FY 2010 Third Quarter Earnings Presentation

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August 3, 2010

ArvinMeritor™

Forward-Looking Statements

This press release contains statements relating to future results of the company (including certain projections and business trends) that are "forward-looking statements" as defined in the Private Securities Litigation Reform Act of 1995. Forward-looking statements are typically identified by words or phrases such as "believe," "expect," "anticipate," "estimate," "should," "are likely to be," "will" and similar expressions. There are risks and uncertainties relating to the company's announced plans to sell the Body Systems business of LVS, including the timing and certainty of completion of any sale and the fulfillment of closing conditions, some of which may not be within the company's control. Until the closing of any sale, the company will be responsible for the operation of this business. Therefore, it is possible that an extended process could result in operating losses and cash requirements for which the company would be responsible, especially if economic conditions begin again to destabilize. In addition, although the company currently expects to sell the entire business, if the company fails to do so, the company may consider other available options, including restructurings and multiple sales of portions of the business (which may involve substantial costs and the potential to lose new or replacement customer awards due to the uncertainty as to the future of the business). In addition, actual results may differ materially from those projected as a result of certain risks and uncertainties, including but not limited to global economic and market cycles and conditions, including the recent global economic crisis; the demand for commercial, specialty and light vehicles for which the company supplies products; risks inherent in operating abroad (including foreign currency exchange rates and potential disruption of production and supply due to terrorist attacks or acts of aggression); whether our liquidity will be affected by declining vehicle production volumes in the future; availability and sharply rising cost of raw materials, including steel and oil; OEM program delays; demand for and market acceptance of new and existing products; successful development of new products; reliance on major OEM customers; labor relations of the company, its suppliers and customers, including potential disruptions in supply of parts to our facilities or demand for our products due to work stoppages; the financial condition of the company's suppliers and customers, including potential bankruptcies; possible adverse effects of any future suspension of normal trade credit terms by our suppliers; potential difficulties competing with companies that have avoided their existing contracts in bankruptcy and reorganization proceedings; successful integration of acquired or merged businesses; the ability to achieve the expected annual savings and synergies from past and future business combinations and the ability to achieve the expected benefits of restructuring actions; the ability to achieve anticipated or continued cost savings from reduction actions; success and timing of potential divestitures; potential impairment of long-lived assets, including goodwill; potential adjustment of the value of deferred tax assets; competitive product and pricing pressures; the amount of the company's debt; the ability of the company to continue to comply with covenants in its financing agreements; the ability of the company to access capital markets; credit ratings of the company's debt; the outcome of existing and any future legal proceedings, including any litigation with respect to environmental or asbestos-related matters; the outcome of actual and potential product liability and warranty and recall claims; rising costs of pension and other post-retirement benefits and possible changes in pension and other accounting rules; as well as other risks and uncertainties, including but not limited to those detailed from time to time in filings of the company with the SEC. These forward-looking statements are made only as of the date hereof, and the company undertakes no obligation to update or revise the forward-looking statements, whether as a result of new information, future events or otherwise, except as otherwise required by law.

All earnings per share amounts are on a diluted basis. The company's fiscal year ends on the Sunday nearest Sept. 30, and its fiscal quarters end on the Sundays nearest Dec. 31, March 31 and June 30. All year and quarter references relate to the company's fiscal year and fiscal quarters, unless otherwise stated.

Body Systems Agreement

- Agreement reached with an affiliate of Inteva Products, LLC to sell Body Systems business for approximately $35 million
  - $20 million cash and a promissory note for the remaining $15 million
  - Excludes adjustments for items such as working capital fluctuations
  - Transaction subject to regulatory approvals and customary closing conditions
- When complete, the divestiture will affect more than 5,000 employees at facilities in 14 countries
- Substantially completes the sale of ArvinMeritor's Light Vehicle Systems business

Continued Year-over-Year Improvement(1)(2)

(in millions except EPS)

	2009 Q3	2010 Q3	Comment
Sales	$942	$1,275	Up $333M or 35% year-over-year
Adjusted EBITDA	$28	$76	Significant year-over-year increase
Adjusted Income (Loss) from Cont. Ops.	$(24)	$2	Up $26M year-over-year
Adjusted EPS from Cont. Ops.(3)	$(0.33)	$0.02	Significantly higher than previous year
FCF before Factoring and Restructuring	$160	$17	
Free Cash Flow	$73	$33	Fifth consecutive quarter of positive performance

(1) See Appendix – "Non-GAAP Financial Information"

(2) GAAP net income/(loss) was $(3) million for Q3 2010 and $(164) million for Q3 2009. GAAP income/(loss) from continuing operations was $1 million for Q3 2010 and $(34) million for Q3 2009. GAAP diluted income/(loss) per share from continuing operations was $0.01 for Q3 2010 and $(0.47) for Q3 2009. Cash flow provided by (used for) operations was $47 million for Q3 2010 and $99 million for Q3 2009

