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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re	:	Chapter 11
Metaldyne Corporation, *et al.*,	:	Case No. 09-13412 (___)
Debtors.	:	(Jointly Administered)

MOTION OF DEBTORS AND DEBTORS IN POSSESSION, PURSUANT TO RULE 1015(c) OF THE FEDERAL RULES OF BANKRUPTCY PROCEDURE, FOR AN ADMINISTRATIVE ORDER ESTABLISHING CASE MANAGEMENT AND SCHEDULING PROCEDURES

TO THE HONORABLE
UNITED STATES BANKRUPTCY JUDGE:

Metaldyne Corporation and 30 of its domestic direct and indirect subsidiaries, as debtors and debtors in possession (collectively, the "Debtors"), respectfully represent as follows:

Background

1. On May 27, 2009 (the "Petition Date"), the Debtors commenced their reorganization cases through the filing of voluntary petitions for relief under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code"). The Debtors have requested that their chapter 11 cases be consolidated for procedural purposes only and administered jointly.

2. The Debtors are authorized to continue to operate their business and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

3. Metaldyne Corporation ("Metaldyne") is a wholly-owned subsidiary of Metaldyne Holdings LLC ("Metaldyne Holdings"). On January 11, 2007, in connection with a plan of merger, Asahi Tec Corporation ("Asahi Tec"), a Japanese corporation, acquired the shares of Metaldyne. On the same date, Asahi Tec contributed those shares to Metaldyne Holdings, and Asahi Tec thereby became the indirect parent of Metaldyne and the other Debtors. RHJ International S.A. ("RHJI"), a corporation formed under the laws of Belgium and listed on the Euronext exchange, presently holds approximately 60.1% of the outstanding capital stock of Asahi Tec.

4. Debtor MD Products Corp. ("MD Products") is a New York corporation. Metaldyne is the direct or indirect parent of MD Products, each of the other Debtors and each of the Debtors' nondebtor subsidiaries (collectively, the "Metaldyne Companies"). Metaldyne maintains its corporate headquarters in Plymouth, Michigan. The Debtors own or lease

23 different properties, including 14 domestic manufacturing facilities in six states, and also have manufacturing and business operations in more than 10 foreign countries in North America, Europe, South America and Asia.

5. The Metaldyne Companies are leading global manufacturers of highly engineered metal components for the global light vehicle market, are market leaders for many of the products they sell and are among the 50 largest auto parts suppliers in North America. The Metaldyne Companies operate through two business units, the Powertrain segment and the Chassis segment. The Powertrain segment manufactures a range of products for engine and transmission applications, including sintered powder metal engine connecting rods and engine bearing caps, aluminum transmission valve bodies, transmission clutch modules, engine balance shaft modules, transmission differential assemblies, engine crankshaft dampers, engine tubular fabricated exhaust manifolds, front engine cover assemblies and transmission end cover assemblies. The Chassis segment manufactures components, modules and systems, including wheel-ends, knuckles and mini-corner assemblies, and utilizes a variety of machining and assembly processes.

6. The Metaldyne Companies' products are used in cars, vans, sport-utility vehicles, light trucks, heavy trucks and other vehicles and provide content for the majority of the light vehicles manufactured in North America. The majority of the products manufactured by the Metaldyne Companies are sold directly to original equipment manufacturers ("OEMs"), but the Metaldyne Companies also make substantial amounts of sales to the OEMs' Tier I suppliers. The Metaldyne Companies' largest customers are Ford, Chrysler and General Motors (collectively, the "North American OEMs"), which accounted for approximately 43% of the Metaldyne Companies' 2008 direct sales. If "indirect sales" — the sales of parts that are made to

Tier I suppliers that are incorporated into products and assemblies that are then sold to the North American OEMs — were added to the direct sales made to the North American OEMs, these entities ultimately would have accounted for well over 60% of the Metaldyne Companies' 2008 sales.

7. The Metaldyne Companies went into and emerged from their merger transaction with Asahi Tec as highly-leveraged entities. To ameliorate the effects of such continuing leverage, in early 2008 the Debtors developed and began to implement an internal restructuring that was designed to excise costs, increase revenues and enhance operational efficiencies. Prior to the Petition Date, the Debtors had implemented several phases of that plan, which resulted in cost savings of approximately $60 million per year (in addition to $40 million in annual interest savings obtained through the Tender Offer transaction described below).

8. Due to the precipitous reduction in production levels by the North American OEMs in 2008 and the tightening of consumer and wholesale financing for the OEMs' vehicles, the Debtors experienced liquidity pressures in the Summer and Fall of 2008. These problems were exacerbated by the constraints placed upon the Debtors by their own debt service obligations. After reaching a series of agreements with Asahi Tec, RHJI and the North American OEMs, among other parties, on October 29, 2008, the Debtors launched a cash tender offer (the "Tender Offer") for the outstanding 11% senior subordinated notes due 2012 and 10% senior notes due 2013 (collectively, the "Notes"). The Tender Offer consideration to be paid by the Debtors was significantly less than the par value of the Notes. The Tender Offer, which was accepted by over 90% of the eligible noteholders, was completed on November 28, 2008 and resulted in the retirement of over $350 million in debt, or approximately 40% of the aggregate long-term debt of the Debtors that was outstanding at the time. Cash for the Tender

Offer was received from Asahi Tec (after Asahi Tec received such cash through an equity investment by RHJI) and from the North American OEMs in exchange for the issuance of $60 million in new notes to the North American OEMs by Metaldyne. In addition, as part of the Tender Offer, the Notes, which had been secured, became unsecured obligations of the Debtors.

