules required by Section 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted because they are not applicable.

INDEPENDENT AUDITORS' REPORT

October 10, 2014

Dana Holding Corporation Investment Committee
Dana Retirement Savings Plan
Maumee, Ohio**Report on the Financial Statements**

We were engaged to audit the accompanying financial statements of the *Dana Retirement Savings Plan* (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2013 and 2012, the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Independent Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audits in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the *Basis for Disclaimer of Opinion* paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to information summarized in Note 2, which was certified by Vanguard Fiduciary Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the Plan Administrator that the trustee holds the Plan's investment assets and notes receivable from participants, and executes the related transactions. The Plan Administrator has obtained certifications from the trustee as of and for the years ended December 31, 2013 and 2012, that the information provided to the Plan Administrator by the trustee is complete and accurate.

Disclaimer of Opinion

Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Other Matter – Supplemental Schedule

The December 31, 2013 supplemental schedule of assets (held at end of year) is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we do not express an opinion on the supplemental schedule.

Report on Form and Content in Compliance with DOL Rules and Regulations

The form and content of the information included in the financial statements and the supplemental schedule, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Rehmann Lohman LLC

DANA RETIREMENT SAVINGS PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

	December 31	
	2013	2012
ASSETS		
Investments at fair value		
Mutual funds	\$ 403,787,838	\$ 333,794,220
Common/collective trust	94,241	108,306
	<u>403,882,079</u>	<u>333,902,526</u>
Total investments at fair value	403,882,079	333,902,526
Receivables		
Employer contributions	668,499	578,438
Participant contributions	352,257	357,537
Notes receivable from participants	2,771,021	2,796,997
	<u>3,791,777</u>	<u>3,732,972</u>
Total receivables	3,791,777	3,732,972
Net assets reflecting investments at fair value	407,673,856	337,635,498
Adjustment from fair value to contract value for fully benefit-responsive investment contract	(2,555)	(5,463)
	<u>(2,555)</u>	<u>(5,463)</u>
Net assets available for benefits	<u>\$ 407,671,301</u>	<u>\$ 337,630,035</u>

The accompanying notes are an integral part of these financial statements.

DANA RETIREMENT SAVINGS PLAN

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

	Year Ended December 31	
	2013	2012
Additions to net assets attributed to		
Contributions		
Employer	\$ 8,863,531	\$ 6,978,902
Participant	11,824,232	11,331,617
Rollover	1,378,086	389,047
	<u>22,065,849</u>	<u>18,699,566</u>
Total contributions	22,065,849	18,699,566
Net appreciation in fair value of mutual funds	63,627,967	29,638,402
Investment income		
Dividends - mutual funds	12,957,876	8,064,196
Interest - common/collective trust	1,575	2,382
Interest income - notes receivable from participants	118,454	127,443
	<u>118,454</u>	<u>127,443</u>
Total additions	98,771,721	56,531,989
Deductions from net assets attributed to		
Benefits paid to participants	28,645,806	32,010,894
Corrective distributions	11,458	-
Deemed distributions of notes receivable from participants	7,458	13,594
Administrative and other expenses	170,079	77,079
	<u>28,834,801</u>	<u>32,101,567</u>
Total deductions	28,834,801	32,101,567
Net increase	69,936,920	24,430,422
Transfers to the Plan from other plans	114,816	208,609
Transfers from the Plan to other plans	(10,470)	(618)
Net assets available for benefits		
Beginning of year	<u>337,630,035</u>	<u>312,991,622</u>
End of year	<u>\$ 407,671,301</u>	<u>\$ 337,630,035</u>

The accompanying notes are an integral part of these financial statements.

DANA RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

1. DESCRIPTION OF THE PLAN AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The following description of the *Dana Retirement Savings Plan* (the “Plan”) provides only general information. Participants should refer to the Plan document for a more complete description of the Plan’s provisions.

Description of the Plan

General

The Plan is a defined contribution plan that was established on April 1, 2009 to succeed the Dana SavingsWorks Plan and to provide benefits for all eligible employees of participating facilities of *Dana Limited* (the “Company”), as identified in the Plan agreement. Generally employees who are not covered by a collective bargaining agreement are eligible to participate in the Plan on their date of hire. Part-time employees become participants in this Plan as of the first day of the calendar month after completing 1,000 hours of service during the relevant 12-month period, as described in the Plan document, or the first day of the calendar month following the date they otherwise become eligible to participate in the Plan. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (“ERISA”).

In an effort to align participation under the Company’s two primary defined contribution plans between union and non-union employees, the Plan transferred account balances totaling \$10,470 in 2013 and \$618 in 2012 to the Dana Hourly Bargained Retirement and Savings Plan (the “Dana Hourly Plan”). The Plan received transfers of account balances totaling \$112,713 in 2013 and \$198,979 in 2012 from the Dana Hourly Plan. The Plan also received transfers of \$2,103 in 2013 and \$9,630 in 2012 from another Plan sponsored by the Company. Employees whose balances were transferred between plans became participants in the plan to which the assets were transferred, on or near the date that these balances were transferred.

Administration

Dana Holding Corporation is the Company’s parent. The Plan is administered by the Dana Holding Corporation Investment Committee. The Investment Committee has caused the Plan to enter into a trust agreement with Vanguard Fiduciary Trust Company (“Vanguard”) to hold the Plan’s investment assets and execute investment transactions in accordance with the terms of the Plan agreement.

