IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:	)	Chapter 11
J.L. FRENCH AUTOMOTIVE CASTINGS, INC., *et al.*,	)	Case No. 09-12445(KG)
Debtors.[1]	)	(Jointly Administered)
	)	Re: D.I. 14, 182

ORDER AUTHORIZING THE DEBTORS TO EMPLOY AND COMPENSATE CERTAIN PROFESSIONALS UTILIZED IN THE ORDINARY COURSE OF THE DEBTORS' BUSINESSES

Upon the motion (the "Motion")[2] of Debtors for entry of an order authorizing, but not requiring, the Debtors to employ and compensate certain professionals utilized in the ordinary course of the Debtors' businesses; and it appearing that the relief requested is in the best interest of the Debtors' estates, their creditors, and other parties-in-interest; and it appearing that this Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; and it appearing that this proceeding is a core proceeding pursuant to 28 U.S.C. § 157; and it appearing that venue of these proceedings and this Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and notice of this Motion and the opportunity for a hearing on this Motion was appropriate under the particular circumstances and that no other or further notice need be given; and after due deliberation and sufficient cause appearing therefor, it is hereby:

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[1] The Debtors in these cases along with the last four digits of each of the Debtors' federal tax identification numbers are: J.L. French Automotive Castings, Inc., (3670); French Holdings LLC, (0518); Nelson Metal Products LLC (4939); Allotech International LLC (5832); J.L. French LLC (8901); J.L. French Automotive, LLC (7075); Central Die, LLC (7793). The Debtors' headquarters and mailing address is: 3101 South Taylor Drive, Sheboygan, WI 53082.

[2] Capitalized terms used but not defined herein shall have the meaning ascribed in the Motion.

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ORDERED, that the Motion is GRANTED; and it is further

ORDERED, that the Debtors are authorized, but not required, to employ and pay reasonable fees and expenses of the OCPs to assist and advise the Debtors in the operation of their businesses and to defend the Debtors in matters arising in the ordinary course of the Debtors' business as described in the Motion; and it is further

ORDERED, that the following procedures for the retention of OCPs are hereby approved (the "OCP Procedures"):

a. The Debtors shall be authorized to pay, without formal application to the Court by any OCP, 100% of fees and disbursements to each of the OCPs retained by the Debtors (i) after submission to the Debtors of an Affidavit of Disinterestedness (as defined herein) and (ii) upon the submission to the Debtors of an appropriate invoice setting forth in reasonable detail the nature of the services rendered after the Petition Date, provided that each OCP's fees, excluding costs and disbursements, do not exceed the individual cap for such OCP per month, as set forth in Exhibit A attached to the Motion. If the OCP exceeds the monthly cap in a specific month, it shall be required to file a formal fee application for that month, and that month only.

b. Any payments made in excess of the fee cap set forth in clause (a) above to any OCP shall be subject to prior approval of the Court in accordance with sections 330 and 331 of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the Local Rules of the Bankruptcy Court for the District of Delaware, the Fee Guidelines promulgated by the Executive Office of the United States Trustee and any applicable orders of the Court; provided, however, any such OCP shall be entitled to an interim payment up to the individual cap for such OCP per month, as set forth in Exhibit A attached to the Motion, as a credit against the fees and disbursements ultimately allowed by the Court.

c. Commencing on the 90th day after the Petition Date, and then each 90 days thereafter, the Debtors shall file with the Court and serve on (i) the United States Trustee; (ii) counsel to the administrative agent for the Debtors' proposed postpetition lenders; (iii) counsel for any official committees appointed in these Chapter 11 Cases (collectively, the "Committees"); and (iv) counsel to each of the agents for the Debtors' prepetition lenders a statement with respect

to the immediately preceding three-month period (each, a "Quarter"). Such statement shall include the following information for each OCP: (a) the name of the OCP; (b) the aggregate amounts paid as compensation for services rendered and reimbursed for expenses incurred during the reported Quarter; and (c) a general description of the services each OCP rendered during the Quarter.

d. Each OCP shall file with the Court and serve upon (i) the Debtors, J.L. French Automotive Castings, Inc., 3101 South Taylor Drive, P.O. Box 1024, Sheboygan, Wisconsin 53082-1024, Attn: Steven A. Boyack; (ii) counsel for the Debtors, Milbank, Tweed, Hadley & McCloy LLP, 601 S. Figueroa Street, 30th Floor, Los Angeles, California 90017 Attn: Gregory A. Bray, Esq. and Fred Neufeld; (iii) co-counsel for the Debtors, Pachulski Stang Ziehl & Jones LLP, 919 North Market Street, 16th Floor, P.O. Box 8705, Wilmington, Delaware 19899-8705, Attn: Laura Davis Jones, Esq.; (iv) counsel for the Debtors' proposed postpetition lenders, Latham & Watkins LLP, Sears Tower, Suite 5800, 233 South Wacker Drive, Chicago, IL 60606, Attn: Richard Levy, Esq.; (v) counsel for any Committee appointed by the Office of the United States Trustee; (vi) the Office of the United States Trustee for the District of Delaware, 844 King Street, Suite 2207, Lockbox 35, Wilmington, Delaware 19801, Attn: David Klauder, Esquire; and (vii) counsel for each of the agents for the Debtors prepetition lenders (collectively, the "Notice Parties"), an affidavit of disinterestedness (the "Affidavit of Disinterestedness") similar to the form attached hereto as Exhibit B, at least at least fourteen (14) days prior to submitting its first invoice to the Debtors.

e. The Notice Parties shall have ten (10) days after the receipt of an OCP's Affidavit of Disinterestedness (the "Objection Deadline") to object to the retention of such OCP. The objecting party shall serve any such objections upon the Notice Parties and the respective OCP on or before the Objection Deadline. If any such objection cannot be resolved within ten (10) days of its receipt, the matter shall be scheduled for hearing before the Court at the next regularly scheduled omnibus hearing date or other date otherwise agreeable to the parties thereto.[3] If no objection is received from any of the Notice Parties by the Objection Deadline with respect to any particular OCP, the Debtors shall be authorized as a final

[3] In the event a timely objection is filed against one or more of the OCPs, only those OCPs whose retention was objected to shall be scheduled for hearing.

matter to retain and pay such OCPs to whom an objection was not filed.

f. The Debtors reserve the right to supplement the list of OCPs, in their sole discretion, from time to time, as necessary to add or remove OCPs without the need for any further hearing and without the need to file individual retention applications for each. In such event, the Debtors propose to file a supplemental list with this Court and serve it on the Notice Parties;

and it is further

ORDERED, that, notwithstanding the possible applicability of Fed. R. Bankr. P. 6004(h), 7062, 9014, or otherwise, the terms and conditions of this Order shall be immediately effective and enforceable upon its entry; and it is further

ORDERED, that, notwithstanding anything to the contrary contained herein, any payment to be made, or authorization contained, hereunder shall be subject to the requirements imposed on the Debtors under any approved debtor-in-possession financing facility, or any order regarding the use of cash collateral; and it is further

ORDERED, that this Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Dated: August 16 2009

United States Bankruptcy Judge