9. While the completion of the Tender Offer provided the Debtors with a brief respite from liquidity pressures, the extended holiday shutdowns of the Debtors' North American OEM customers and the continued historic difficulties in the North American automotive industry quickly eroded the Debtors' liquidity in December 2008 and early 2009. As has been widely reported, North American vehicle production has dropped nearly in half, with over 15 million units produced in each year between 2004 and 2007, with approximately 12.6 million units produced in 2008 and only 1.7 million units produced in the first quarter of 2009. Key industry analysts are projecting production of approximately 8 million units for 2009.

10. Reacting to these unprecedented figures, in early 2009, the Metaldyne Companies implemented a new round of internal restructuring initiatives and began exploring options to further refinance and/or de-lever the Metaldyne Companies. Specifically, the Debtors sought additional capital from various sources, including private equity firms, RHJI and the Debtors' senior secured lenders. While various entities explored options for making a capital investment into the Debtors, ultimately none of the entities approached by the Metaldyne Companies were willing to make a direct investment in the companies or enter into a re-financing transaction; however, certain such entities expressed a desire to purchase certain assets or businesses from the Debtors pursuant to a sale under section 363 of the Bankruptcy Code. The Debtors' efforts, thus, were refocused upon negotiating with potential purchasers in

an effort to arrange a sale of the company as a whole or a sale of one or more business units on a going concern basis.

11. The Debtors received interest from various parties in a purchase of certain of the assets of their Chassis segment and interest from other parties in a purchase of the majority of the assets of their Powertrain segment. The Debtors have entered into or are finalizing letters of intent to sell these two groups of assets and are negotiating the terms of asset purchase agreements for the sale of one of these businesses and will commence negotiations for the other business once the indications of interest are resolved. The Debtors anticipate that they shortly will file one or more motions to approve the establishment of an auction process or processes and bid procedures to consummate these sales (collectively, the "Sale Processes").

12. In addition, the Debtors have negotiated the terms of a debtor in possession financing facility that will be provided by Deutsche Bank AG, New York, and funded through economic participations purchased by certain of the Debtors' customers, which facility has the support of the lenders under the Debtors' prepetition asset-backed revolving credit facility. The Debtors expect this postpetition financing facility will provide them with sufficient funding to complete expedited Sales Processes in these cases notwithstanding current industry turmoil and the recent commencement of chapter 11 cases by Chrysler LLC. The Debtors believe that the institution of these chapter 11 cases and the consummation of the Sale Processes for the majority of their operating assets will allow the vast majority of their business operations to continue, thus preserving jobs, maximizing value to stakeholders and preventing additional turmoil in a sector of the economy that can ill afford it at this time.

13. For the fiscal year ended March 29, 2009, the Metaldyne Companies recorded annual revenue of approximately $1.32 billion, of which approximately $782 million

was from sales of the Debtors. As of March 29, 2009, utilizing book values, the Metaldyne Companies had assets of approximately $977 million and liabilities of approximately $927 million. As of the Petition Date, the Metaldyne Companies have approximately 4,450 employees, of which approximately 2,500 are employees of the Debtors.

Jurisdiction

14. This Court has subject matter jurisdiction to consider this matter pursuant to 28 U.S.C. § 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

Relief Requested

15. Pursuant to Rule 1015(c) of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), the Debtors hereby seek the entry of an administrative order establishing procedures for: (a) case management and (b) the scheduling of hearings in these chapter 11 cases.

16. Pursuant to Rule 1007-2 of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York (the "Local Bankruptcy Rules"), the Debtors hereby seek the entry of a separate administrative order scheduling an initial case conference.

Basis for Relief

17. Bankruptcy Rule 1015(c) provides that "[w]hen an order for consolidation or joint administration of a joint case or two or more cases is entered pursuant to this rule, . . . the court may enter orders as may tend to avoid unnecessary costs and delay." Contemporaneously with the filing of this Motion, the Debtors have filed a motion, pursuant to Bankruptcy Rule 1015(b), seeking entry of an administrative order providing for the joint

administration of their chapter 11 cases. Accordingly, an administrative order to establish certain case management procedures is warranted in the Debtors' cases pursuant to Bankruptcy Rule 1015(c).

18. In addition, section 105(a) of the Bankruptcy Code provides:

> The court may issue any order, process, or judgment that is necessary or appropriate to carry out the provisions of this title. No provision of this title providing for the raising of an issue by a party in interest shall be construed to preclude the court from, sua sponte, taking any action or making any determination necessary or appropriate to enforce or implement court orders or rules, or to prevent an abuse of process.

11 U.S.C. 105(a). This section 105(a) grants bankruptcy courts broad authority and discretion to enforce the provisions of the Bankruptcy Code either under specific statutes or under equitable common law principles. Accordingly, an administrative order to establish certain case management procedures is warranted in the Debtors' cases pursuant to section 105(a) of the Bankruptcy Code.

19. In addition, courts possess the inherent power to manage cases before them in an efficient manner. Galaxy Associates v. Sheffield Corp. (In re Galaxy Associates), 118 B.R. 8, 10 (Bankr. D. Conn. 1990) ("[T]his court has an obligation to manage cases before it in a way that eliminates unjustifiable expense and delay."). Accordingly, an administrative order is appropriate for this reason as well.