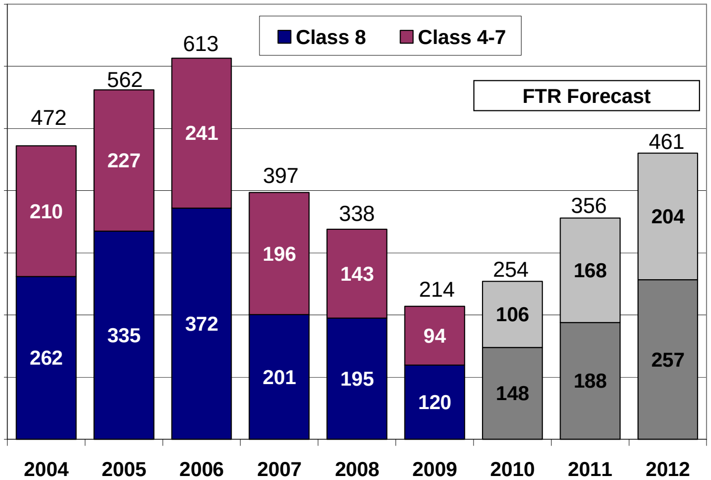
(3) Amounts for prior period have been restated for the adoption of FASB guidance on convertible debt

ArvinMeritor

Commercial Truck

North America

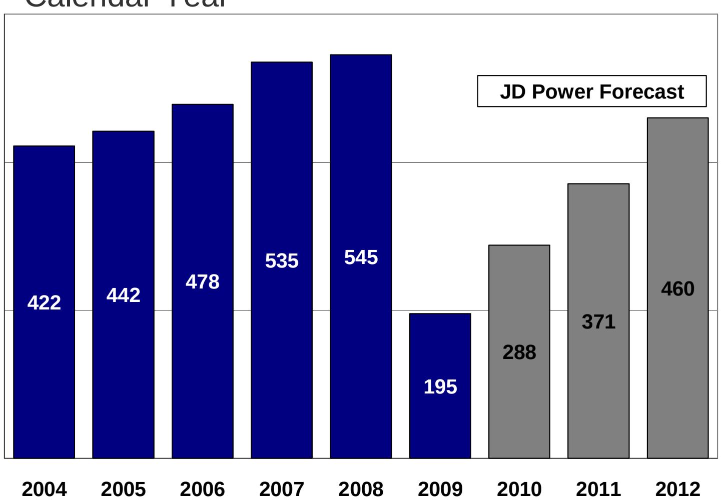
Class 8 & 4-7 Production (000)
Calendar Year



- Metrics are improving – N.A. recovery is underway
- Steady growth in Europe despite sovereign debt concerns
- Achieved all-time record axle production in Brazil

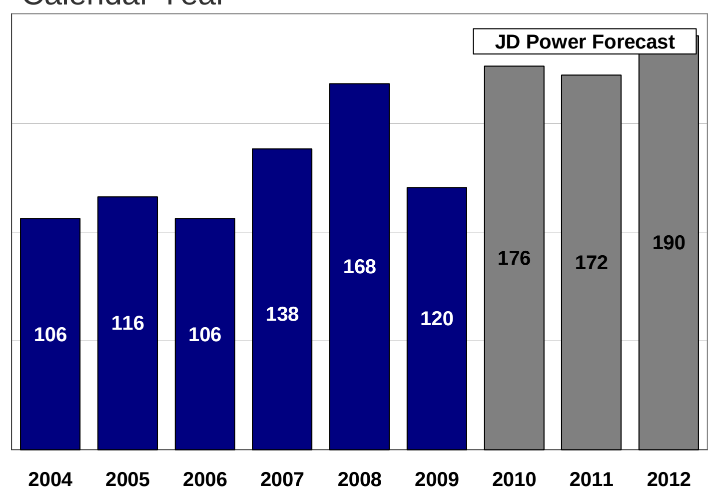
Western Europe

Med. & Heavy Production GVW>6t (000)
Calendar Year



South America

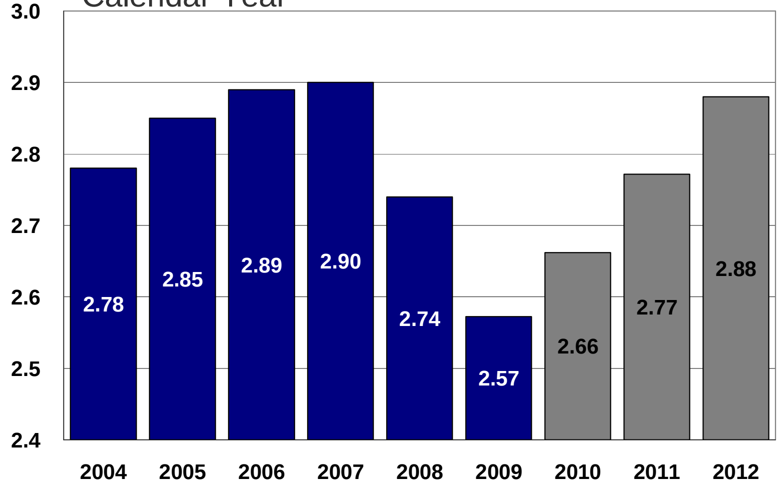
Med. & Heavy Production GVW>6t (000)
Calendar Year