Contributions

Subject to certain limits established by the Internal Revenue Service (“IRS”), participants may contribute up to 50% of eligible compensation each year on a pre-tax basis, as Roth 401(k) contributions, on an after-tax basis or a combination thereof, as determined under the Plan agreement. Participants who attain age 50 before the end of the Plan year are eligible to contribute an additional amount to the Plan without regard to the IRS’ general contribution limits. For 2013 and 2012, the additional maximum contribution amount was \$5,500. Participants may also make rollover contributions from other qualified retirement plans. The Company makes safe harbor matching contributions of 100% of the participants’ contributions up to 3% of eligible compensation and 50% of the next 2% of eligible compensation for a maximum contribution of 4% of the

DANA RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

participants' eligible compensation. The Company may make an additional discretionary contribution to the Plan at an amount equal to a percentage of the participants' eligible compensation for the year. The Company made discretionary contributions equal to 2% of participants' eligible compensation for the year ended December 31, 2013 and 1% of participants' eligible compensation for the year ended December 31, 2012. Participants can direct the investment of contributions into various investment options offered by the Plan. The Plan currently offers mutual funds and a common/collective trust as investment options for participants.

Participant Accounts

Each participant's account is credited with the participant's contributions and the Company's matching contributions and an allocation of the Company's discretionary contributions (when made) based on eligible compensation. Plan earnings are credited to each participant's account based on the performance of the participant's selected investment options. Administrative expenses are allocated to participants' accounts as described below.

Vesting

Participants are completely vested in their individual contributions and related Company matching contributions at all times. Discretionary employer contributions are subject to a 3-year "cliff" vesting in accordance with the Plan document.

Notes Receivable from Participants

Participants may borrow from their compensation deferrals (including the compensation deferral portion of a prior plan account), rollover contributions and Roth 401(k) contributions a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50% of their account balances. The \$50,000 maximum note amount is reduced by the excess of the highest outstanding note balance during the previous 12-month period over the outstanding loan balance as of the date the new loan is made. A participant may not have more than one loan outstanding at any time. The notes receivable are secured by the balance in the participant's account and bear interest at 1% above prime rate quoted by *Reuters* on the last day of the month preceding the inception of the loan. Principal and interest are paid ratably through payroll deductions over a period not to exceed 5 years, (10 years if the proceeds are used for the purchase of a principal residence).

Payment of Benefits

On termination of service, disability, or retirement (as such items are defined under the Plan), a participant may elect to receive a lump-sum amount equal to the value of the participant's vested interest in his or her account. For participants who had account balances transferred from other retirement plans pursuant to a direct trustee-to-trustee transfer or plan merger, various optional forms of benefit distributions that the former plans allowed, such as installment payments or annuity payments, are available for those transferred amounts. If the participant's account balance is \$1,000 or less, payment will be made in a lump-sum without the participant's consent. If the account balance is greater than \$1,000 but less than \$5,000, payment will be made as a direct rollover to an individual retirement account at Vanguard, or such other provider as the Company designates in accordance with Department of Labor ("DOL") guidelines, unless the participant requests a different disposition of his or her account balance within the

DANA RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

applicable election period. In-service withdrawals may be elected by participants who have reached 59½ years of age. The Plan also permits withdrawals of active participants' elective contributions only in amounts necessary to satisfy financial hardship, as defined in the Plan document.

Administrative Expenses

The Plan's administrative expenses, including salaries related to the administration of the Plan, audit, and legal fees qualify as party-in-interest transactions that are exempt from ERISA's prohibited transaction rules.

Plan expenses and fees generally fall into three categories:

Investment Fees - These fees are borne by the participants and are generally assessed as a percentage of assets invested. They are paid in the form of an indirect charge that is deducted directly from investment returns. The participant's net total return is the return after these fees have been deducted. A portion of these fees are also used by Vanguard to pay plan administrative expenses as discussed below.

Plan Administrative Expenses - These are the fees that cover basic administrative services (such as plan recordkeeping, audit, legal, investment advisory and trustee services) necessary for the Plan's day-to-day operations. A portion of the investment fees deducted from participant investment returns are used to indirectly subsidize Plan administrative expenses. The remainder of administrative expenses (other than individual service fees described below) are paid by the Company.

Individual Service Fees - In addition to overall administrative expenses, there are individual service fees associated with optional features offered under the Plan. Individual service fees are charged separately to the accounts of individuals who choose to take advantage of a particular Plan feature or who are subject to a fee based on a particular set of facts such as the receipt of a domestic relations order from a family court. Also, participants with an outstanding loan are charged an annual maintenance fee for the term of the loan.

Summary of Significant Accounting Policies

Basis of Accounting

The financial statements of the Plan are prepared using the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America ("GAAP").

Investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the contracts. The statements of net assets available for benefits present the fair value of the investment contract as well as the adjustment of the fully benefit-responsive investment contract from fair value to contract value. The statements of changes in net assets available for benefits are prepared on a contract value basis.

DANA RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

Use of Estimates

The preparation of financial statements in conformity with GAAP requires Plan management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Investment Valuation and Income Recognition

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Plan management determines the Plan's valuation policies utilizing information provided by the investment advisor and trustee. See Note 3 for discussion of fair value measurements.

Purchases and sales of investments are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation in fair value of mutual funds includes the Plan's gains and losses on mutual funds bought and sold as well as held during the year.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Related fees are recorded as administrative expenses and are expensed when they are incurred. No allowance for credit losses has been recorded as of December 31, 2013 or 2012. If a participant ceases to make loan repayments and the Plan Administrator deems the note receivable to be in default according to the terms of the Plan document, the participant note receivable balance is reduced and a benefit payment is recorded.

Contributions

Participant contributions are recorded when withheld from compensation. Employer contributions are recorded in the period in which they become obligations of the Company.

Payment of Benefits

Benefits are recorded when paid.

Subsequent Events

In preparing these financial statements, Plan management has evaluated, for potential recognition or disclosure, significant events or transactions that occurred during the period subsequent to December 31, 2013, the most recent statement of net assets available for benefits presented herein, through October 10, 2014, the date these financial statements were available to be issued. No such significant events or transactions were identified.