The Need for the Establishment of
Case Management and Hearing Procedures

20. Due to the substantial number of parties in interest expected to be involved in these chapter 11 cases, the Debtors submit that these chapter 11 cases require special notice procedures to promote the efficient administration of these cases. The Debtors have thousands of creditors, and numerous other parties in interest will be interested in these chapter 11 cases. The Debtors anticipate that hundreds of parties will file requests for notices in these chapter 11

cases under Bankruptcy Rule 2002. Paper service of every filing on each notice party, as is sometimes required absent a court order to the contrary, would be a waste of the Debtors' limited resources. Instead, because of the number of parties in interest in these chapter 11 cases, the Debtors propose that they and other parties be authorized to effectuate all service on most parties by electronic mail ("email"), which would save the estates a significant amount of time and expense relating to the copying and mailing of paper documents. Email service in bankruptcy is authorized by Bankruptcy Rule 9036 in appropriate circumstances and is further contemplated by this District Court's General Order M-242 and accompanying Revised Administrative Procedures for Electronically Filed Cases. Accordingly, the Debtors submit that paper service of most pleadings in these chapter 11 cases should be made only on the main parties in interest — such as the Office of the United States Trustee for the Southern District of New York (the "U.S. Trustee"), any statutory committees appointed in these chapter 11 cases, certain secured lenders and any party with individual interest in the particular pleading. Thus, the Debtors request that the notice procedures outlined below (the "Notice Procedures") be implemented to address these issues.

21. In addition, due to the anticipated number of motions and other pleadings that will be filed in these chapter 11 cases, the Debtors believe that special hearing procedures should be established to assist in administering the case docket and avoid constant (and unpredictable) hearings before this Court. The Debtors believe that the procedures outlined below (the "Hearing Procedures") will allow the Debtors and other parties in interest to efficiently schedule matters for hearing before the Court. Among other things, the proposed Hearing Procedures will permit the Court, the Debtors and the other primary parties in interest in these chapter 11 cases to address groups of motions at regular omnibus hearings, thereby

avoiding the substantial time and expense of scheduling separate hearings on each discrete matter.

22. The Hearing Procedures also will provide certainty to all parties regarding the deadlines to file motions or similar applications to be heard at a regularly scheduled hearing, as well as the deadlines for responsive pleadings. By adopting the mechanism of a hearing agenda, the Hearing Procedures will assist the Court and other parties in interest in understanding, and preparing to address, the issues scheduled for hearing.

23. The requested Notice Procedures, Hearing Procedures and certain other proposed case management procedures (collectively, the "Case Management Procedures") are outlined below.

Notice Procedures

24. Special Service List. Except for notices and related pleadings supplied by the Debtors pursuant to Bankruptcy Rules 2002(a)(1), 2002(a)(4), 2002(a)(7), 2002(b), 2002(d), 2002(f)(1), 2002(f)(2), 2002(f)(3) and 2002(f)(7), and unless otherwise provided by the order granting the relief requested in this Motion (the "Case Management Order") or another order of this Court, every motion, application, complaint, objection, notice, brief, memorandum, affidavit, declaration or other writing filed in these chapter 11 cases (including notices and orders by the Court, but not including proofs of claim or proofs of interest) (collectively, "Filings") shall be served both by email (in electronic, pdf format or via link to a pdf document) and by regular U.S. mail service, hand delivery or overnight delivery (traditional paper copy) upon the following parties (collectively, the "Special Service List") except that the U.S. Trustee shall be served only by regular U.S. mail, hand delivery or overnight courier (and not by email):

(a) the Debtors and their counsel;

(b) the Debtors' claims and noticing agent, The BMC Group, Inc. ("BMC");

(c) the U.S. Trustee;

(d) counsel to any official committees established pursuant to section 1102 of the Bankruptcy Code (each, a "Committee");

(e) counsel to The Bank of New York Mellon and JPMorgan Chase Bank, N.A., as administrative agents for the Debtor's prepetition senior secured credit facility;

(f) counsel to Deutsche Bank A.G., New York, as agent for the Debtors' prepetition asset-backed secured revolving credit facility and as agent and lender under the Debtors' postpetition financing facility;

(g) counsel to The Bank of New York Trust Company, N.A. in its capacity as the indenture trustee for the Debtors' 11% senior subordinated notes due 2012 and 10% senior notes due 2013;

(h) counsel to RHJI;

(i) counsel to Asahi Tec; and

(j) counsel to the North American OEMs.

The current names and addresses of each of the parties on the Special Service List, to the extent available to date, are identified on Exhibit A attached hereto and incorporated herein by reference.

25. Requests for Additions or Deletions From Special Service List. Unless the Debtors in their sole discretion consent, any party in interest seeking to be added to the Special Service List in these chapter 11 cases will be required to file and serve a written motion seeking such relief in accordance with the motion procedures set forth in the Case Management Order and must provide a current email address. Promptly after entry of an order approving any such motion, counsel to the Debtors shall add the party filing such motion to the Special Service List. A party may be deleted from the Special Service List only by such party's express written request

to the Debtors or upon another party's written request to, and approval of, the Court for good and sufficient cause shown.

26. General Service List. Any creditor or party-in-interest may enter an appearance and request electronic service of all motions, applications and similar moving papers, together with any supporting memoranda of law (collectively, the "Motions"), in these chapter 11 cases by electronically filing a written request with the Court (a "Notice Request"). A Notice Request must include: (a) the name, organization (if any), full street address, phone number, fax number and current email address of the party requesting service; and (b) if the requesting party is an attorney, the name of the person or entity (or persons or entities) that the attorney represents. A fully and properly completed Notice Request shall be deemed granted unless the Debtors file and serve a written objection to such Notice Request within 20 days of the filing thereof. If the Notice Request does not comply with the requirements of the Case Management Order (including, without limitation, failing to provide an email address for service), counsel to the Debtors or BMC shall forward a copy of the Case Management Order to the party filing the Notice Request along with a letter (a) indicating such non-compliance, (b) notifying the party that it will not be added to the list of parties entitled to receive all Motions in these chapter 11 cases (the "General Service List") unless it files a Notice Request that complies with the Case Management Order and (c) requesting that such party refile a revised corrected Notice Request. Promptly after approval or deemed approval of the Notice Request, BMC shall add the party filing such Notice Request to the General Service List. The General Service List shall also include all of the parties on the Special Service List.