Aftermarket and Trailer

U.S. Truck Freight Ton Miles

Seasonally Adjusted (Millions)
Calendar Year

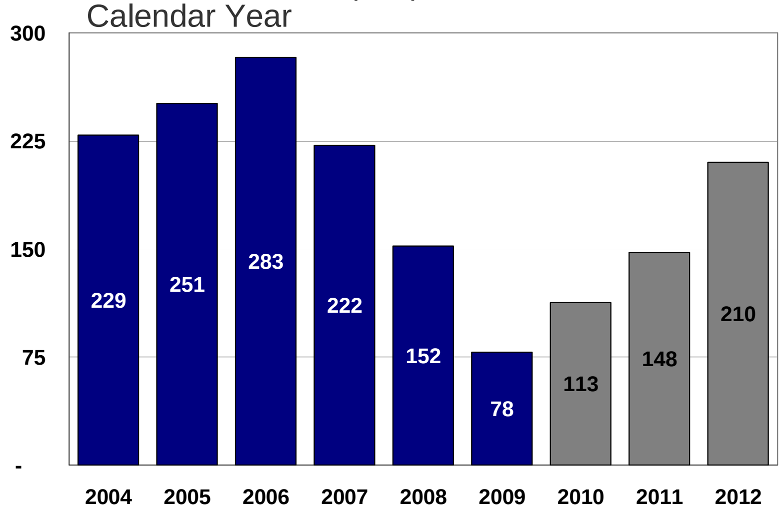


Source: FTR Associates

- Recovery in N.A. and Europe driving Aftermarket and Trailer sales
- Aging fleet in N.A. and cannibalization expected to drive demand for replacement parts
- Remanufacturing continues to grow

