

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:) Chapter 11
)
Oldco M Corporation) Case No. 09-13412 (MG)
(f/k/a) Metaldyne Corporation, et al.)
) (Jointly Administered)
Debtors.)

**SECOND INTERIM FEE APPLICATION OF FOLEY & LARDNER LLP, CONFLICTS
AND SPECIAL COUNSEL TO THE DEBTORS, FOR AN ORDER ALLOWING
INTERIM COMPENSATION FOR PROFESSIONAL SERVICES RENDERED FOR
THE PERIOD SEPTEMBER 1, 2009 THROUGH AND INCLUDING
DECEMBER 31, 2009 AND FOR REIMBURSEMENT OF EXPENSES**

Name of Applicant: Foley & Lardner LLP
Authorized to Provide Professional Services to: The above captioned debtors and debtors-in-
possession
Date of Retention Order: June 22, 2009, *nunc pro tunc* to the Petition
Date
Period for Which Compensation and Reimbursement is Sought: Second Interim Period: September 1, 2009
through December 31, 2009
Amount of Compensation Sought as Actual, Reasonable and Necessary: \$228,939.50
Amount of Expense Reimbursement Sought as Actual, Reasonable and Necessary: \$1,338.78
This is a(n) X Interim Final Application

Total Compensation and Expenses Previously Requested and Awarded:

Prior Fee Applications Filed:

Date	Period Covered	Requested		Status
		Fees	Expenses	
07/09/2009*	05/27- 06/30/09	\$115,948.50	\$2,687.17	Payment received for 90% fees and 100% expenses
08/11/2009*	07/01- 07/31/09	\$34,836.50	\$972.49	Payment received for 90% fees and 100% expenses
09/11/2009*	08/01 - 08/31/09	\$65,247.00	\$2,162.80	Payment received for 90% fees and 100% expenses
10/19/2009	09/1 - 09/30/09	\$72,521.50	\$232.52	Payment received for 80% fees and 100% expenses
11/24/2009	10/1 – 10/31/09	\$118,409.50	\$317.03	Payment received for 80% fees and 100% expenses
12/09/2009	11/1 – 11/30/09	\$29,395.00	\$476.48	Payment received for 80% fees and 100% expenses
01/15/2010	12/1 – 12/31/09	\$8,785.50	\$322.85	Payment received for 80% fees and 100% expenses

*Covered by the First Interim Fee Application

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Foley & Lardner LLP (“Foley” or the “Firm”), as Conflicts and Special Counsel to debtors and debtors in possession in the above-captioned cases (collectively, the “Debtors”), hereby submits this Second Interim Fee Application of Foley & Lardner LLP, Conflicts And Special Counsel To The Debtors, For An Order Allowing Interim Compensation For Professional Services Rendered For the Period September 1, 2009 Through And Including December 31, 2009 (the “Allowance Period”) And For Reimbursement Of Expenses (the “Second Fee Application”), pursuant to 11 U.S.C. §§ 330, 331, Rule 2016 of the Federal Rules of Bankruptcy Procedure, Administrative Order M-151, the Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases, dated April 19, 1995 (the “Local Guidelines”), Local Bankruptcy Rule 2016-1, the U.S. Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330 (the “Trustee’s Guidelines”), and this Court’s Order, Pursuant to Section 105(a) and 331 of the Bankruptcy Code, Bankruptcy Rule 2016(a) and Local Bankruptcy Rule 2016-1, Establishing Procedures for Interim Monthly Compensation for Professionals (Docket No. 287) (the “Interim Compensation Order”) entered June 23, 2009. As grounds therefor, the Firm represents as follows:

JURISDICTION AND VENUE

This Court has jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

GENERAL BACKGROUND

1. On September 1, 2009 (the "Petition Date"), the Debtors each commenced with this Court a voluntary case under chapter 11 of the Bankruptcy Code. The Debtors are authorized to continue to operate their businesses and manage their properties as debtors-in-possession pursuant to §§ 1107(a) and 1108 of the Bankruptcy Code.

2. No trustee or examiner has been appointed in the Debtors' chapter 11 cases. An Official Committee for the Unsecured Creditors (the "Committee") was appointed in these bankruptcy cases on or about June 4, 2009.

3. On June 3, 2009, the Debtors filed their Application To Employ Foley & Lardner LLP as General Bankruptcy Counsel Pursuant to §§ 327(a), 329 and 504 of the Bankruptcy Code, Rules 2014(a) and 2016(b) of the Federal Rules of Bankruptcy Procedure, and Local Bankruptcy Rule 2014-1 (the "Employment Application"). On June 22, 2009, this Court entered an Order authorizing the employment of the Firm as Conflicts and Special Counsel to the Debtors (the "Order"). A copy of the Order is attached to this Second Fee Application as **Exhibit 1**.

