

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

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In re : Chapter 11
Oldco M Corporation :
(f/k/a Metaldyne Corporation), *et al.*, : Case No. 09-13412 (MG)
Debtors. : (Jointly Administered)
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**ORDER, PURSUANT TO SECTION 327(a) OF THE
BANKRUPTCY CODE, BANKRUPTCY RULES 2014(a)
AND 2016 AND LOCAL BANKRUPTCY RULE 2014-1, AUTHORIZING THE
DEBTORS AND DEBTORS IN POSSESSION TO EMPLOY AND RETAIN
ACCRETIVE SOLUTIONS-DETROIT, INC. TO ASSIST THE DEBTORS
WITH THE CLAIMS ADMINISTRATION PROCESS AND PROVIDE TAX-RELATED
SERVICES TO THE DEBTORS, *NUNC PRO TUNC* AS OF NOVEMBER 27, 2009**

Upon the application (the "Application")¹ of the above-captioned debtors and debtors in possession (collectively, the "Debtors") for the entry of an order (the "Order") authorizing the Debtors to employ and retain Accretive Solutions-Detroit, Inc. ("Accretive") to assist the Debtors with the claims administration process and provide tax-related services to the Debtors, *nunc pro tunc* as of November 27, 2009, pursuant to section 327(a) of title 11 of the United States Code (the "Bankruptcy Code"), Rules 2014(a) and 2016 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules") and Rule 2014-1 of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York (the "Local Bankruptcy Rules"); the Court having jurisdiction to consider the Application and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334; consideration of the Application and

¹ Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Application and the Wallace Declaration.

the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; it appearing that the relief requested is in the best interests of the Debtors' estates; the Court having reviewed the Application and the declaration of Richard Wallace in support thereof (the "Wallace Declaration"); the Court being satisfied that (a) Accretive does not hold or represent an interest adverse to the Debtors' estates, (b) Accretive is a "disinterested person" within the meaning of section 101(14) of the Bankruptcy Code, as required by section 327(a) of the Bankruptcy Code, (c) that the terms and conditions of the Engagement Letter are reasonable and (d) that the employment of Accretive is necessary and in the best interests of the Debtors and their estates; notice of the Application having been adequate and appropriate under the circumstances; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. The Application is GRANTED as set forth herein.
2. The Debtors are authorized to employ and retain Accretive, nunc pro tunc as of November 27, 2009, to assist the Debtors in the claims administration process and to provide certain tax services on the terms and conditions set forth in the Engagement Letter and the Application. The Engagement Letter was attached to the Application as Exhibit 1.
3. Accretive will file fee applications for interim and final allowance of compensation and reimbursement of expenses pursuant to the procedures set forth in sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, the U.S. Trustee Guidelines and orders of this Court.
4. All requests of Accretive for payment of indemnity pursuant to the Engagement Letter shall be made by means of an application (interim or final, as applicable) and shall be subject to review by the Court to ensure that payment of such indemnity conforms to the

terms of the Engagement Letter and is reasonable based upon the circumstances of the litigation or settlement in respect of which indemnity is sought, provided, however, that in no event shall Accretive be indemnified in the case of its own bad faith, self-dealing, breach of fiduciary duty (if any), gross negligence or willful misconduct.

5. In no event shall Accretive be indemnified if the Debtor or a representative of the estate, asserts a claim for, and a court determines by final order that such claim arose out of, Accretive's own bad faith, self dealing, breach of fiduciary duty (if any), gross negligence or willful misconduct.

6. In the event that Accretive seeks reimbursement for attorneys' fees from the Debtors pursuant to the Engagement Letter, the invoices and supporting time records from such attorneys shall be included in Accretive's own applications (both interim and final) and such invoices and time records shall be subject to the United States Trustee's guidelines for compensation and reimbursement of expenses and the approval of the Bankruptcy Court under the standards of sections 330 and 331 of the Bankruptcy Code without regard to whether such attorney has been retained under section 327 of the Bankruptcy code and without regard to whether such attorneys' services satisfy section 330(a)(3)(C) of the Bankruptcy Code.

7. The Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order and in accordance with the Application.

8. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

9. The Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Dated: March 2, 2010
New York, New York

/s/ Martin Glenn
United States Bankruptcy Judge