North America

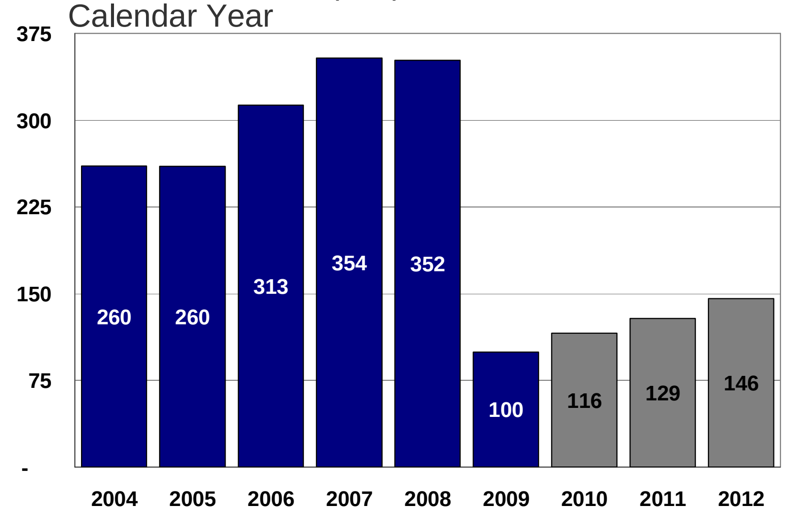
Trailer Production (000)
Calendar Year



Source: FTR Associates

Europe

Trailer Production (000)
Calendar Year

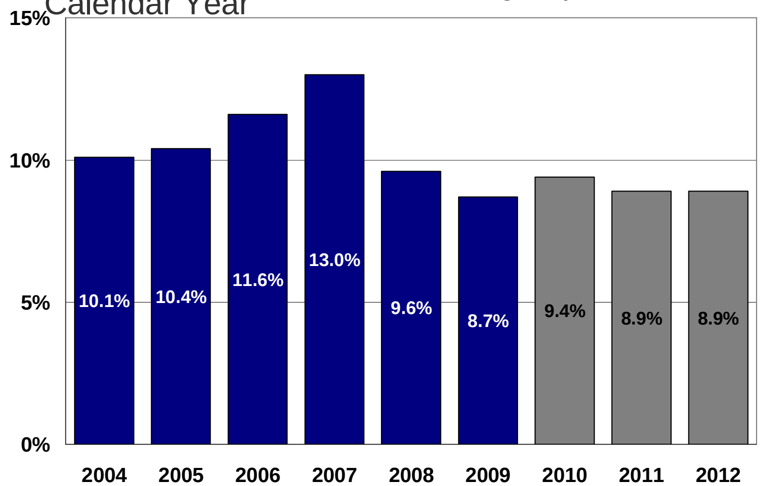


Source: 2004-2008 CLEAR data; 2009-12 blended data

Industrial and Asia Pacific

China
GDP Growth (%)
Calendar Year

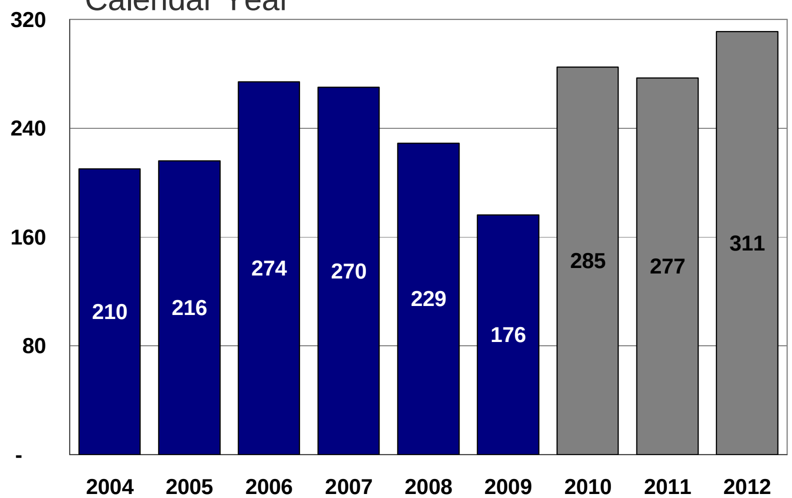
Represents relative strength
in off-highway market



Source: J.D. Power and Associates

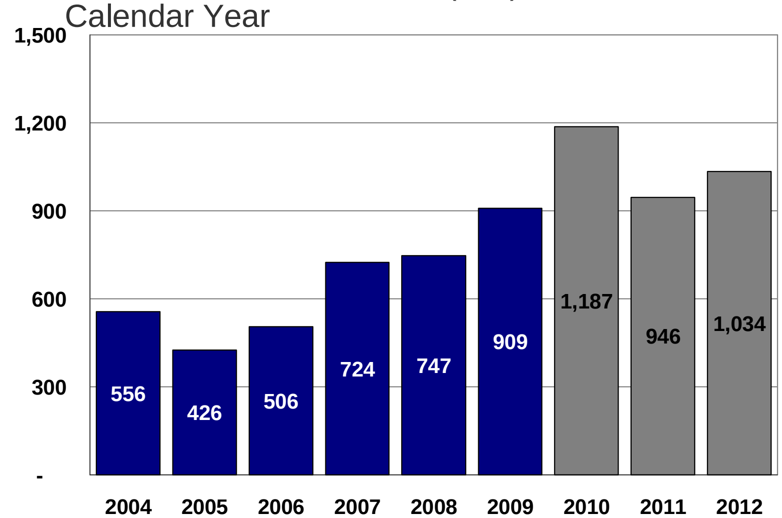
- China off-highway production expected to remain strong
  - Phase I capacity investment completed
- Several years of strong India truck production expected

India
Truck Production GVW>6t (000)
Calendar Year



Source: J.D. Power and Associates

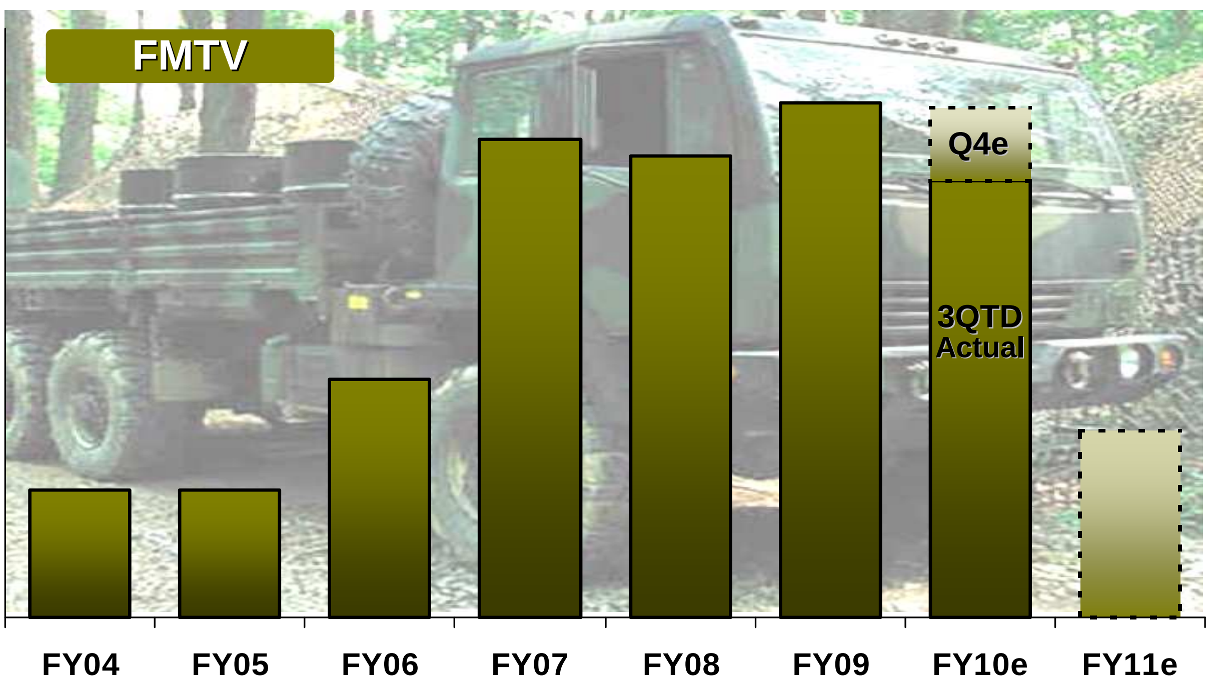
China
Truck Production GVW>6t (000)
Calendar Year