4. On June 5, 2009, this Court entered its Administrative Order, Pursuant to Rule 1015(c) of the Federal Rules of Bankruptcy Procedure, Establishing Certain Case Management and Scheduling Procedures.

5. All monthly operating reports have been timely filed in the chapter 11 cases.

6. To date, since the inception of the case, the Firm has been paid \$398,349.64 by the Debtors for its post-petition work on behalf of the Debtors, and the Firm is owed \$68,903.10 in accrued but unpaid fees and expenses in these cases.

SUMMARY OF FEES AND DISBURSEMENTS AND SERVICES RENDERED

7. This Second Fee Application is the second interim application filed by the Firm in these cases.

8. The Firm seeks allowance of interim compensation for professional services rendered to the Debtors during the Allowance Period, as described below. Specifically, the Firm seeks allowance of compensation during the Allowance Period in the amount of \$228,939.50 and reimbursement for actual and necessary disbursements made on behalf of the Debtors during the Allowance Period in the amount of \$1,338.78.

9. As of the date hereof, during the Allowance Period, the Firm has submitted four (4) fee statements in the Debtors' bankruptcy cases pursuant to the Interim Fee Order:

(a) A fee statement, dated October 19, 2009, for services from September 1, 2009 through September 30, 2009 in the amount of \$72,521.50 in fees and \$232.52 in expenses (the "September Fee Statement"), for which the Firm has received payment in the amount of \$58,249.72 (80% of fees and 100% of disbursements);

(b) A fee statement, dated November 24, 2009, for services from October 1, 2009 through October 31, 2009 in the amount of \$118,237.50 in fees and \$306.93 in expenses (the "October Fee Statement"), for which the Firm has received payment in the amount of \$94,896.93 (80% of fees and 100% of disbursements);

(c) A fee statement, dated December 9, 2009, for services from November 1, 2009 through November 30, 2009 in the amount of \$29,395.00 in fees and \$476.48 in expenses

(the “November Fee Statement”), for which the Firm has received payment in the amount of \$23,992.48 (80% of fees and 100% of disbursements); and

(d) A fee statement, dated January 15, 2010, for services from December 1, 2009 through December 31, 2009 in the amount of \$8,785.50 in fees and \$322.85 in expenses (the “December Fee Statement”, and collectively with the September, October and November Fee Statements, the “Monthly Fee Statements”), for which the Firm has received payment in the amount of \$7,351.25 (80% of fees and 100% of disbursements).

10. The Firm currently holds a retainer for its work for the Debtors in the amount of \$60,237.18.

11. During the Allowance Period, the Firm’s attorneys and paraprofessionals expended a total of 569.8 hours in the performance of actual and necessary services requested by the Debtors in furtherance of their reorganization. Pursuant to Local Bankruptcy Rule 2016-1(b), a schedule setting forth the total number of hours worked by each timekeeper during the Allowance Period, the total number of hours billed to the estate, and each timekeeper’s respective average hourly billing rate is annexed hereto as **Exhibit 2**. Detailed billing statements with respect to such services (the “Professional Services Detail”) are attached hereto as **Exhibit 3**. A brief biographical statement of the professional experience of, and continuing professional education taught or attended by each of the Firm’s attorneys for whom an award of compensation is sought is annexed hereto as **Exhibit 4**. A schedule specifying the nature and amount of the expenses for which the Firm is seeking reimbursement is attached hereto as **Exhibit 5**; details of these expenses are also included in the attached **Exhibit 3**.

12. This Second Fee Application has been provided to the Debtors for review and approval contemporaneous with its filing with this Court. Further, in compliance with the

Trustee's Guidelines, the Firm states that it has served upon the Debtors all of its Monthly Fee Statements to date.

13. In accordance with the Interim Fee Order, monthly statements have been served upon the U.S. Trustee, the Debtors, and counsel for the Committee and the Debtors' secured lenders. The Interim Compensation Order requires that service of objections to monthly statements be made on or before the 15th calendar day after the date on which the monthly statement was served.

14. The Firm has filed and served this Second Fee Application in accordance with the Interim Fee Order.

15. To the best of the Firm's knowledge, the Debtors have been and are generally paying all administrative expenses, except for § 503(b)(9) claims, only some of which have been paid under certain orders of this Court.

16. The services rendered by the Firm during the Allowance Period have been divided into several categories in accordance with the Trustee's Guidelines, which are described in more detail below and with reference to the Firm's time entries.

