

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)
) (Jointly Administered)
)
Debtors. ¹)

**CERTIFICATION OF COUNSEL REGARDING PROPOSED
ORDER AUTHORIZING THE DEBTORS TO RETAIN HOULIHAN LOKEY
HOWARD & ZUKIN CAPITAL, INC. AS INVESTMENT BANKER TO DEBTORS**

The undersigned hereby certifies that:

1. July 13, 2009, the above captioned debtors and debtors in possession (the “Debtors”) filed the *Application for Entry of an Order Authorizing Retention and Employment of Houlihan Lokey Howard & Zukin Capital, Inc. as Investment Banker to the Debtors and Debtors-In-Possession Nunc Pro Tunc to the Petition Date [Docket No. 7]* (the “Application”), pursuant to which the Debtors sought to retain Houlihan Lokey Howard & Zukin Capital, Inc. (“HL”) as their investment banker.

2. On August 12, 2009, the Office of the United States Trustee (the “U.S. Trustee”) filed the *Acting United States Trustee’s Objection to Application for Entry of an Order Authorizing Retention and Employment of Houlihan Lokey Howard & Zukin Capital. as*

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.

Investment Banker to the Debtors and Debtors-in-Possession Nunc Pro Tunc to the Petition Date [Docket No. 175] (the “Objection”). In response thereto, the Debtors and HL filed the *Joint Response of Debtors and Houlihan Lokey Howard & Zukin Capital, Inc. to the Objection of the Acting United States Trustee to Application for Entry of an Order Authorizing Retention and Employment of Houlihan Lokey Howard & Zukin Capital, Inc. as Investment Banker to the Debtors and Debtors-in-Possession Nunc Pro Tunc to the Petition Date [Docket No. 216]* (the “Response”).

3. Subsequent to the filing of the Response, the U.S. Trustee and HL were able to consensually resolve the issues raised in the Objection and the Response. Pursuant to such resolution, HL filed that certain *Supplemental Declaration of Andrew Turnbull in Support of the Application [Docket No. 262]* (the “Supplemental Declaration”), and, at the September 3, 2009 hearing on confirmation of the plan, the U.S. Trustee withdrew its objection to the entry of a revised order granting the Application.

4. Attached hereto as Exhibit A is a revised, proposed form of order granting the Application (the “Revised Order”). The Revised Order contains the changes agreed to by HL and the U.S. Trustee. Attached hereto as Exhibit B is a copy of the Revised Order that has been redlined against the original version of the Order that was filed with the Application.

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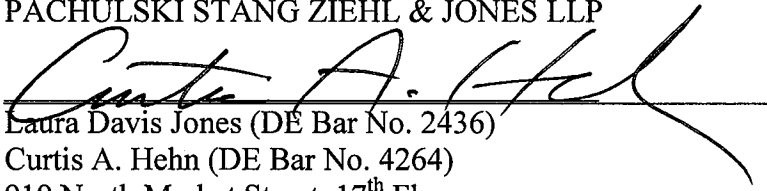
5. The parties respectfully request that the Court enter the Revised Order at its earliest convenience. Counsel for the parties is available should the Court have any questions or concerns with respect to the foregoing.

Dated: September 10, 2009

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