27. Maintenance of Service Lists. On the first business day of each calendar month or a few days thereafter, BMC or the Debtors will (a) file with the Court an updated copy

of the Special Service List and the General Service List (together, the "Monthly Service Lists") and (b) serve the Monthly Service Lists by email on the parties identified therein. The Monthly Service Lists shall indicate the month for which such list is being published. BMC shall provide a copy of the most up-to-date version of the Monthly Service Lists to any party in interest requesting a copy of the same, and shall maintain copies of such lists on its website for these chapter 11 cases at http://www.bmcgroup.com/metaldyne. A Motion shall be deemed served on the General Service List if it is served upon the most recent Monthly Service List that has been filed with the Court as of the day prior to the date of service.

28. Special Service Rules. All Filings for which particular notices are required by Bankruptcy Rules 2002(a)(2), 2002(a)(3), 2002(a)(6), 4001, 6004, 6006 or 6007 shall be served on the parties identified on the Special Service List (and the General Service List if such Filing is a Motion) and in accordance with the following procedures:

(a) Filings relating to the use, sale, lease or abandonment of property shall be served on each entity having a known ownership interest in the property or a known lien or encumbrance on the property.

(b) Filings relating to relief from the automatic stay under section 362 of the Bankruptcy Code or other automatic stay matters shall be served, as applicable, on (i) each entity having a known ownership interest in or known lien or encumbrance on any affected property and (ii) the parties to any underlying lawsuit or administrative proceeding and their counsel of record.

(c) Filings relating to the use of cash collateral or obtaining credit shall be served on each entity with a known interest in the cash collateral and each entity with a known interest in or known lien or encumbrance on any property proposed to serve as collateral (or additional collateral) in support of the proposed use of cash collateral or new extension of credit.

(d) Filings relating to approval of a proposed compromise or settlement shall be served on each entity that is a party to the compromise and settlement.

(e) Filings relating to rights under section 365 of the Bankruptcy Code shall be served on each party to the executory contract(s) or unexpired lease(s) sought to be affected.

(f) Filings relating to applications for payment of compensation or reimbursement of expenses of professionals shall be served in accordance with any order establishing procedures for interim compensation and reimbursement of expenses for professionals entered by the Court, which order the Debtors have requested by a separate motion filed contemporaneously herewith;

(g) Notice of other matters for which the Bankruptcy Rules require notice to all parties in interest shall be served on all creditors, unless otherwise ordered by the Court.

(h) All other Filings shall be served on the parties identified on the Special Service List (and the General Service List in the case of a Motion) and each entity with a particularized interest in the subject of the Filing.

29. Service by Electronic Mail. Consistent with Bankruptcy Rule 9036, the parties on the Monthly Services Lists (other than the U.S. Trustee) shall be deemed to have consented to service by email in these chapter 11 cases. Absent an order of the Court to the contrary, parties on the Special Service List shall be required to effectuate service by email, but no other parties shall be required to effectuate service by email in these chapter 11 cases (although service by email from such parties is allowed). Notwithstanding the foregoing, a summons and complaint in an adversary proceeding shall not be served by email. Service by email shall be subject to the following rules:

(a) Email Subject Line. With respect to the service of any Filing, the subject line of the email shall include the following: (i) the Debtors' case name (*In re Metaldyne Corporation*) and consolidated case number, (ii) the name of the party serving such Filing and (iii) the title of the Filing being served. If the title of the Filing is too long to reasonably fit within the subject line of the email, the subject line shall contain a shortened version of such title, and the text of the email shall contain the full name of such Filing.

(b) Email Attachments. All Filings served by email shall include access to a computer file containing the entire document, including the proposed form of order and any exhibits, attachments or other materials in pdf format, readable by Adobe Acrobat or other equivalent document reader program commonly available without cost. The relevant Filing shall either be attached to the email in the format specified above or the email shall contain a link to such Filing in such format.

(c) Alternative Service. Notwithstanding the foregoing, if a party is unable to serve a Filing by email due to technological difficulties (e.g., the electronic file is too large to send by email or the party's email system is not functioning at the time of service), service by such party shall be adequate if by U.S. mail or hand or overnight delivery, as long as each of the parties on the Special Service List is served by hand or overnight delivery.

Hearing Procedures

30. Omnibus Hearing. The Court shall conduct regular omnibus hearings in these chapter 11 cases to be scheduled from time to time by the Court (collectively, the "Omnibus Hearings"). Unless otherwise ordered by the Court for good cause shown, all matters that require a hearing will be heard initially at these Omnibus Hearings. The dates and times of any Omnibus Hearings shall be scheduled by the Court. Counsel to the Debtors shall prepare a notice setting forth the Omnibus Hearing scheduled by the Court and then file the notice on the docket and serve it upon the Monthly Service Lists in these chapter 11 cases.

31. General Motion Practice. The following procedures shall be followed for Motions and objections generally, except those filed by non-debtor parties seeking relief pursuant to section 362 of the Bankruptcy Code or those motions filed pursuant to Local Rule 9074-1(c):

(a) Any Motion shall be filed and served, with a hard copy provided to judge's chambers, at least 12 calendar days prior to an Omnibus Hearing to be heard at that hearing, not taking into account the provisions of Bankruptcy Rule 9006(f). If a Motion is to be served by U.S. Mail, it must be filed and served at least 15 calendar days prior to the Omnibus Hearing.