DANA RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

2. INVESTMENTS

The Plan Administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the DOL's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, other than the fair value of the guaranteed investment contract and the related adjustment from fair value to contract value for the fully benefit-responsive investment contract, Vanguard, as trustee, has certified the completeness and accuracy of the investment information reflected in (1) the accompanying statements of net assets available for benefits as of December 31, 2013 and 2012, (2) the December 31, 2013, schedule of assets (held at end of year), (3) the related investment activity reflected in the statements of changes in net assets available for benefits during 2013 and 2012, and (4) the information presented below. Vanguard has also certified the completeness and accuracy of notes receivable from participants and the related interest income as of and for the years ended December 31, 2013 and 2012.

Investments representing 5% or more of the Plan's net assets available for benefits are as follows at December 31:

	2013	2012
Investments at fair value		
Mutual funds		
Vanguard 500 Index Fund	\$ 34,386,763	\$ 26,050,078
Vanguard PRIMECAP Fund	95,605,782	73,834,855
Vanguard Prime Money Market Fund	37,931,087	38,900,897
Vanguard Wellington Fund	56,549,241	49,308,799
Vanguard Windsor Fund	43,417,985	32,331,520
Other investments less than 5% of the Plan's net assets available for benefits	<u>135,991,221</u>	<u>113,476,377</u>
Total	<u>\$403,882,079</u>	<u>\$333,902,526</u>

3. FAIR VALUE MEASUREMENTS

The framework for measuring fair value provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of fair value hierarchy are described as follows:

Level 1: Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

Level 2: Inputs to the valuation methodology include:

- quoted prices for similar assets or liabilities in active markets;
- quoted prices for identical or similar assets or liabilities in inactive markets;
- inputs other than quoted prices that are observable for the asset or liability; and

DANA RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

- inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

Level 3: Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The fair value measurement level within the fair value hierarchy of each of the Plan's assets and liabilities is based on the lowest level of any input that is significant to the fair value measurements. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

The following is a description of the valuation methodologies used for assets measured at fair value. For financial assets recorded at fair value, the description includes an indication of the level of the fair value hierarchy in which the assets are classified. There have been no changes in the methodologies used at December 31, 2013 and 2012.

Mutual funds: Shares held in mutual funds are valued at quoted market prices that represent the net asset value ("NAV") of shares held by the Plan at year end and are classified as Level 1. The NAV is based on the value of the underlying assets owned by the fund, minus its liabilities then divided by the number of shares outstanding.

Common/collective trust: These investments are public investment securities valued using the NAV provided by Vanguard and are classified as Level 2. The NAV is quoted in a private market that is not active; however, the unit price is based on underlying investments which are traded in an active market.

The preceding methods described may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although Plan management believes its 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.

DANA RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

The following tables set forth by level, within the fair value hierarchy, the Plan's assets at fair value at December 31:

2013	Level 1	Level 2	Level 3	Total
Mutual funds				
Fixed income	\$ 24,876,490	\$ -	\$ -	\$ 24,876,490
International	23,971,219	-	-	23,971,219
Large blend	34,386,763	-	-	34,386,763
Large growth	105,682,515	-	-	105,682,515
Large value	102,094,660	-	-	102,094,660
Life cycle	54,725,028	-	-	54,725,028
Mid-cap blend	4,584,455	-	-	4,584,455
Mid-cap value	8,852,039	-	-	8,852,039
Money market	37,931,087	-	-	37,931,087
Small growth	6,683,582	-	-	6,683,582
Total mutual funds	403,787,838	-	-	403,787,838
Common/collective trust	-	94,241	-	94,241
Total investments at fair value	<u>\$403,787,838</u>	<u>\$ 94,241</u>	<u>\$ -</u>	<u>\$403,882,079</u>

2012	Level 1	Level 2	Level 3	Total
Mutual funds				
Fixed income	\$ 31,976,475	\$ -	\$ -	\$ 31,976,475
International	19,713,890	-	-	19,713,890
Large blend	26,050,077	-	-	26,050,077
Large growth	80,260,164	-	-	80,260,164
Large value	82,540,801	-	-	82,540,801
Life cycle	41,732,107	-	-	41,732,107
Mid-cap blend	2,359,515	-	-	2,359,515
Mid-cap value	5,869,688	-	-	5,869,688
Money market	38,900,897	-	-	38,900,897
Small growth	4,390,606	-	-	4,390,606
Total mutual funds	333,794,220	-	-	333,794,220
Common/collective trust	-	108,306	-	108,306
Total investments at fair value	<u>\$333,794,220</u>	<u>\$ 108,306</u>	<u>\$ -</u>	<u>\$333,902,526</u>

The plan invests in the Vanguard Retirement Savings Trust ("VRST"), a common/collective trust which invests primarily in benefit-responsive investment contracts issued by insurance companies, banks or other financial institutions. The VRST seeks to maintain a stable net asset value and provide returns comparable to those of short-term fixed income securities.

DANA RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

The following table sets forth additional disclosures for the fair value measurement of investments in certain entities that calculate net asset value per share (or its equivalent) as of December 31:

Investment Type	Fair Value		Unfunded Commitments	Redemption Frequency	Redemption Notice Period
	2013	2012			
Vanguard Retirement Savings Trust	\$ 94,241	\$108,306	\$ -	Daily	Daily

4. RELATED PARTY AND PARTY-IN-INTEREST TRANSACTIONS

Certain Plan investments are managed by affiliates of Vanguard. Vanguard is the trustee of the Plan and, therefore, transactions related to these investments qualify as party-in-interest transactions. These transactions qualify for exemption from the prohibited transaction rules under ERISA. Pacific Global Advisors, LLC ("PGA") became an investment advisor to the Plan in 2013. Fees paid to Vanguard are for investment advisory fees on managed accounts, maintenance of notes receivable to participants and other specific services related to participant accounts and are charged to participant accounts. Total fees paid by the Plan amounted to \$170,079 in 2013 and \$77,079 in 2012.

5. INCOME TAX STATUS

The IRS has determined and informed the Company by a letter dated November 21, 2011, that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code ("IRC"). Although the Plan has been amended since receiving the determination letter, the Plan Administrator and the Plan's legal counsel believe that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC and, therefore, believe that the Plan is qualified and the related trust is tax-exempt.