Source: J.D. Power and Associates

Defense Volumes

- Lower FMTV volumes expected in near-term as production shifts to new prime contractor
- Working on several new programs and products
  - All-new line-up of advanced independent suspensions
  - MRAP upgrades
  - HMMWV recap
  - JLTV



Third Quarter 2010 Results Comparisons[1]

(in millions)

	FY 2010 Q2 Actual	FY 2010 Q3 Outlook	FY 2010 Q3 Actual
Sales	$1,207	Flat	**$1,275**
Adjusted EBITDA	$64	Flat	**$76**
Adjusted Income from Cont. Ops.	$15	Lower (Higher Tax Expense)	**$2**
FCF before Factoring and Restructuring	$66	Around Breakeven	**$17**
FCF	$45	Slightly Positive	**$33**

(1) See Appendix – "Non-GAAP Financial Information"

Third Quarter Income Statement from Continuing Operations

(in millions, except per share amounts)

	Three Months Ended June 30,			
			Better/(Worse)	
	2010	2009	$	%
Sales	$ 1,275	$ 942	$ 333	35%
Cost of Sales	(1,130)	(873)	(257)	-29%
Gross Margin	145	69	76	110%
SG&A	(94)	(67)	(27)	-40%
Restructuring Costs	(2)	(6)	4	67%
Other Operating Expenses	(6)	-	(6)	*
Operating Income (Loss)	43	(4)	47	*
Equity in Earnings of Affiliates	14	7	7	100%
Other Income	1	-	1	*
Interest Expense, Net	(27)	(24)	(3)	-13%
Income (Loss) Before Income Taxes	31	(21)	52	*
Provision for Income Taxes	(26)	(11)	(15)	-136%
Income (Loss) From Continuing Operations	5	(32)	37	*
Noncontrolling Interests	(4)	(2)	(2)	-100%
Income (Loss) From Continuing Operations	$ 1	$ (34)	$ 35	*
Adjustments				
Restructuring Costs	2	6	(4)	-67%
LVS Separation Costs	-	1	(1)	-100%
Tax Effect	(1)	3	(4)	*
Adjusted Income (Loss) From Continuing Operations (1)	$ 2	$ (24)	$ 26	*
DILUTED ADJUSTED INCOME (LOSS) PER SHARE (1) (2)	$ 0.02	$ (0.33)	$ 0.35	*
Diluted Shares Outstanding	96.4	72.7	23.7	33%

(1) See Appendix for discussion of "Non-GAAP Financial Information"

(2) GAAP diluted income (loss) per share from continuing operations was $0.01 for Q3 2010 and $(0.47) for Q3 2009.

Third Quarter 2010 GAAP Income Tax Expense
Continuing Operations

(in millions)

	PBT Inc./(Exp.)	Inc. Tax Exp	Effective Rate
Income not subject to VA	$ 86	$ 24	27.9%
Income subject to VA (1)	(55)	-	
Other (2)	-	2	
Total	**$ 31**	**$ 26**	

(1) Expected ~$17 million benefit on losses (approx. 30% statutory rate) not realized due to valuation allowances established in fiscal year 2009.

(2) Primarily relates to discrete adjustments to tax contingencies.

Q3 Segment EBITDA and Adjusted EBITDA

(in millions)

	Three Months Ended June 30,			
			Better/(Worse)	
	2010	2009	$	%
Segment EBITDA				
Commercial Truck	$ 25	$ (20)	$ 45	*
Industrial	21	37	(16)	-43%
Aftermarket & Trailer	20	18	2	11%
Light Vehicle Systems	15	(6)	21	*
Segment EBITDA	81	29	52	179%
Unallocated Corporate Costs	(5)	(1)	(4)	-400%
Adjusted EBITDA (1)	$ 76	$ 28	$ 48	171%
Segment EBITDA Margins				
Commercial Truck	4.8%	-6.7%	11.5 pts	
Industrial	8.2%	16.2%	-8.0 pts	
Aftermarket & Trailer	7.8%	7.8%	- pts	
Light Vehicle Systems	4.9%	-2.3%	7.2 pts	
Adjusted EBITDA Margins	6.0%	3.0%	3.0 pts	

(1) ArvinMeritor uses Segment EBITDA as the primary basis for the chief operating decision maker to evaluate the performance of each of the company's reportable segments. Adjusted EBITDA margin equals Adjusted EBITDA divided by sales. See appendix for consolidation and comparison to GAAP measures.

Margins vs. Prior Quarter

Adjusted EBITDA Margin[1]

	EBITDA[1] Margin
Q2 2010	**5.3%**
South America & Europe production volume & mix	1.5
North America production volume & mix	0.3
Industrial mix	(0.5)
Material economics net of Performance Plus	(0.6)
Environmental liabilities	(0.5)
Core Business Subtotal	**5.5%**
LVS	0.5
Q3 2010	**6.0%**

(1) See Appendix – “Non-GAAP Financial Information.”