(b) Each Motion shall be served in accordance with the provisions of the Bankruptcy Rules, the Local Bankruptcy Rules and the Case Management Order. In addition, each Motion shall state in the upper right-hand corner of its caption the objection date and time for the Motion and the hearing date and time for the Motion.

(c) Any objection to a Motion (an "Objection") shall be filed, with a hard copy provided to judge's chambers, and served on the earlier of (i) ten days after the date of the filing of the Motion or (ii) the date that is four calendar days prior to the date of the hearing at which the Motion is scheduled to be heard unless either (y) the movant voluntarily establishes a longer response date or (z) the movant and the objecting party mutually agree to extend such deadline; provided, however, that an Objection shall not be filed later than 12:00 p.m. (New York time) two business days prior to the date of the Omnibus Hearing. The Objection shall be served upon the movant, the parties identified on the Special Service List and such parties upon whom the Motion was required to be served pursuant to the terms of the Case Management Order. Service of an Objection shall be made so as to be received (including via email) by those parties required to be served no later than the deadline for filing the Objection.

(d) If no Objection is filed and served in a timely fashion, the movant may submit an order granting the relief requested in the Motion to the Court and the Court may enter the order submitted without conducting a hearing.

(e) If an Objection is filed, the movant or another interested party may file a reply to the Objection, with a hard copy provided to judge's chambers, by no later than 2 p.m. of the business day prior to the Omnibus Hearing and by no later than seven days after the date of service of the Objection.

32. Motion Practice for Lift Stay Actions. Motions filed by non-debtor parties seeking relief pursuant to section 362 of the Bankruptcy Code and objections thereto shall be governed by the following procedures:

(a) Any Motion shall be filed, with a hard copy provided to judge's chambers, and served at least 20 days prior to an Omnibus Hearing to be heard initially at such hearing.

(b) Each such Motion shall be served in accordance with the Bankruptcy Rules, the Local Bankruptcy Rules and the provisions of the Case Management Order.

(c) If the Omnibus Hearing at which such Motion shall be heard is more than 30 days after the date of service of the Motion, the movant shall be deemed to have consented to the continuation of the automatic stay and waived its right to assert termination of the automatic stay pursuant to section 362(e) of the Bankruptcy Code until such Omnibus Hearing.

(d) Any Objections to such Motion shall be filed, with a hard copy provided to judge's chambers, and served as required by the Case Management Order no later than the date that is seven days prior to the date of the Omnibus Hearing at which the Motion is scheduled to be heard.

(e) The initial hearing on the Motion shall be nonevidentiary and shall be treated as a preliminary hearing pursuant to section 362(e) of the Bankruptcy Code.

(f) If the party opposing the Motion meets its burden under section 362(e) of the Bankruptcy Code at the initial hearing, the Court may treat the preliminary hearing as a final hearing and deny the motion or will schedule a final hearing and will schedule briefing and discovery matters if and as appropriate. The stay will continue in effect pending the conclusion of the Final Hearing.

33. Requests for Shortened Time or Limited Notice. Upon the filing of appropriate pleadings and a showing of good cause, a party in interest may move the Court for: (a) emergency consideration of a Motion at a hearing before the next Omnibus Hearing and upon shortened notice (an "Emergency Hearing"); (b) consideration of a Motion at the next Omnibus Hearing upon shortened time; or (c) some other reduction of a time period under Bankruptcy Rules 9006(b) or 9006(c) or the Case Management Order or reduction in the parties to be served with a particular pleading. Any party in interest seeking an Emergency Hearing shall contact the Court immediately after making its request to shorten notice to coordinate such request. The Court may grant such request *ex parte* or may schedule a telephone conference with the party requesting an expedited hearing, counsel to the Debtors, counsel to any Committee and such other parties determined by the Court in its discretion.

34. Bridge Orders Not Required in Certain Circumstances. If a Motion to extend the time for the Debtors to take any action is filed before the expiration of the period prescribed by the Bankruptcy Code, the Bankruptcy Rules, the Local Bankruptcy Rules or the provisions of any order entered by this Court, the time shall automatically be extended until the Court acts on the Motion, without the necessity for the entry of a bridge order.

35. Certificates of Service and Notices. With respect to all Filings, an appropriate certificate of service indicating the party serving the Filing, the parties on which the Filing was served and the date and manner of service shall be filed with the Court within three business days of such service. Parties may certify in a certificate of service that they have served the Filing on a Monthly Service List or the Monthly Service Lists, as appropriate, by referencing such list(s) and the date(s) thereof in a certificate of service (without the need to attach the actual Monthly Lists(s)). All other parties not on such lists who have been served shall be identified by name and service address.

36. Violation of Procedures. If any party violates the procedures detailed in the Case Management Order — for example, by setting a matter for the next regularly scheduled Omnibus Hearing without adequate notice or by setting a matter for a date other than an Omnibus Hearing date without prior approval of the Court — the Debtors shall forward a copy of the Case Management Order to such party promptly after becoming aware of such defective filing. If the notice is corrected at least 12 days prior to the next regularly scheduled Omnibus Hearing (or 20 days for Motions filed by non-debtor parties seeking relief pursuant to section 362 of the Bankruptcy Code), then the matter shall be scheduled for such Omnibus Hearing. If the notice is corrected less than 12 days prior to the next regularly scheduled Omnibus Hearing (or 20 days for Motions filed by non-debtor parties seeking relief pursuant to

section 362 of the Bankruptcy Code), then the matter shall be scheduled for the next regularly scheduled Omnibus Hearing that is more than 12 days (or 20 days, as applicable) from the date of the filing of the corrected notice.