The Plan may be subject to routine audits by the IRS; however, there are currently no audits for any tax periods in progress. Generally, the Plan is no longer subject to income tax examinations for years prior to 2010 under the IRS three-year statute of limitations.

6. PLAN TERMINATION

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of termination of the Plan, participants would become 100 percent vested in their accounts and the full value of each participant's account as of the valuation date coincident with or next following the effective date of such termination would immediately become distributable to the participant or transferred to a successor plan, as applicable. Any unallocated assets of the Plan would be allocated to participant accounts and distributed in such a manner as the Company may determine.

DANA RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

7. RISKS AND UNCERTAINTIES

The Plan invests in various mutual funds and a common/collective trust with the underlying assets consisting of any combination of stocks, bonds, fixed income securities, and other investment securities. Investment securities are exposed to various risks, such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the fair values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits and the statements of changes in net assets available for benefits.

8. RECONCILIATION OF FINANCIAL STATEMENTS TO SCHEDULE H OF FORMS 5500

The following is a reconciliation of net assets available for benefits reported in these financial statements to the amounts reported on Schedule H of Forms 5500 at December 31:

	2013	2012
Net assets available for benefits reported in these financial statements	\$ 407,671,301	\$ 337,630,035
Adjustment from contract value to fair value for fully benefit-responsive investment contracts	2,555	5,463
Net assets available for benefits reported on Schedule H of Forms 5500	<u>\$407,673,856</u>	<u>\$337,635,498</u>

The following is a reconciliation of the change in net assets available for benefits reported in these financial statements to the amounts reported on Schedule H of Forms 5500 for the years ended December 31:

	2013	2012
Change in net assets available for benefits reported in these financial statements	\$ 69,936,920	\$ 24,430,422
Change in adjustment from contract value to fair value for fully benefit-responsive investment contracts	(2,908)	500
Change in net assets available for benefits reported on Schedule H of Forms 5500	<u>\$ 69,934,012</u>	<u>\$ 24,430,922</u>

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SUPPLEMENTARY INFORMATION

DANA RETIREMENT SAVINGS PLAN

FORM 5500 SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

DECEMBER 31, 2013

PLAN #147

EIN 26-1318190

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(e) Current Value
Mutual funds			
	Harbor	Harbor International Fund, 12,277 Shares	\$ 865,778
*	Vanguard	Vanguard 500 Index Fund, 201,848 Shares	34,386,763
*	Vanguard	Vanguard Capital Opportunity Fund, 218,206 Shares	10,076,733
*	Vanguard	Vanguard Explorer Fund, 64,638 Shares	6,683,582
*	Vanguard	Vanguard Extended Market Index Fund, 73,047 Shares	4,584,455
*	Vanguard	Vanguard Inflation-Protected Securities Fund, 308,762 Shares	4,007,733
*	Vanguard	Vanguard Intermediate-Term Treasury Fund, 573,984 Shares	6,382,698
*	Vanguard	Vanguard International Growth Fund, 789,716 Shares	18,431,972
*	Vanguard	Vanguard Long-Term Treasury Fund, 847,581 Shares	9,238,635
*	Vanguard	Vanguard PRIMECAP Fund, 1,035,479 Shares	95,605,782
*	Vanguard	Vanguard Prime Money Market Fund, 37,931,087 Shares	37,931,087
*	Vanguard	Vanguard Selected Value Fund, 313,902 Shares	8,852,039
*	Vanguard	Vanguard Target Retirement 2010 Fund, 93,121 Shares	2,383,909
*	Vanguard	Vanguard Target Retirement 2015 Fund, 470,244 Shares	6,945,499
*	Vanguard	Vanguard Target Retirement 2020 Fund, 299,417 Shares	8,117,208
*	Vanguard	Vanguard Target Retirement 2025 Fund, 665,230 Shares	10,477,372
*	Vanguard	Vanguard Target Retirement 2030 Fund, 273,560 Shares	7,561,198
*	Vanguard	Vanguard Target Retirement 2035 Fund, 370,600 Shares	6,292,794
*	Vanguard	Vanguard Target Retirement 2040 Fund, 187,298 Shares	5,304,269
*	Vanguard	Vanguard Target Retirement 2045 Fund, 138,590 Shares	2,461,358
*	Vanguard	Vanguard Target Retirement 2050 Fund, 60,807 Shares	1,714,147
*	Vanguard	Vanguard Target Retirement 2055 Fund, 13,666 Shares	414,764
*	Vanguard	Vanguard Target Retirement 2060 Fund, 3,190 Shares	85,324
*	Vanguard	Vanguard Target Retirement Income Fund, 237,375 Shares	2,967,186
*	Vanguard	Vanguard Total Bond Market Index Fund, 496,915 Shares	5,247,424
*	Vanguard	Vanguard Total International Stock Index Fund, 279,013 Shares	4,673,469
*	Vanguard	Vanguard Value Index Fund, 71,438 Shares	2,127,434
*	Vanguard	Vanguard Wellington Fund, 1,490,491 Shares	56,549,241
*	Vanguard	Vanguard Windsor Fund, 2,134,611 Shares	43,417,985
	Total mutual funds		403,787,838
Common/collective trust			
*	Vanguard	Vanguard Retirement Savings Trust, 91,686 Units (\$91,686 contract value)	94,241
	Total investments at fair value		403,882,079
*	Notes receivable from participants	Maturing through December 2023, interest rates from 4.25% to 9.25%, collateral - participant account balances	2,771,021
	Total		\$ 406,653,100

a) An asterisk in this column identifies a person known to be a party-in-interest.

The above information has been certified by Vanguard Fiduciary Trust Company, trustee of the Plan, as complete and accurate.

