

**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 GRANTING FINAL APPLICATIONS OF PROFESSIONALS FOR  
ALLOWANCE OF COMPENSATION FOR SERVICES  
RENDERED AND REIMBURSEMENT OF ACTUAL AND NECESSARY EXPENSES**

Upon consideration of the final applications of (a) Jones Day, as counsel for the debtors and debtors in possession in the above captioned cases (collectively, the "Debtors") for the period commencing May 27, 2009 through March 30, 2010; (b) AlixPartners, LLP, as financial advisors and consultants to the Debtors for the period commencing May 27, 2009 through March 30, 2010; (c) Foley & Lardner LLP, as conflicts and special counsel to the Debtors for the period commencing May 27, 2009 through March 30, 2010; (d) Deloitte Tax LLP, as tax services provider to the Debtors for the period commencing July 15, 2009 through March 30, 2010; (e) Accretive Solutions-Detroit, Inc., as Claims Administration Process and Tax-Related Services for the Debtors for the period commencing November 27, 2009 through March 30, 2010 and (f) Reed Smith LLP, as counsel for the Official Committee of Unsecured Creditors (the "Creditors' Committee") for the period commencing June 4, 2009 through March 30, 2010 seeking final compensation for professional services rendered and reimbursement of actual and necessary expenses incurred in connection therewith in the above-captioned chapter 11 cases (collectively, the "Final Applications"); and a hearing (the "Hearing") having been held before this Court to

consider the Applications on September 23, 2010; and notice having been given pursuant to Federal Rules of Bankruptcy Procedure 2002(a)(7) and (c)(2); and

IT IS HEREBY FOUND AND DETERMINED THAT:

- A. The Court has jurisdiction to consider the Final Applications and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334.
- B. Notice of the Final Applications and the Hearing on the Final Fee Applications was good and sufficient.
- C. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2).
- D. Venue for proceedings on the Final Applications is proper pursuant to 28 U.S.C. § 1409.
- E. The compensation requested in the Final Applications is reasonable.
- F. The reimbursement for expenses detailed in the Final Applications represent reimbursements for actual and necessary expenses incurred by the professionals in connection with these cases.
- G. The legal and factual bases set forth in the Final Applications and at the Hearing establish just cause for the relief granted herein.

IT IS HEREBY ORDERED THAT:

- 1. The Final Applications are GRANTED on a final basis as set forth herein.
- 2. To the extent that any of the amounts set forth herein have not been paid, the Oldco M Distribution Trust (the "Trust") is authorized and directed to pay the applicants the sums set forth in Schedule "1" under the column headings "Fees to be Paid to the Extent Currently Unpaid," and "Expenses Awarded" except as otherwise provided herein.

3. The Trust shall pay to Jones Day the Estimated Fees and Expenses (as defined in the Application for Final Professional Compensation for Jones Day at Docket No. 1571), which are estimated to be \$37,000 as of August 24, 2010, by the earlier of (a) December 31, 2010; and (b) the closing of the sale of the New Castle, Indiana and the Farmington Hills, Michigan facilities.

4. The Trust shall hold back \$40,000 (the "Holdback") of the allowed fees of AlixPartners, LLP ("AlixPartners") and shall pay the Holdback upon the earlier of (a) December 31, 2010, and (b) the receipt of the proceeds of the sale of the New Castle, Indiana and the Farmington Hills, Michigan facilities.

5. Schedule "2" of this Order shall reflect an accurate account of all fees paid and expenses paid as approved in the First Interim Order, Second Interim Order and this Order.

Dated: New York, New York

November 18, 2010

/s/Martin Glenn  
MARTIN GLENN  
United States Bankruptcy Judge

**SCHEDULE 1**

CURRENT FEE PERIOD: Third Interim Fee Period (January 1, 2010 through March 30, 2010)

CASE NUMBER: 09-13412 (MG)