37. Omnibus Hearing Practice. With respect to any Motion, the Court may proceed with a pretrial conference for such Motion at any Omnibus Hearing, as opposed to making a dispositive ruling on the Motion at that time, if the interests of fairness or the proper administration of justice so require. With respect to any Filing, if an Objection or other responsive pleading is filed in response, then the Omnibus Hearing shall be deemed an evidentiary hearing at which witnesses may testify, unless the Debtors' proposed agenda (after consultation with any opposing parties) otherwise provides or the Court directs otherwise. If the objecting party intends to introduce evidence or witnesses, it must identify with reasonable particularly its proposed evidence and witnesses in its Objection or other responsive pleading. The party filing a Motion must identify its proposed evidence and witnesses within two business days of a written request therefor made by the objecting party, or within such later time as agreed to in writing by the parties.

38. Preliminary Hearing Agenda. By 4:00 p.m. (New York time) on the third business day prior to any Omnibus Hearing, counsel to the Debtors shall file with the Court a preliminary agenda for the hearing (the "Preliminary Agenda") and serve such agenda on the following: (a) the Court; (b) the parties on the Special Service List; and (c) all persons or entities that are affected directly by the matters to be heard at the Omnibus Hearing. The Debtors are not required to serve the Preliminary Agenda on parties who were served with a motion, but who failed to timely respond to such motion. Each Preliminary Agenda shall set forth: (a) the docket number and title of each matter scheduled for the Omnibus Hearing; (b) all related pleadings,

including any Objections or Replies filed to date and, as a result, whether each matter is contested or uncontested; (c) whether any matters have settled or are proposed to be adjourned to a subsequent hearing date; (d) other comments that will assist the Court in preparing for the hearing; and (e) a suggestion for the order in which the matters should be addressed at the Omnibus Hearing. The Preliminary Agenda is a proposal from the Debtors for the convenience of the Court and counsel, and it is not intended to be determinative of the matters ultimately to be heard at the Omnibus Hearing.

39. Final Hearing Agenda. By 4:00 p.m. (New York time) on the business day prior to any Omnibus Hearing, counsel to the Debtors shall file with the Court a final agenda for the hearing (the "Final Agenda") and serve such agenda on the following: (a) the Court; (b) the parties on the Special Service List; and (c) all persons or entities that are affected directly by the matters to be heard at the Omnibus Hearing. The Debtors are not required to serve the Final Agenda on parties who were served with a motion, but who failed to timely respond to such motion. The Final Agenda shall contain the same information as the Preliminary Agenda, but shall update such information with any new pleadings filed for the Omnibus Hearing since the preparation of the Preliminary Agenda and any change in status for any agenda items.

40. Telephonic Appearances at Hearings. To the extent any party requests permission from the Court to appear telephonically at a hearing due to special circumstances, such party is required to notify counsel for the Debtors in writing regarding such request at least three business days prior to the applicable hearing date. Information regarding any such telephonic participation shall be noted in the Preliminary Agenda and the Final Agenda.

Additional Procedures

41. Filings Under Seal. If a party seeks to file any document (including any Filing) or part thereof under seal, such party shall file either (a) a motion with the Court seeking such relief (a "Motion to File Under Seal"), with notice thereof to parties entitled to such notice under the Bankruptcy Rules, and shall schedule a hearing on such motion at the next Omnibus Hearing in accordance with the provisions of the Case Management Order or (b) a notice of presentment of an order granting such relief (a "Seal Order") pursuant to Local Bankruptcy Rule 9074-1(b) (a "Notice of Presentment of Seal Order"), with notice thereof to parties entitled to such notice under Local Bankruptcy Rule 9074-1(b). Contemporaneously with the filing of a Motion to File Under Seal or a Notice of Presentment of Seal Order, the party shall transmit to the Court's chambers a copy of such Motion to File Under Seal or Seal Order and, if the movant determines it is necessary or appropriate, the document(s) sought to be sealed. The party may seek to shorten the notice period for a Motion to File Under Seal or a Notice of Presentment of Seal Order upon proper motion (which may be made as part of the Motion to File Under Seal).

42. Document Requests and Access to Docket. Electronic copies of all pleadings and documents are available for a fee via PACER on the Court's website at http://www.nysb.uscourts.gov. Further, the Debtors' claims and noticing agent, BMC, maintains a website at http://www.bmcgroup.com/metaldyne, where electronic copies of all pleadings and documents shall be posted promptly after filing and may be viewed free of charge.

43. Adversary Proceedings. Notwithstanding anything to the contrary herein, the prosecution of any adversary proceedings commenced in these chapter 11 cases shall be subject to the Court's general case management procedures for adversary proceedings or any separate case management and scheduling orders entered with respect to such adversary

proceedings. The parties on the Special Service List shall be entitled to service of all Filings in adversary proceedings.

44. Modifications of Case Procedures. Nothing in the Case Management Order shall prejudice the rights of any party in interest to seek an amendment or waiver of the provisions of the Case Management Order upon a showing of good cause.

45. Adequate Notice. Notice and service accomplished in accordance with the provisions set forth in the Case Management Order shall be deemed adequate in all respects pursuant to the Bankruptcy Code, the Bankruptcy Rules, the Local Bankruptcy Rules and the General Orders of this Court.

46. Computation of Time. Unless otherwise specified, all time periods referenced in this Motion will be calculated in accordance with Bankruptcy Rule 9006(a).