Dana
Retirement
Savings Plan



Years Ended
December 31,
2013 and 2012

Financial
Statements
and
Supplementary
Information

DANA RETIREMENT SAVINGS PLAN

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Note: All other schedules required by Section 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted because they are not applicable.

INDEPENDENT AUDITORS' REPORT

October 10, 2014

Dana Holding Corporation Investment Committee
Dana Retirement Savings Plan
Maumee, Ohio**Report on the Financial Statements**

We were engaged to audit the accompanying financial statements of the *Dana Retirement Savings Plan* (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2013 and 2012, the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Independent Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audits in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the *Basis for Disclaimer of Opinion* paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to information summarized in Note 2, which was certified by Vanguard Fiduciary Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the Plan Administrator that the trustee holds the Plan's investment assets and notes receivable from participants, and executes the related transactions. The Plan Administrator has obtained certifications from the trustee as of and for the years ended December 31, 2013 and 2012, that the information provided to the Plan Administrator by the trustee is complete and accurate.

Disclaimer of Opinion

Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Other Matter – Supplemental Schedule

The December 31, 2013 supplemental schedule of assets (held at end of year) is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we do not express an opinion on the supplemental schedule.

Report on Form and Content in Compliance with DOL Rules and Regulations

The form and content of the information included in the financial statements and the supplemental schedule, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Rehmann Lohman LLC

DANA RETIREMENT SAVINGS PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

	December 31	
	2013	2012
ASSETS		
Investments at fair value		
Mutual funds	\$ 403,787,838	\$ 333,794,220
Common/collective trust	94,241	108,306
	<u>403,882,079</u>	<u>333,902,526</u>
Total investments at fair value	403,882,079	333,902,526
Receivables		
Employer contributions	668,499	578,438
Participant contributions	352,257	357,537
Notes receivable from participants	2,771,021	2,796,997
	<u>3,791,777</u>	<u>3,732,972</u>
Total receivables	3,791,777	3,732,972
Net assets reflecting investments at fair value	407,673,856	337,635,498
Adjustment from fair value to contract value for fully benefit-responsive investment contract	(2,555)	(5,463)
	<u>(2,555)</u>	<u>(5,463)</u>
Net assets available for benefits	<u>\$ 407,671,301</u>	<u>\$ 337,630,035</u>

The accompanying notes are an integral part of these financial statements.

DANA RETIREMENT SAVINGS PLAN

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

	Year Ended December 31	
	2013	2012
Additions to net assets attributed to		
Contributions		
Employer	\$ 8,863,531	\$ 6,978,902
Participant	11,824,232	11,331,617
Rollover	1,378,086	389,047
	<u>22,065,849</u>	<u>18,699,566</u>
Total contributions	22,065,849	18,699,566
Net appreciation in fair value of mutual funds	63,627,967	29,638,402
Investment income		
Dividends - mutual funds	12,957,876	8,064,196
Interest - common/collective trust	1,575	2,382
Interest income - notes receivable from participants	118,454	127,443
	<u>118,454</u>	<u>127,443</u>
Total additions	98,771,721	56,531,989
Deductions from net assets attributed to		
Benefits paid to participants	28,645,806	32,010,894
Corrective distributions	11,458	-
Deemed distributions of notes receivable from participants	7,458	13,594
Administrative and other expenses	170,079	77,079
	<u>28,834,801</u>	<u>32,101,567</u>
Total deductions	28,834,801	32,101,567
Net increase	69,936,920	24,430,422
Transfers to the Plan from other plans	114,816	208,609
Transfers from the Plan to other plans	(10,470)	(618)
Net assets available for benefits		
Beginning of year	<u>337,630,035</u>	<u>312,991,622</u>
End of year	<u>\$ 407,671,301</u>	<u>\$ 337,630,035</u>

The accompanying notes are an integral part of these financial statements.

DANA RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

1. DESCRIPTION OF THE PLAN AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The following description of the *Dana Retirement Savings Plan* (the “Plan”) provides only general information. Participants should refer to the Plan document for a more complete description of the Plan’s provisions.

Description of the Plan

General

The Plan is a defined contribution plan that was established on April 1, 2009 to succeed the Dana SavingsWorks Plan and to provide benefits for all eligible employees of participating facilities of *Dana Limited* (the “Company”), as identified in the Plan agreement. Generally employees who are not covered by a collective bargaining agreement are eligible to participate in the Plan on their date of hire. Part-time employees become participants in this Plan as of the first day of the calendar month after completing 1,000 hours of service during the relevant 12-month period, as described in the Plan document, or the first day of the calendar month following the date they otherwise become eligible to participate in the Plan. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (“ERISA”).

In an effort to align participation under the Company’s two primary defined contribution plans between union and non-union employees, the Plan transferred account balances totaling \$10,470 in 2013 and \$618 in 2012 to the Dana Hourly Bargained Retirement and Savings Plan (the “Dana Hourly Plan”). The Plan received transfers of account balances totaling \$112,713 in 2013 and \$198,979 in 2012 from the Dana Hourly Plan. The Plan also received transfers of \$2,103 in 2013 and \$9,630 in 2012 from another Plan sponsored by the Company. Employees whose balances were transferred between plans became participants in the plan to which the assets were transferred, on or near the date that these balances were transferred.

Administration

Dana Holding Corporation is the Company’s parent. The Plan is administered by the Dana Holding Corporation Investment Committee. The Investment Committee has caused the Plan to enter into a trust agreement with Vanguard Fiduciary Trust Company (“Vanguard”) to hold the Plan’s investment assets and execute investment transactions in accordance with the terms of the Plan agreement.