Continuing to Convert on Incremental Sales

Total Company

	Sales	Adj. EBITDA(1)
Q2 2010	**$1,207**	**$64**
Conversion on Incremental Sales	$68	$15
Add back: Temporary Cost Reductions(2)		($3)
Q3 2010	**$1,275**	**$76**

~22%

(1) Continuing operations before special items. See appendix – "Non-GAAP Financial Information."
(2) Primarily variable compensation programs.

Free Cash Flow[1]

(in millions)

	Quarter Ended June 30, 2010		Quarter Ended June 30, 2009	
Income (Loss) From Continuing Operations Attributable to ArvinMeritor, Inc	$	1	$	(34)
Net Spending (D&A less Capital Expenditures)		5		(3)
Pension and Retiree Medical Net of Expense		(2)		(2)
Performance Working Capital[2]		(35)		167
Discontinued Operations[3]		(8)		-
Other		56		32
Free Cash Flow Before Restructuring and Off-Balance Sheet Securitization & Factoring	$	17	$	160
Restructuring Payments		(5)		(14)
Off-Balance Sheet Securitization & Factoring		21		(73)
Free Cash Flow	$	33	$	73
Memo: Cash Flow Provided by (used for) Continuing Operations:	$	41	$	75

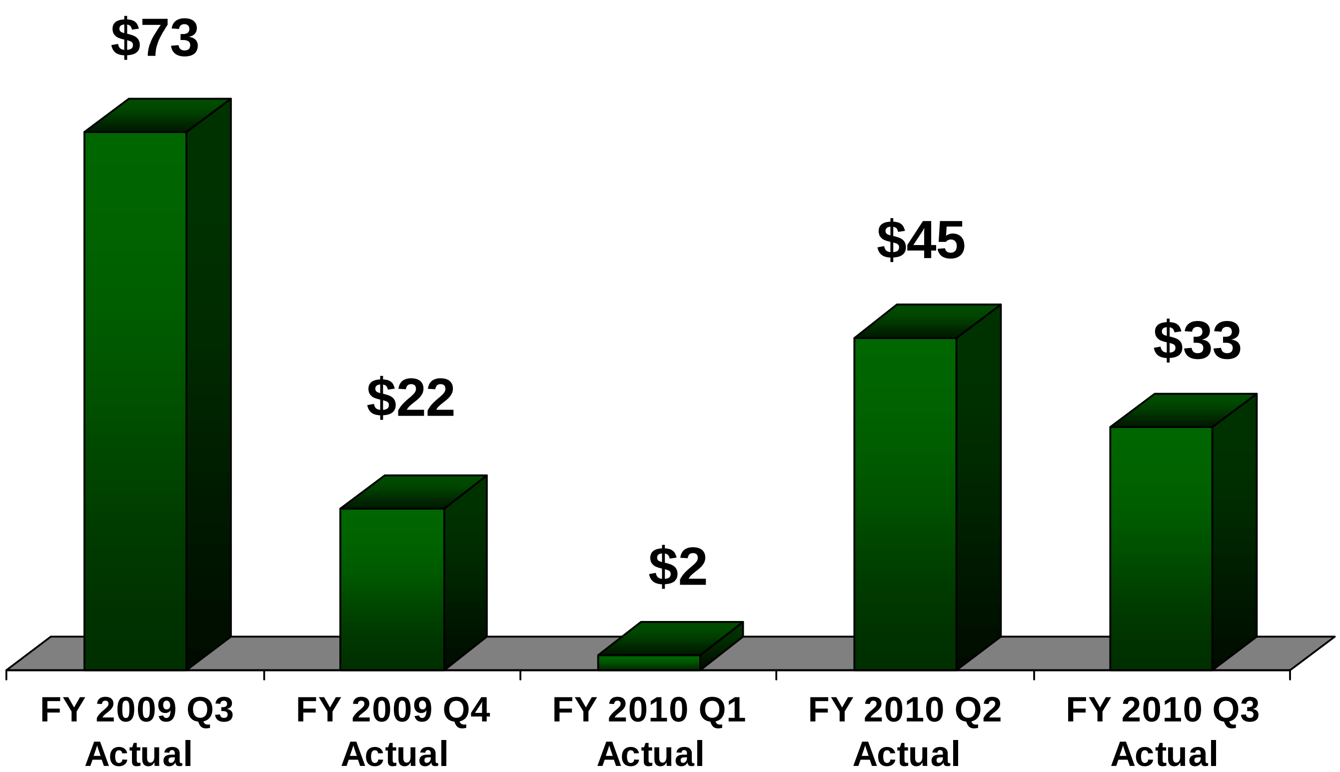
(1) See Appendix – "Non-GAAP Financial Information."

(2) Change in payables less changes in receivables, inventory and customer tooling.

(3) Before restructuring payments of $2 million in Q3 2009 and no payments in Q3 2010.