47. Effect of Case Management Order. The Bankruptcy Rules and the Local Bankruptcy Rules shall continue to apply to all proceedings in these chapter 11 cases except to the extent that any provision of the Case Management Order by its terms supersedes or is inconsistent with such rules.

48. Promulgation of Case Management Order. Within five business days after the entry of the Case Management Order, the Debtors shall serve a copy of the Case Management Order on each of the parties on the Monthly Service Lists. In addition, shortly after the end of each calendar month, counsel to the Debtors or BMC shall serve a copy of the Case Management Order upon any party filing a Notice Request within such calendar month.

Initial Case Conference

49. Local Bankruptcy Rule 1007-2(c) provides that "[t]here shall be submitted to the Court with the chapter 11 petition a proposed case conference order. . . . Any initial

conference shall be conducted approximately 30 days after the filing of the petition or at such other time as the Court may direct." The Debtors submit that proposed case conference order, attached hereto as Exhibit C, will aid in the efficient administration of these chapter 11 cases.

Conclusion

50. For the reasons set forth above, the Debtors submit that the proposed Case Management Procedures will save significant time and expense for the Court, the Debtors' estates and all parties in interest, and will provide for an efficient administration of these chapter 11 cases. As a result, the Debtors submit that the Case Management Procedures are in the best interests of their estates and request that Court approve such procedures in their entirety.

Notice

51. No trustee or examiner has been appointed in these chapter 11 cases. Notice of this Motion has been provided to: (a) the U.S. Trustee; (b) counsel to The Bank of New York Mellon and JPMorgan Chase Bank, N.A., as agents for the Debtors' prepetition senior secured credit facility; (c) counsel to Deutsche Bank, A.G., New York, as agent for the Debtors' prepetition asset-backed secured revolving credit facility and as agent and lender under the Debtors' postpetition financing facility; (d) counsel to The Bank of New York Trust Company, N.A., in its capacity as the indenture trustee for the remaining outstanding Notes; (e) counsel to the North American OEMs; (f) counsel to Asahi Tec; (g) counsel to RHJI; and (h) those creditors holding the 50 largest unsecured claims against the Debtors' estates. The Debtors submit that no other or further notice need be provided.

No Prior Request

52. No prior request for the relief sought in this Motion has been made to this or any other Court.

WHEREFORE, the Debtors respectfully request that the Court (a) enter an order substantially in the form attached hereto as Exhibit B, granting the relief requested herein; (b) enter an order substantially in the form attached hereto as Exhibit C, scheduling an initial case conference; and (c) grant such other and further relief to the Debtors as the Court may deem proper.

Dated: May 28, 2009
New York, New York

Respectfully submitted,

/s/ Ross S. Barr

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Ross S. Barr
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PROPOSED ATTORNEYS FOR DEBTORS
AND DEBTORS IN POSSESSION

EXHIBIT A

Debtors

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Office of the United States Trustee

Office of the United States Trustee, Southern District of New York
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Telephone: (212) 510-0500
Attn: Paul Schwartzberg and Richard Morrissey
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Noticing Agent

VIA REGULAR MAIL:

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****

VIA HAND/OVERNIGHT DELIVERY

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[TO COME]

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EXHIBIT B

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re	:	Chapter 11
Metaldyne Corporation, *et al.*,	:	Case No. 09-13412 (___)
Debtors.	:	(Jointly Administered)

ADMINISTRATIVE ORDER, PURSUANT TO RULE 1015(c) OF THE FEDERAL RULES OF BANKRUPTCY PROCEDURE, ESTABLISHING CASE MANAGEMENT AND SCHEDULING PROCEDURES

This matter coming before the Court on the Motion of Debtors and Debtors in Possession, Pursuant to Rule 1015(c) of the Federal Rules of Bankruptcy Procedure, for an Administrative Order Establishing Case Management and Scheduling Procedures (the "Case Management Motion"),[1] filed by the debtors and debtors in possession in the above-captioned cases (collectively, the "Debtors"); the Court having reviewed the Case Management Motion and the Affidavit of Thomas A. Amato filed in support of the Debtors' first day papers (the "Affidavit") and having considered the statements of counsel with respect to the Motion at a hearing before the Court (the "Hearing"); and the Court having found that (a) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334, (b) this is a core proceeding pursuant to 28 U.S.C. § 157(b), and (c) notice of the Case Management Motion and the Hearing was sufficient under the circumstances; and the Court having determined that the legal and

[1] Capitalized terms not otherwise defined herein shall have the meanings given to them in the Case Management Motion.

factual bases set forth in the Case Management Motion and at the Hearing establish just cause of the relief granted herein;

IT IS HEREBY ORDERED THAT:

1. The Case Management Motion is GRANTED as set forth herein.

2. The Notice Procedures, the Hearing Procedures and the additional procedures proposed in the Motion are approved as follows:

Notice Procedures

3. Special Service List. Except for notices and related pleadings supplied by the Debtors pursuant to Bankruptcy Rules 2002(a)(1), 2002(a)(4), 2002(a)(7), 2002(b), 2002(d), 2002(f)(1), 2002(f)(2), 2002(f)(3) and 2002(f)(7), and unless otherwise provided by another order of this Court, every motion, application, complaint, objection, notice, brief, memorandum, affidavit, declaration or other writing filed in these chapter 11 cases (including notices and orders by the Court, but not including proofs of claim or proofs of interest) (collectively, "Filings") shall be served both by email (in electronic, pdf format or via link to a pdf document) and by regular U.S. mail service, hand delivery or overnight delivery (traditional paper copy) upon the following parties (collectively, the "Special Service List") except that the U.S. Trustee shall be served only by regular U.S. mail, hand delivery or overnight courier (and not by email):

