

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

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In re	:	Chapter 11
	:	
Oldco M Corporation	:	Case No. 09-13412 (MG)
(f/k/a Metaldyne Corporation), <i>et al.</i> ,	:	
Debtors.	:	(Jointly Administered)
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**ORDER GRANTING FINAL FEE APPLICATION OF
LAZARD FRÈRES & CO. LLC FOR ALLOWANCE OF COMPENSATION
AND REIMBURSEMENT OF ACTUAL AND NECESSARY EXPENSES**

Upon consideration of the Second and Final Fee Application of Lazard Frères & Co. LLC, Debtors' Investment Banker for Allowance of Compensation and for the Reimbursement of Actual and Necessary Expense Incurred for the Period From May 27, 2009 Through October 16, 2009, dated May 31, 2010 [Docket No. 1575], as amended and supplemented by the Supplemental Filing to The Final Fee Application, dated July 12, 2010 [Docket No. 1602] (collectively, the "Final Fee Application"), 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; and a declaration in support of the Final Fee Application having been filed October 22, 2010 [Docket No. 1670]; and a hearing (the "Hearing") having been held before this Court to consider the Final Application on October 27, 2010; and notice having been given pursuant to Federal Rules of Bankruptcy Procedure 2002(a)(7) and (c)(2);

IT IS HEREBY FOUND AND DETERMINED THAT:

A. The Court has jurisdiction to consider the Final Application and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334.

B. Notice of the Final Application and the Hearing on the Final Fee

Application 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 Application is proper pursuant to 28 U.S.C. § 1409.

E. The compensation requested in the Final Application is reasonable.

F. The reimbursement for expenses detailed in the Final Application represent reimbursements for actual and necessary expenses incurred by the professional in connection with these cases.

G. The legal and factual bases set forth in the Final Application and at the Hearing establish just cause for the relief granted herein.

IT IS HEREBY ORDERED THAT:

1. The Final Application is GRANTED on a final basis as set forth herein.

2. Pursuant to an agreement between applicant and the Office of the United States Trustee, the applicant withdrew its request for reimbursement of \$25,607.31 of legal fees and expenses incurred in connection with the legal representation of applicant by outside counsel and further agreed to reduce the expenses sought in its Final Application by \$1,000.00.

3. 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 applicant the sums set forth in Schedule "1" except as otherwise provided herein.

4. Schedule "2" of this Order shall reflect an accurate account of all fees paid and expenses paid as approved in the previous Interim Order related to

applicant's fees and expenses and this Order.

Dated: **June 21, 2011**
New York, New York

/s/Martin Glenn
MARTIN GLENN
United States Bankruptcy Judge

SCHEDULE 1

CURRENT FEE PERIOD: October 1, 2009 through October 20, 2009

Case No: 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>FEES REQUESTED</u>	<u>FEES AWARDED</u>	<u>EXPENSES REQUESTED</u>	<u>EXPENSES AWARDED</u>
Lazard Frères & Co. LLC	May 31, 2010 and amended on July 12, 2010 / Nos. 1575 and 1602	\$2,901,613.22 (Second Interim)	\$2,901,613.22 (Second Interim)	\$26,335.19 (Second Interim)	\$727.88 (Second Interim)

SCHEDULE A(1)

DATE: June 21, 2011

INITIALS: MG USBJ

SCHEDULE 2
CURRENT FEE PERIOD: All Fee Periods

Case No: 09-13412 (MG)

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

<u>APPLICANT</u>	<u>TOTAL FEES REQUESTED</u> ¹	<u>TOTAL FEES AWARDED</u> ²	<u>TOTAL EXPENSES REQUESTED</u>	<u>TOTAL EXPENSES AWARDED</u>
Lazard Frères & Co. LLC	\$3,375,806.77	\$3,375,806.77	\$45,606.88	\$19,999.57

SCHEDULE A(1)

DATE: June 21, 2011

INITIALS: MG USBJ

¹ Includes fees previously requested but not awarded (held back fees).

² Fees held back are treated as not having been awarded.