Contributions

Subject to certain limits established by the Internal Revenue Service (“IRS”), participants may contribute up to 50% of eligible compensation each year on a pre-tax basis, as Roth 401(k) contributions, on an after-tax basis or a combination thereof, as determined under the Plan agreement. Participants who attain age 50 before the end of the Plan year are eligible to contribute an additional amount to the Plan without regard to the IRS’ general contribution limits. For 2013 and 2012, the additional maximum contribution amount was \$5,500. Participants may also make rollover contributions from other qualified retirement plans. The Company makes safe harbor matching contributions of 100% of the participants’ contributions up to 3% of eligible compensation and 50% of the next 2% of eligible compensation for a maximum contribution of 4% of the

DANA RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

participants' eligible compensation. The Company may make an additional discretionary contribution to the Plan at an amount equal to a percentage of the participants' eligible compensation for the year. The Company made discretionary contributions equal to 2% of participants' eligible compensation for the year ended December 31, 2013 and 1% of participants' eligible compensation for the year ended December 31, 2012. Participants can direct the investment of contributions into various investment options offered by the Plan. The Plan currently offers mutual funds and a common/collective trust as investment options for participants.

Participant Accounts

Each participant's account is credited with the participant's contributions and the Company's matching contributions and an allocation of the Company's discretionary contributions (when made) based on eligible compensation. Plan earnings are credited to each participant's account based on the performance of the participant's selected investment options. Administrative expenses are allocated to participants' accounts as described below.

Vesting

Participants are completely vested in their individual contributions and related Company matching contributions at all times. Discretionary employer contributions are subject to a 3-year "cliff" vesting in accordance with the Plan document.

Notes Receivable from Participants

Participants may borrow from their compensation deferrals (including the compensation deferral portion of a prior plan account), rollover contributions and Roth 401(k) contributions a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50% of their account balances. The \$50,000 maximum note amount is reduced by the excess of the highest outstanding note balance during the previous 12-month period over the outstanding loan balance as of the date the new loan is made. A participant may not have more than one loan outstanding at any time. The notes receivable are secured by the balance in the participant's account and bear interest at 1% above prime rate quoted by *Reuters* on the last day of the month preceding the inception of the loan. Principal and interest are paid ratably through payroll deductions over a period not to exceed 5 years, (10 years if the proceeds are used for the purchase of a principal residence).

Payment of Benefits

On termination of service, disability, or retirement (as such items are defined under the Plan), a participant may elect to receive a lump-sum amount equal to the value of the participant's vested interest in his or her account. For participants who had account balances transferred from other retirement plans pursuant to a direct trustee-to-trustee transfer or plan merger, various optional forms of benefit distributions that the former plans allowed, such as installment payments or annuity payments, are available for those transferred amounts. If the participant's account balance is \$1,000 or less, payment will be made in a lump-sum without the participant's consent. If the account balance is greater than \$1,000 but less than \$5,000, payment will be made as a direct rollover to an individual retirement account at Vanguard, or such other provider as the Company designates in accordance with Department of Labor ("DOL") guidelines, unless the participant requests a different disposition of his or her account balance within the

DANA RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

applicable election period. In-service withdrawals may be elected by participants who have reached 59½ years of age. The Plan also permits withdrawals of active participants' elective contributions only in amounts necessary to satisfy financial hardship, as defined in the Plan document.

Administrative Expenses

The Plan's administrative expenses, including salaries related to the administration of the Plan, audit, and legal fees qualify as party-in-interest transactions that are exempt from ERISA's prohibited transaction rules.

Plan expenses and fees generally fall into three categories:

Investment Fees - These fees are borne by the participants and are generally assessed as a percentage of assets invested. They are paid in the form of an indirect charge that is deducted directly from investment returns. The participant's net total return is the return after these fees have been deducted. A portion of these fees are also used by Vanguard to pay plan administrative expenses as discussed below.

Plan Administrative Expenses - These are the fees that cover basic administrative services (such as plan recordkeeping, audit, legal, investment advisory and trustee services) necessary for the Plan's day-to-day operations. A portion of the investment fees deducted from participant investment returns are used to indirectly subsidize Plan administrative expenses. The remainder of administrative expenses (other than individual service fees described below) are paid by the Company.

Individual Service Fees - In addition to overall administrative expenses, there are individual service fees associated with optional features offered under the Plan. Individual service fees are charged separately to the accounts of individuals who choose to take advantage of a particular Plan feature or who are subject to a fee based on a particular set of facts such as the receipt of a domestic relations order from a family court. Also, participants with an outstanding loan are charged an annual maintenance fee for the term of the loan.

Summary of Significant Accounting Policies

Basis of Accounting

The financial statements of the Plan are prepared using the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America ("GAAP").

Investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the contracts. The statements of net assets available for benefits present the fair value of the investment contract as well as the adjustment of the fully benefit-responsive investment contract from fair value to contract value. The statements of changes in net assets available for benefits are prepared on a contract value basis.

DANA RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

Use of Estimates

The preparation of financial statements in conformity with GAAP requires Plan management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Investment Valuation and Income Recognition

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Plan management determines the Plan's valuation policies utilizing information provided by the investment advisor and trustee. See Note 3 for discussion of fair value measurements.

Purchases and sales of investments are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation in fair value of mutual funds includes the Plan's gains and losses on mutual funds bought and sold as well as held during the year.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Related fees are recorded as administrative expenses and are expensed when they are incurred. No allowance for credit losses has been recorded as of December 31, 2013 or 2012. If a participant ceases to make loan repayments and the Plan Administrator deems the note receivable to be in default according to the terms of the Plan document, the participant note receivable balance is reduced and a benefit payment is recorded.

Contributions

Participant contributions are recorded when withheld from compensation. Employer contributions are recorded in the period in which they become obligations of the Company.

Payment of Benefits

Benefits are recorded when paid.

Subsequent Events

In preparing these financial statements, Plan management has evaluated, for potential recognition or disclosure, significant events or transactions that occurred during the period subsequent to December 31, 2013, the most recent statement of net assets available for benefits presented herein, through October 10, 2014, the date these financial statements were available to be issued. No such significant events or transactions were identified.