SERVICES PROVIDED DURING ALLOWANCE PERIOD

17. The following project categories include a description of the primary tasks and professional services rendered by the Firm for the Debtors during the Allowance Period.¹ These categories have been arranged to facilitate convenience of presentation concerning the major categories of work performed during the Allowance Period, and to comply with the requirements of the Court, the Office of the U.S. Trustee, and the Bankruptcy Code. The following tables

¹ Services rendered for certain topical matters may have entailed different types of work performed under multiple categories, and were billed accordingly.

represent a nonexclusive summary of the Firm's activities on behalf of the Debtors in this matter; the Professional Services Detail attached as **Exhibit 3** represents the complete and detailed summary of fees during the Allowance Period. Attached as **Exhibit 6** is a schedule representing a breakdown of all compensation by project categories.

A. Asset Analysis and Recovery

Total Hours: 21.2 Fees: \$7,522

18. In this project category, during the Allowance Period, the Firm assisted the Debtors with protecting their rights by preparing and filing of proofs of claim in various customer bankruptcy cases.

B. Asset Disposition

Total Hours: 77.2 Fees: \$34,356.50

19. In this project category, during the Allowance Period, the Firm continued to assist the Debtors in matters pertaining to the sale of substantially all of the Debtors' assets to MD Investors Corporation, which was approved on August 12, 2009 (the "Sale"); consummating various miscellaneous asset sales pursuant to (a) orders of this Court and (b) agreements approved by this Court, including multiple wind down agreements for the Debtors' Middleville, Thamesville and Greensboro facilities. The Firm also assisted with the sale of assets from the Niles and New Castle facilities. Consummation of these sales entailed dealing with lienholders and leaseholders on the sold assets, negotiating sale prices with the Debtors' lenders and purchasers, preparing and serving multiple sale notices in compliance with the Court's miscellaneous asset sales order, working with the Committee with respect to sale prices, and preparing bills of sale for each sale.

C. Business Operations

Total Hours: 358.9 Fees: \$154,086.00

20. In this project category, during the Allowance Period, the Firm continued to assist the Debtors with numerous aspects of their ongoing business operations. These activities include the following: (a) participating in multiple meetings and conference calls with the Debtors and regarding open business issues pertaining to, among other things, wind down matters and matters related to the assumption and assignment of contracts in connection with the sale; (b) negotiating, drafting, preparing and finalizing multiple wind down and settlement agreements (the “Wind Down Agreements”), in connection with the companies that were not sold as part of the Sale (collectively, “Remainco”); (c) drafting, preparing and filing multiple motions and stipulations seeking the approval of the Wind Down Agreements; (d) representing and advising the Debtors with respect to multiple customer and supplier agreements; (e) negotiating the transition and escrow agreements between Metaldyne Canada and Chrysler Group LLC; (f) drafting and revising trade terms agreements with various suppliers in connection with the assumption of executory contracts as part of the Sale; and (g) enforcing rights in connection with the purchase of raw materials under the Accommodation Agreement. The Firm also provided advice to the Debtors regarding corporate governance issues affecting Remainco and prepared the employment agreement for Larry Carroll, the current Vice President and Liquidating Officer of the Debtors.

D. Plan and Disclosure Statement

Total Hours: 10.7 Fees: \$5,539.50

21. In this project category, during the Allowance Period, the Firm assisted with (a) drafting portions of the Debtors’ Second Amended Disclosure Statement Pursuant To Section

1125 Of The Bankruptcy Code For The Second Amended Joint Plan Of Liquidation Of Debtors And Debtors In Possession (the “Disclosure Statement”), as it related to Wind Down Agreements and matters in which the Firm assisted the Debtors; (b) reviewing objections to the Debtors’ motion for extension of the exclusivity period (the “Extension Motion”) and advising client relating to the same; and (c) attending the court hearing on the Extension Motion. The Firm also assisted with reviewing and commenting upon the Debtors’ chapter 11 plan.

E. Relief from Stay

Total Hours: 4.6 Fees: \$2,425.50

22. In this project category, during the Allowance Period, the Firm continued to represent the Debtors with respect to matters affected by the automatic stay in the bankruptcy cases, including negotiating settlements of various pre-petition setoff disputes.

F. General Labor

Total Hours: 1.8 Fees: \$1,057.50

23. In this project category, during the Allowance Period, the Firm expended time in connection with the analysis of labor issues, employee bonus issues, and severance agreements with certain of the Debtors’ employees.

24. The Firm continues to represent the Debtors as needed as they move forward in seeking confirmation of their filed Plan of Reorganization.

DISBURSEMENTS

25. The Firm made out-of-pocket disbursements during the Allowance Period in the amount of \$1,338.78. This sum includes, among other things, telecopier charges, telecommunications (but not long distance telephone service), postage and express mail charges,

document processing and photocopying charges, computerized research charges, and some travel.

