

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

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In re	:	Chapter 11
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Metaldyne Corporation, <i>et al.</i> ,	:	Case No. 09-13412 (MG)
	:	
Debtors.	:	(Jointly Administered)
	:	
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ORDER TO SHOW CAUSE

This matter coming before the Court on the Notice of Repudiating Vendor Against NTN Bearing Corporation of America dated June 5, 2009 (D.I. 136) (the “Notice”) filed by the debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “Debtors”); the Court having reviewed the Notice and the Interim Order Pursuant to Sections 105(a), 363(b) and 503(b)(9) of the Bankruptcy Code Authorizing the Debtors to Pay Prepetition Claims of Certain Essential Suppliers and Administrative Claimholders and Granting Certain Related Relief (the “Order”), pursuant to which the Notice was filed; and the Court having found that (i) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334, (ii) this is a core proceeding pursuant to 28 U.S.C. § 157(b), (iii) the Notice provided for herein is sufficient under the circumstances, and (iv) the Debtors have complied with the terms and conditions set forth in the Order;

IT IS HEREBY ORDERED THAT:

1. NTN Bearing Corporation of America, who is identified by the Debtors as a Repudiating Vendor in the Notice (the “Vendor”), is hereby ordered, at a hearing to be conducted before this Court at 10:00 a.m., Eastern Time on June 9, 2009, before the Honorable Martin Glenn, United States Bankruptcy Judge, in the Bankruptcy Court, Courtroom 501, One

Bowling Green, New York, New York 10004-1408 (the “Hearing”), to show cause why the Vendor should not be held in violation of sections 362 and 365 of the Bankruptcy Code for willfully threatening to withhold essential goods from the Debtors as described in the Notice.

2. Service of this Order to Show Cause is to be made by the Debtors upon (a) the Vendor, (b) the Office of the United States Trustee, and (c) counsel for any official committee of unsecured creditors appointed in these cases pursuant to section 1102 of the Bankruptcy Code.

3. Objections by the Vendor, or any other party in interest, are to be filed electronically with chambers copies delivered to the Court, and served on the Debtors, the Office of the United States Trustee, and counsel for any official committee of unsecured creditors, by no later than 5:00 p.m., Monday, June 8, 2009.

4. This Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.

Dated: New York, New York
June 8, 2009

s/ Martin Glenn
UNITED STATES BANKRUPTCY JUDGE