Sustaining Stable Cash Flow Results(1)(2)

Realized five consecutive quarters of positive Free Cash Flow

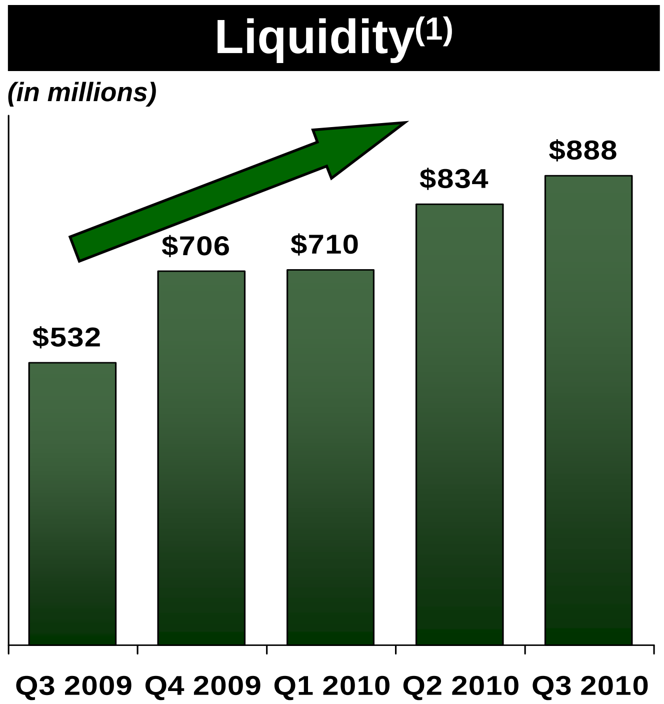


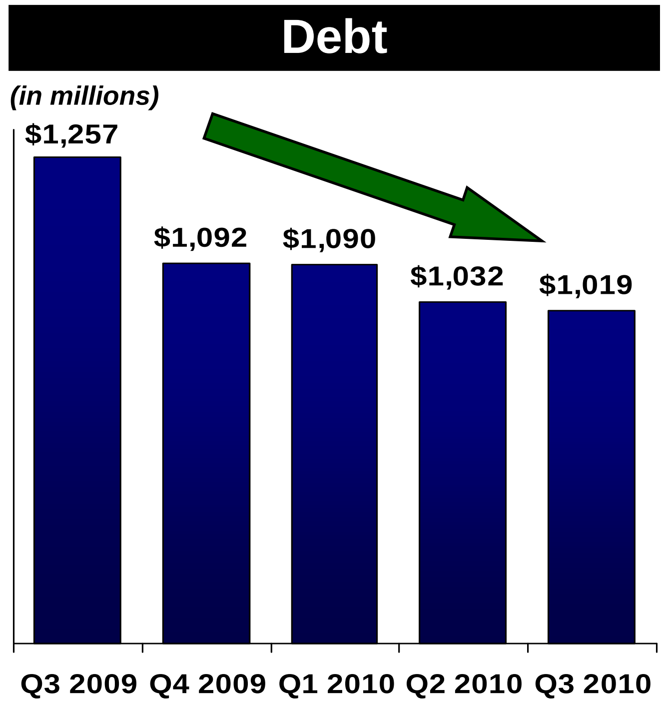
(1) See appendix – "Non-GAAP Financial Information."

(2) GAAP cash flow provided by (used for) operating activities was $47 million for fiscal year 2010 third quarter, $65 million for fiscal year 2010 second quarter, $27 million for fiscal year 2010 first quarter, $46 million for fiscal year 2009 fourth quarter, and $99 million for fiscal year 2009 third quarter.

Improving Liquidity(1) and Declining Debt

- Opportunistically repurchased $18 million of unsecured debt
  - $17 million (par) of 8-3/4 percent notes due 2012
  - $1 million (par) of 8-1/8 percent notes due 2015
- Recent corporate credit rating upgrades
  - S&P raised to 'B-, outlook stable'
  - Moody's raised to 'B3, outlook stable'





(1) Cash balances and unutilized, readily-available commitments under revolving credit and U.S. accounts receivable securitization facilities (without regard to financial covenants restricting availability only on the final day of the quarter).

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2010 Planning Assumptions(1)
Fiscal Year Basis

Contains anticipated results from our LVS operations including Body Systems

(in millions)	Q3 YTD Actual	Full Year Est.	
Capital Expenditures	$56	$75 - $85	Down from $90-$110
Interest Expense	$81	$100 - $110	Tightened from $95-$110
Income Tax Expense	$36	$65 - $75(2)	Raised & tightened from $50-$70
Cash Income Taxes	$33	$45 - $55	Raised & tightened from $30-$50

Revised Planning Assumptions

(1) Based on management's current planning assumptions and other factors. Actual results may differ materially from projections as a result of risks and uncertainties. Please see slide "Forward Looking Statements."

(2) Excludes adjustments such as valuation allowance adjustments, as recognized in previous quarters.