DANA RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

2. INVESTMENTS

The Plan Administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the DOL's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, other than the fair value of the guaranteed investment contract and the related adjustment from fair value to contract value for the fully benefit-responsive investment contract, Vanguard, as trustee, has certified the completeness and accuracy of the investment information reflected in (1) the accompanying statements of net assets available for benefits as of December 31, 2013 and 2012, (2) the December 31, 2013, schedule of assets (held at end of year), (3) the related investment activity reflected in the statements of changes in net assets available for benefits during 2013 and 2012, and (4) the information presented below. Vanguard has also certified the completeness and accuracy of notes receivable from participants and the related interest income as of and for the years ended December 31, 2013 and 2012.

Investments representing 5% or more of the Plan's net assets available for benefits are as follows at December 31:

	2013	2012
Investments at fair value		
Mutual funds		
Vanguard 500 Index Fund	\$ 34,386,763	\$ 26,050,078
Vanguard PRIMECAP Fund	95,605,782	73,834,855
Vanguard Prime Money Market Fund	37,931,087	38,900,897
Vanguard Wellington Fund	56,549,241	49,308,799
Vanguard Windsor Fund	43,417,985	32,331,520
Other investments less than 5% of the Plan's net assets available for benefits	<u>135,991,221</u>	<u>113,476,377</u>
Total	<u>\$403,882,079</u>	<u>\$333,902,526</u>

3. FAIR VALUE MEASUREMENTS

The framework for measuring fair value provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of fair value hierarchy are described as follows:

Level 1: Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

Level 2: Inputs to the valuation methodology include:

- quoted prices for similar assets or liabilities in active markets;
- quoted prices for identical or similar assets or liabilities in inactive markets;
- inputs other than quoted prices that are observable for the asset or liability; and

DANA RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

- inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

Level 3: Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The fair value measurement level within the fair value hierarchy of each of the Plan's assets and liabilities is based on the lowest level of any input that is significant to the fair value measurements. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

The following is a description of the valuation methodologies used for assets measured at fair value. For financial assets recorded at fair value, the description includes an indication of the level of the fair value hierarchy in which the assets are classified. There have been no changes in the methodologies used at December 31, 2013 and 2012.

Mutual funds: Shares held in mutual funds are valued at quoted market prices that represent the net asset value ("NAV") of shares held by the Plan at year end and are classified as Level 1. The NAV is based on the value of the underlying assets owned by the fund, minus its liabilities then divided by the number of shares outstanding.

Common/collective trust: These investments are public investment securities valued using the NAV provided by Vanguard and are classified as Level 2. The NAV is quoted in a private market that is not active; however, the unit price is based on underlying investments which are traded in an active market.

The preceding methods described may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although Plan management believes its 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.

DANA RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

The following tables set forth by level, within the fair value hierarchy, the Plan's assets at fair value at December 31:

2013	Level 1	Level 2	Level 3	Total
Mutual funds				
Fixed income	\$ 24,876,490	\$ -	\$ -	\$ 24,876,490
International	23,971,219	-	-	23,971,219
Large blend	34,386,763	-	-	34,386,763
Large growth	105,682,515	-	-	105,682,515
Large value	102,094,660	-	-	102,094,660
Life cycle	54,725,028	-	-	54,725,028
Mid-cap blend	4,584,455	-	-	4,584,455
Mid-cap value	8,852,039	-	-	8,852,039
Money market	37,931,087	-	-	37,931,087
Small growth	6,683,582	-	-	6,683,582
Total mutual funds	403,787,838	-	-	403,787,838
Common/collective trust	-	94,241	-	94,241
Total investments at fair value	<u>\$403,787,838</u>	<u>\$ 94,241</u>	<u>\$ -</u>	<u>\$403,882,079</u>

2012	Level 1	Level 2	Level 3	Total
Mutual funds				
Fixed income	\$ 31,976,475	\$ -	\$ -	\$ 31,976,475
International	19,713,890	-	-	19,713,890
Large blend	26,050,077	-	-	26,050,077
Large growth	80,260,164	-	-	80,260,164
Large value	82,540,801	-	-	82,540,801
Life cycle	41,732,107	-	-	41,732,107
Mid-cap blend	2,359,515	-	-	2,359,515
Mid-cap value	5,869,688	-	-	5,869,688
Money market	38,900,897	-	-	38,900,897
Small growth	4,390,606	-	-	4,390,606
Total mutual funds	333,794,220	-	-	333,794,220
Common/collective trust	-	108,306	-	108,306
Total investments at fair value	<u>\$333,794,220</u>	<u>\$ 108,306</u>	<u>\$ -</u>	<u>\$333,902,526</u>

The plan invests in the Vanguard Retirement Savings Trust ("VRST"), a common/collective trust which invests primarily in benefit-responsive investment contracts issued by insurance companies, banks or other financial institutions. The VRST seeks to maintain a stable net asset value and provide returns comparable to those of short-term fixed income securities.

DANA RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

The following table sets forth additional disclosures for the fair value measurement of investments in certain entities that calculate net asset value per share (or its equivalent) as of December 31:

Investment Type	Fair Value		Unfunded Commitments	Redemption Frequency	Redemption Notice Period
	2013	2012			
Vanguard Retirement Savings Trust	\$ 94,241	\$108,306	\$ -	Daily	Daily

4. RELATED PARTY AND PARTY-IN-INTEREST TRANSACTIONS

Certain Plan investments are managed by affiliates of Vanguard. Vanguard is the trustee of the Plan and, therefore, transactions related to these investments qualify as party-in-interest transactions. These transactions qualify for exemption from the prohibited transaction rules under ERISA. Pacific Global Advisors, LLC ("PGA") became an investment advisor to the Plan in 2013. Fees paid to Vanguard are for investment advisory fees on managed accounts, maintenance of notes receivable to participants and other specific services related to participant accounts and are charged to participant accounts. Total fees paid by the Plan amounted to \$170,079 in 2013 and \$77,079 in 2012.