CASE NAME: Oldco M Corporation (f/k/a Metaldyne Corporation), *et al.*

<u>APPLICANT</u>	<u>DATE/ DOCUMENT NO. OF APPLICATION</u>	<u>FEE REQUESTED</u>	<u>FEE REDUCTION</u>	<u>FEE AWARDED</u>	<u>FEE PREVIOUSLY HELD BACK TO BE RELEASED</u>	<u>FEE TO BE PAID TO THE EXTENT CURRENTLY UNPAID</u>	<u>EXPENSES REQUESTED</u>	<u>EXPENSE REDUCTION</u>	<u>EXPENSES AWARDED</u>
Jones Day	5/27/10 and 9/13/10 No. 1571 and 1646	\$1,140,267.50 [Third]	\$13,000.00 [Third]	\$1,127,267.50 [Third]	\$277,912.93 <sup>1</sup>	\$1,127,267.50 [Third]	\$63,897.40 [Third]	\$0.00 [Third]	\$63,897.40 [Third]
AlixPartners, LLP	5/27/10 and 8/27/10 No. 1568 and 1639	\$554,215.44 [Third]	\$7,500.00 [Third]	\$556,715.44 [Third]	\$367,053.28 <sup>2</sup>	\$556,715.44 [Third]	\$4,110.74 [Third]	\$0.00 [Third]	\$4,110.74 [Third]
Foley & Lardner LLP	5/14/10 No. 1556	\$96,078.50 [Third]	\$0.00 [Third]	\$96,078.50 [Third]	\$0.00	\$96,078.50 [Third]	\$2,204.00 [Third]	\$0.00 [Third]	\$2,204.00 [Third]
Deloitte Tax LLP	5/27/10 No. 1573	\$52,782.00 [Third]	\$0.00 [Third]	\$52,782.00 [Third]	\$4,057.00	\$52,782.00 [Third]	\$232.00 [Third]	\$0.00 [Third]	\$232.00 [Third]
Reed Smith LLP	5/27/10 No. 1566	\$238,204.00 [Third]	\$0.00 [Third]	\$238,204.00 [Third]	\$47,640.80	\$238,204.00 [Third]	\$4,827.50 [Third]	\$0.00 [Third]	\$4,827.50 [Third]
Accretive Solutions-Detroit, Inc.	5/28/10, 9/8/10 and 9/20/10 No. 1572, 1642 <sup>3</sup> and 1654	\$235,804.20 [First and Final]	\$0.00 [First and Final]	\$235,804.20 [First and Final]	\$103,258.40 [First and Final]	\$235,804.20 [First and Final]	\$3,861.96 [First and Final]	\$0.00 [First and Final]	\$3,861.96 [First and Final]

Initials: MG USBC

Date: November 18, 2010

<sup>1</sup> This amount includes approximately \$37,000 for the Estimated Fees and Expenses, which is not included in the Final amount in the Fees Requested column.

<sup>2</sup> AlixPartners, LLP shall apply all amounts being held on retainer in the minimum amount of \$117,646.34 to all allowed unpaid fees and expenses.

<sup>3</sup> Accretive Solutions-Detroit, Inc.'s first and final application was amended by the Amended First and Final Application of Accretive Solutions-Detroit, Inc. for Allowance of Compensation for Services Rendered and for Reimbursement of Expenses Incurred to Assist the Debtors and Debtors in Possession with the Claims Administration Process and Provide Tax-Related Services to the Debtors for the Period from November 27, 2009 through March 30, 2010 (Docket No. 1642).

**SCHEDULE 2**

ALL FEE PERIODS: Final Interim Fee Period (May 27, 2009 through March 30, 2010)

CASE NUMBER: 09-13412 (MG)

CASE NAME: Oldco M Corporation (f/k/a Metaldyne Corporation), *et al.*

<b><u>APPLICANT</u></b>	<b><u>DATE/ DOCUMENT NO. OF APPLICATION</u></b>	<b><u>FEES PAID<sup>1</sup></u></b>	<b><u>EXPENSES PAID<sup>2</sup></u></b>
Jones Day	1st: 10/26/09, No. 899 2nd: 2/16/10, No. 1328 3 <sup>rd</sup> and Final: 5/27/10 and 9/13/10 No. 1571 and 1646	\$7,063,201.50	\$265,057.35
AlixPartners, LLP	1st: 10/22/09, No. 886 2nd: 1/19/10, No. 1230 3 <sup>rd</sup> and Final: 5/27/10 and 8/27/10, No. 1568 and 1639	\$2,952,946.75	\$25,731.27
Foley & Lardner LLP	1st: 9/19/09, No. 800 2nd: 2/17/10, No. 1334 3 <sup>rd</sup> and Final: 5/14/10, No. 1556	\$556,170.00	\$9,385.47
Deloitte Tax LLP	1st: 11/10/09, No. 978 2nd: 2/22/10, No. 1377 3 <sup>rd</sup> and Final: 5/27/10, No. 1573	\$274,296.00	\$689.00
Reed Smith LLP	1st: 11/5/09, No. 957 2nd: 2/19/10, No. 1359 3 <sup>rd</sup> and Final: 5/27/10, No. 1566	\$877,307.00	\$32,802.63
Accretive Solutions-Detroit, Inc.	1 <sup>st</sup> and Final: 5/28/10, 9/8/10 and 9/20/10, No. 1572, 1642 and 1654	\$235,804.20	\$3,861.96

<sup>1</sup> Fees Paid includes "Fees to be Paid to the Extent Currently Unpaid" from Schedule 1 of the First Interim Order, "Fees to be Paid to the Extent Currently Unpaid" from Schedule 1 of the Second Interim Order and "Fees to be Paid to the Extent Currently Unpaid" from Schedule 1 of this Order.

<sup>2</sup> Expenses Paid includes "Expenses Awarded" from Schedule 1 of the First Interim Order, "Expenses Awarded" from Schedule 1 of the Second Interim Order and "Expenses Awarded" from Schedule 1 of this Order.