Fourth Quarter Outlook(1)

Contains anticipated results from our LVS operations including Body Systems

	FY 2010 Q3 Actual(2)	FY 2010 Q4 Outlook(1)
Sales	$1,275	Slightly Lower
Adjusted EBITDA	$76	Slightly Lower
Adjusted Income from Cont. Ops.	$2	Slightly Lower
FCF before Factoring and Restructuring	$17	Slightly Negative (Bond Interest Payment)
FCF	$33	Slightly Negative (Bond Interest Payment)

(1) Based on management's current planning assumptions and other factors. Actual results may differ materially from projections as a result of risks and uncertainties. Please see slide "Forward Looking Statements."

(2) See Appendix – "Non-GAAP Financial Information."

Appendix

Use of Non-GAAP Financial Information

In addition to the results reported in accordance with accounting principles generally accepted in the United States ("GAAP") included throughout this press release, the company has provided information regarding Adjusted income or loss from continuing operations, Adjusted diluted earnings per share from continuing operations, Adjusted EDITDA, Free cash flow and Free cash flow before restructuring payments and changes in off-balance sheet accounts receivable factoring and securitization, which are non-GAAP financial measures.

Adjusted income (loss) from continuing operations and Adjusted diluted earnings (loss) per share from continuing operations are defined as reported income or loss from continuing operations and reported diluted earnings or loss per share from continuing operations before restructuring expenses, asset impairment charges and other special items as determined by management. Adjusted EBITDA is defined as income (loss) from continuing operations before interest, income taxes, depreciation and amortization, loss on sale of receivables, restructuring expenses, asset impairment charges and other special items as determined by management. Free cash flow is defined as cash flows provided by (used for) operating activities less capital expenditures.

Management believes that the non-GAAP financial measures used in this press release are useful to both management and investors in their analysis of the company's financial position and results of operations. In particular, management believes that Adjusted EBITDA is a meaningful measure of performance as it is commonly utilized by management and the investment community to analyze operating performance in our industry. Further, management uses Adjusted EBITDA for planning and forecasting in future periods. Management believes that Free cash flow and Free cash flow before restructuring payments and changes in off-balance sheet accounts receivable factoring and securitization are useful in analyzing our ability to service and repay debt.

Adjusted income (loss) from continuing operations, Adjusted diluted earnings (loss) per share from continuing operations and Adjusted EBITDA should not be considered a substitute for the reported results prepared in accordance with GAAP and should not be considered as an alternative to net income as an indicator of our operating performance or to cash flows as a measure of liquidity. Free cash flow and Free cash flow before restructuring payments and changes in off-balance sheet accounts receivables factoring and securitization should not be considered a substitute for cash provided by (used for) operating activities, or other cash flow statement data prepared in accordance with GAAP, or as a measure of financial position or liquidity. In addition, these non-GAAP cash flow measures do not reflect cash used to service debt or cash received from the divestitures of businesses or sales of other assets and thus do not reflect funds available for investment or other discretionary uses. These non-GAAP financial measures, as determined and presented by the company, may not be comparable to related or similarly titled measures reported by other companies.

Set forth on the following pages are reconciliations of these non-GAAP financial measures to the most directly comparable financial measures calculated and presented in accordance with GAAP.

Non-GAAP Financial Information
EBITDA Reconciliation

	Three Months Ended June 30, 2010	Three Months Ended March 31, 2010	Three Months Ended June 30, 2009
Adjusted EBITDA	$ 76	$ 64	$ 28
Loss on Sale of Receivables	(1)	(1)	(1)
Depreciation and Amortization	(19)	(20)	(19)
Interest Expense, Net (1)	(27)	(31)	(24)
Restructuring Costs	(2)	-	(6)
LVS Separation Costs	-	-	(1)
Benefit (Provision) for Income Taxes	(26)	4	(11)
Income (Loss) From Continuing Operations Attributable to ArvinMeritor, Inc	1	16	(34)
Income (Loss) From Discontinued Operations Attributable to ArvinMeritor, Inc	(4)	(3)	(130)
Net Income (Loss) Attributable to ArvinMeritor, Inc.	$ (3)	$ 13	$ (164)

(1) Amounts for prior period have been restated for the adoption of FASB guidance on convertible debt

Non-GAAP Financial Information
Free Cash Flow

	Three Months Ended				
	June 30, 2010	June 30, 2009	March 31, 2010	December 31, 2009	September 30, 2009
Cash provided by (used for) operating activities	$ 47	$ 99	$ 65	$ 27	$ 46
Capital expenditures - continuing operations	(14)	(22)	(20)	(22)	(17)
Capital expenditures - discontinued operations	-	(4)	-	(3)	(7)
Free cash flow	$ 33	$ 73	$ 45	$ 2	$ 22

	June 30, 2010	June 30, 2009	March 31, 2010
Free cash flow	$ 33	$ 73	$ 45
Restructuring payments - continuing operations	5	12	7
Restructuring payments - discontinued operations	-	2	1
Changes in receivables securitization and factoring	(21)	73	13
Free cash flows from operations before restructuring and changes in off-balance sheet factoring and securitization	$ 17	$ 160	$ 66

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