5. INCOME TAX STATUS

The IRS has determined and informed the Company by a letter dated November 21, 2011, that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code ("IRC"). Although the Plan has been amended since receiving the determination letter, the Plan Administrator and the Plan's legal counsel believe that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC and, therefore, believe that the Plan is qualified and the related trust is tax-exempt.

The Plan may be subject to routine audits by the IRS; however, there are currently no audits for any tax periods in progress. Generally, the Plan is no longer subject to income tax examinations for years prior to 2010 under the IRS three-year statute of limitations.

6. PLAN TERMINATION

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of termination of the Plan, participants would become 100 percent vested in their accounts and the full value of each participant's account as of the valuation date coincident with or next following the effective date of such termination would immediately become distributable to the participant or transferred to a successor plan, as applicable. Any unallocated assets of the Plan would be allocated to participant accounts and distributed in such a manner as the Company may determine.

DANA RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

7. RISKS AND UNCERTAINTIES

The Plan invests in various mutual funds and a common/collective trust with the underlying assets consisting of any combination of stocks, bonds, fixed income securities, and other investment securities. Investment securities are exposed to various risks, such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the fair values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits and the statements of changes in net assets available for benefits.

8. RECONCILIATION OF FINANCIAL STATEMENTS TO SCHEDULE H OF FORMS 5500

The following is a reconciliation of net assets available for benefits reported in these financial statements to the amounts reported on Schedule H of Forms 5500 at December 31:

	2013	2012
Net assets available for benefits reported in these financial statements	\$ 407,671,301	\$ 337,630,035
Adjustment from contract value to fair value for fully benefit-responsive investment contracts	2,555	5,463
Net assets available for benefits reported on Schedule H of Forms 5500	<u>\$407,673,856</u>	<u>\$337,635,498</u>

The following is a reconciliation of the change in net assets available for benefits reported in these financial statements to the amounts reported on Schedule H of Forms 5500 for the years ended December 31:

	2013	2012
Change in net assets available for benefits reported in these financial statements	\$ 69,936,920	\$ 24,430,422
Change in adjustment from contract value to fair value for fully benefit-responsive investment contracts	(2,908)	500
Change in net assets available for benefits reported on Schedule H of Forms 5500	<u>\$ 69,934,012</u>	<u>\$ 24,430,922</u>

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SUPPLEMENTARY INFORMATION

DANA RETIREMENT SAVINGS PLAN

FORM 5500 SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

DECEMBER 31, 2013

PLAN #147

EIN 26-1318190

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(e) Current Value
Mutual funds			
	Harbor	Harbor International Fund, 12,277 Shares	\$ 865,778
*	Vanguard	Vanguard 500 Index Fund, 201,848 Shares	34,386,763
*	Vanguard	Vanguard Capital Opportunity Fund, 218,206 Shares	10,076,733
*	Vanguard	Vanguard Explorer Fund, 64,638 Shares	6,683,582
*	Vanguard	Vanguard Extended Market Index Fund, 73,047 Shares	4,584,455
*	Vanguard	Vanguard Inflation-Protected Securities Fund, 308,762 Shares	4,007,733
*	Vanguard	Vanguard Intermediate-Term Treasury Fund, 573,984 Shares	6,382,698
*	Vanguard	Vanguard International Growth Fund, 789,716 Shares	18,431,972
*	Vanguard	Vanguard Long-Term Treasury Fund, 847,581 Shares	9,238,635
*	Vanguard	Vanguard PRIMECAP Fund, 1,035,479 Shares	95,605,782
*	Vanguard	Vanguard Prime Money Market Fund, 37,931,087 Shares	37,931,087
*	Vanguard	Vanguard Selected Value Fund, 313,902 Shares	8,852,039
*	Vanguard	Vanguard Target Retirement 2010 Fund, 93,121 Shares	2,383,909
*	Vanguard	Vanguard Target Retirement 2015 Fund, 470,244 Shares	6,945,499
*	Vanguard	Vanguard Target Retirement 2020 Fund, 299,417 Shares	8,117,208
*	Vanguard	Vanguard Target Retirement 2025 Fund, 665,230 Shares	10,477,372
*	Vanguard	Vanguard Target Retirement 2030 Fund, 273,560 Shares	7,561,198
*	Vanguard	Vanguard Target Retirement 2035 Fund, 370,600 Shares	6,292,794
*	Vanguard	Vanguard Target Retirement 2040 Fund, 187,298 Shares	5,304,269
*	Vanguard	Vanguard Target Retirement 2045 Fund, 138,590 Shares	2,461,358
*	Vanguard	Vanguard Target Retirement 2050 Fund, 60,807 Shares	1,714,147
*	Vanguard	Vanguard Target Retirement 2055 Fund, 13,666 Shares	414,764
*	Vanguard	Vanguard Target Retirement 2060 Fund, 3,190 Shares	85,324
*	Vanguard	Vanguard Target Retirement Income Fund, 237,375 Shares	2,967,186
*	Vanguard	Vanguard Total Bond Market Index Fund, 496,915 Shares	5,247,424
*	Vanguard	Vanguard Total International Stock Index Fund, 279,013 Shares	4,673,469
*	Vanguard	Vanguard Value Index Fund, 71,438 Shares	2,127,434
*	Vanguard	Vanguard Wellington Fund, 1,490,491 Shares	56,549,241
*	Vanguard	Vanguard Windsor Fund, 2,134,611 Shares	43,417,985
Total mutual funds			403,787,838
Common/collective trust			
*	Vanguard	Vanguard Retirement Savings Trust, 91,686 Units (\$91,686 contract value)	94,241
Total investments at fair value			403,882,079
*	Notes receivable from participants	Maturing through December 2023, interest rates from 4.25% to 9.25%, collateral - participant account balances	2,771,021
Total			\$ 406,653,100

a) An asterisk in this column identifies a person known to be a party-in-interest.

The above information has been certified by Vanguard Fiduciary Trust Company, trustee of the Plan, as complete and accurate.