26. The Firm's rate for duplication is \$0.15 per page and its rate for outgoing telecopier transmissions is \$1.00. The Firm does not charge for incoming telecopier transmissions, nor does it surcharge for electronic research. A complete summary by category of the expenses incurred during the Allowance Period is included in the summary of disbursements attached hereto as **Exhibit 5** and details of these expenses are also included in the attached **Exhibit 3**.

CONCLUSION

WHEREFORE, the Firm respectfully requests entry of the order (i) granting the Firm an interim allowance of compensation for professional services rendered during the Allowance Period in the amount of \$228,939.50, and of reimbursement for actual and necessary expenses incurred by the Firm during the Allowance Period in the amount of \$1,338.78; and (ii) granting such other and further relief as is just and proper.

Respectfully submitted,

Dated: February 17 , 2010

FOLEY & LARDNER LLP

/s/ Judy A. O'Neill
Judy A. O'Neill
500 Woodward Ave., Suite 2700
Detroit, MI 48226-3489
(313) 234-7100 (Telephone)
(313) 234-2800 (Facsimile)
joneill@foley.com

Conflicts and Special Counsel to the Debtors

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X
In re: : Chapter 11
: :
Oldco M Corporation, *et al.*, : Case No. 09-13412 (MG)
: :
Debtors. : (Jointly Administered)
: :
-----X

CERTIFICATION OF JUDY A. O'NEILL

Judy A. O'Neill declares and states as follows:

1. I am a partner in the firm of Foley & Lardner LLP ("Applicant"), as special counsel to Oldco M Corporation and certain of its subsidiaries and affiliates, as debtors and debtors-in-possession (collectively, the "Debtors") in the above-captioned chapter 11 cases.

2. I make this certification in respect of the Second Interim Fee Application of Foley & Lardner LLP, Conflicts And Special Counsel To The Debtors For An Order Allowing Interim Compensation For Professional Services Rendered (the "Application") For the Period September 1, 2009 Through And Including December 31, 2009 (the "Compensation Period").

3. I am the professional designated by the Applicant in respect of compliance with the Administrative Order M-151, the Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases, dated April 19, 1995 (the "Local Guidelines") and the United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330 adopted on January 30, 1996 (the "UST Guidelines," and together with the Local Guidelines, the "Guidelines").

4. I have personally performed services rendered by the Applicant during the Compensation Period and am thoroughly familiar with all other work performed on behalf of the Debtors by the professionals and para-professionals in the firm.

5. In compliance with section B of the Local Guidelines, I certify that:

a. I have read the Application.

b. To the best of my knowledge, information and belief formed after reasonable inquiry, the fees and disbursements sought fall within the Guidelines.

c. Except to the extent that fees or disbursements are prohibited by the Guidelines, the fees and disbursements sought are billed at rates and in accordance with practices customarily employed by the Applicant and generally accepted by the Applicant's clients.

d. In providing a reimbursable service in these chapter 11 cases, the Applicant does not make a profit on that service, whether the service is performed by the Applicant in-house or through a third-party.

e. In respect of Section B.2 of the Local Guidelines, upon the entry of the order authorizing the retention of the Applicant which occurred on June 22, 2009, the Applicant has provided, on a monthly basis, billing statements of the Applicant's fees and disbursements accrued during the Compensation Period, within 20 days after the end of each month, pursuant to this Court's Order, Pursuant to Sections 105(a) and 331 of the Bankruptcy Code, Bankruptcy Rule 2016-1, Establishing Procedures for Interim Compensation for Professionals, entered June 23, 2009 (the "Interim Compensation Order"), to the Debtors and their counsel, the U.S. Trustee, counsel for the Creditors' Committee, and counsel for the Debtors' prepetition credit facility, counsel for the

Debtors' postpetition credit facility, and any other party that the Court has designated (collectively, the "Notice Parties").

f. In respect of section B.3 of the Local Guidelines, copies of the Application were provided to the Notice Parties on the date for filing fee applications set by the Court in the Interim Compensation Order.

6. In accordance with Rule 2016(a) of the Federal Rules of Bankruptcy and Section 504 of title 11 of the United States Code (the "Bankruptcy Code"), no agreement or understanding exists between the Applicant and any other person for the sharing of compensation to be received in connection with this chapter 11 case.

7. By this certification, Applicant does not waive or release any rights or entitlements it has under the order of this Court, entered June 22, 2009, approving the Applicant's retention by the Debtors *nunc pro tunc* to May 27, 2009.

I declare under penalty of perjury that the foregoing is true and correct.

Executed, this 17th day of February, 2010 at Detroit, Michigan.

By: /s/ Judy A. O'Neill
Name: Judy A. O'Neill
Title: Partner