

MILLER JOHNSON
Attorneys for Pridgeon & Clay, Inc.
250 Monroe Avenue, Suite 800
P.O. Box 306
Grand Rapids, MI 49501-0306
(616) 831-1700
Thomas P. Sarb (TS-8282)

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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	:	
In Re:	:	Chapter 11
	:	
OLDCO M CORPORATION, f/k/a	:	Case No. 09-13412(MT)
METALDYNE CORPORATION) <i>et al.</i> ,	:	
	:	
Debtors.	:	(Jointly Administered)
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**RESPONSE OF PRIDGEON & CLAY, INC. TO DEBTORS’
OMNIBUS OBJECTION NO. 7**

Pridgeon & Clay, Inc. (“P&C”), by its counsel, Miller Johnson, files this Response to Debtors’ Omnibus Objection No. 7 to the § 503(b)(9) administrative claim portion of the Proof of Claim of P&C in this matter. Because the § 503(b)(9) claim of P&C in the amount of \$22,257.45 remains unpaid, P&C files this Response.

Background

1. On or about August 12, 2009, P&C filed its Proof of Claim in this proceeding as Proof of Claim no. 1817 in the total amount of \$228,330.71 (the “P&C Proof of Claim”).

2. The P&C Proof of Claim was further broken down as an unsecured nonpriority claim in the amount of \$206,073.256 (the “Unsecured Claim”) and a § 503(b)(9) claim in the amount of \$22,2457.45 (the P&C § 503(b)(9) Claim”). A copy of the P&C Proof of Claim is attached to this Response as **Exhibit A**.

3. On or about January 13, 2010, the Debtors filed their Objection to the P&C Proof of Claim, which sought to reduce the P&C Unsecured Claim to \$180,568.77 and

sought to disallow the P&C § 503(b)(9) Claim, allegedly because “not an obligation of the estates per books and records. Also, MD Investors assumed certain claimed obligations.”

4. By agreement of the parties, the response date for P&C was extended to February 24, 2010 at 4:00 p.m.

Response

5. Although P&C vigorously asserts that it is entitled to the full amount of its Unsecured Claim, it has elected not to contest the Debtors’ Objection for economic reasons, based upon the projected distributions on unsecured claims in this Chapter 11 proceeding.

6. However, as to the P&C § 503(b)(9) Claim, P&C asserts that such claim should be allowed, until such time that it is paid either by the Debtors or MD Investors.

7. The Debtors have advised P&C that the P&C § 503(b)(9) Claim has been assumed, and will be paid, by MD Investors. However, to date, despite requests to MD Investors for payment, P&C still has not received payment of the P&C § 503(b)(9) Claim, as set forth in the Declaration of Bruce Penno, Vice President of Finance for P&C, attached to this Response as **Exhibit B** (the “Penno Declaration”).

8. As also set forth in the Penno Declaration, although MD Investors assured P&C that it would make payment to P&C of the P&C § 503(b)(9) Claim during the week of February 15, 2010, P&C has not received such payment as of the date of this Response.

9. Mr. Penno’s contact information is as follows:

Bruce Penno
Pridgeon & Clay, Inc.
50 Cottage Grove, S.W.
Grand Rapids, MI 49507
(616) 248-4819
fax: (616) 248-4893
email: bpenno@pridgeonandclay.com

10. Any reply to this Response should be served upon the undersigned attorney for P&C.

WHEREFORE, until and unless either the Debtors or MD Investors pays the P&C § 503(b)(9) Claim, the objection to the allowance of the P&C § 503(b)(9) Claim should be denied.

MILLER JOHNSON
Attorneys for Pridgeon & Clay, Inc.

Dated: February 23, 2010

By /s/ Thomas P. Sarb
Thomas P. Sarb (TS-8282)
Business Address:
250 Monroe Avenue, N.W., Suite 800
PO Box 306
Grand Rapids, Michigan 49501-0306
Telephone: (616) 831-1700
ecfsarbt@millerjohnson.com