(a) the Debtors and their counsel;

(b) the Debtors' claims and noticing agent, The BMC Group, Inc. ("BMC");

(c) the U.S. Trustee;

(d) counsel to any official committees established pursuant to section 1102 of the Bankruptcy Code (each, a "Committee");

(e) counsel to The Bank of New York Mellon and JPMorgan Chase Bank, N.A., as administrative agents for the Debtor's prepetition senior secured credit facility;

(f) counsel to Deutsche Bank A.G., New York, as agent for the Debtors' prepetition asset-backed secured revolving credit facility and as agent and lender under the Debtors' postpetition financing facility;

(g) counsel to The Bank of New York Trust Company, N.A. in its capacity as the indenture trustee for the Debtors' 11% senior subordinated notes due 2012 and 10% senior notes due 2013;

(h) counsel to RHJI;

(i) counsel to Asahi Tec; and

(j) counsel to the North American OEMs.

The current names and addresses of each of the parties on the Special Service List, to the extent available to date, are identified on Exhibit A attached hereto and incorporated herein by reference.

4. Requests for Additions or Deletions From Special Service List. Unless the Debtors in their sole discretion consent, any party in interest seeking to be added to the Special Service List in these chapter 11 cases will be required to file and serve a written motion seeking such relief and must provide a current email address. Promptly after entry of an order approving any such motion, counsel to the Debtors shall add the party filing such motion to the Special Service List. A party may be deleted from the Special Service List only by such party's express written request to the Debtors or upon another party's written request to, and approval of, the Court for good and sufficient cause shown.

5. General Service List. Any creditor or party-in-interest may enter an appearance and request electronic service of all motions, applications and similar moving papers, together with any supporting memoranda of law (collectively, the "Motions"), in these chapter 11 cases by electronically filing a written request with the Court (a "Notice Request"). A Notice Request must include: (a) the name, organization (if any), full street address, phone

number, fax number and current email address of the party requesting service; and (b) if the requesting party is an attorney, the name of the person or entity (or persons or entities) that the attorney represents. A fully and properly completed Notice Request shall be deemed granted unless the Debtors file and serve a written objection to such Notice Request within 20 days of the filing thereof. If the Notice Request does not comply with the requirements of the Case Management Order (including, without limitation, failing to provide an email address for service), counsel to the Debtors or BMC shall forward a copy of the Case Management Order to the party filing the Notice Request along with a letter (a) indicating such non-compliance, (b) notifying the party that it will not be added to the list of parties entitled to receive all Motions in these chapter 11 cases (the "General Service List") unless it files a Notice Request that complies with the Case Management Order and (c) requesting that such party refile a revised corrected Notice Request. Promptly after approval or deemed approval of the Notice Request, BMC shall add the party filing such Notice Request to the General Service List. The General Service List shall also include all of the parties on the Special Service List.

6. Maintenance of Service Lists. On the first business day of each calendar month or a few days thereafter, BMC or the Debtors will (a) file with the Court an updated copy of the Special Service List and the General Service List (together, the "Monthly Service Lists") and (b) serve the Monthly Service Lists by email on the parties identified therein. The Monthly Service Lists shall indicate the month for which such list is being published. BMC shall provide a copy of the most up-to-date version of the Monthly Service Lists to any party in interest requesting a copy of the same, and shall maintain copies of such lists on its website for these chapter 11 cases at http://www.bmcgroup.com/metaldyne. A Motion shall be deemed served on

the General Service List if it is served upon the most recent Monthly Service List that has been filed with the Court as of the day prior to the date of service.

7. Special Service Rules. All Filings for which particular notices are required by Bankruptcy Rules 2002(a)(2), 2002(a)(3), 2002(a)(6), 4001, 6004, 6006 or 6007 shall be served on the parties identified on the Special Service List (and the General Service List if such Filing is a Motion) and in accordance with the following procedures:

(a) Filings relating to the use, sale, lease or abandonment of property shall be served on each entity having a known ownership interest in the property or a known lien or encumbrance on the property.

(b) Filings relating to relief from the automatic stay under section 362 of the Bankruptcy Code or other automatic stay matters shall be served, as applicable, on (i) each entity having a known ownership interest in or known lien or encumbrance on any affected property and (ii) the parties to any underlying lawsuit or administrative proceeding and their counsel of record.

(c) Filings relating to the use of cash collateral or obtaining credit shall be served on each entity with a known interest in the cash collateral and each entity with a known interest in or known lien or encumbrance on any property proposed to serve as collateral (or additional collateral) in support of the proposed use of cash collateral or new extension of credit.

(d) Filings relating to approval of a proposed compromise or settlement shall be served on each entity that is a party to the compromise and settlement.

(e) Filings relating to rights under section 365 of the Bankruptcy Code shall be served on each party to the executory contract(s) or unexpired lease(s) sought to be affected.

(f) Filings relating to applications for payment of compensation or reimbursement of expenses of professionals shall be served in accordance with any order establishing procedures for interim compensation and reimbursement of expenses for professionals entered by the Court, which order the Debtors have requested by a separate motion filed contemporaneously herewith;

(g) Notice of other matters for which the Bankruptcy Rules require notice to all parties in interest shall be served on all creditors, unless otherwise ordered by the Court.

(h) All other Filings shall be served on the parties identified on the Special Service List (and the General Service List in the case of a Motion) and each entity with a particularized interest in the subject of the Filing.

8. Service by Electronic Mail. Consistent with Bankruptcy Rule 9036, the parties on the Monthly Services Lists (other than the U.S. Trustee) shall be deemed to have consented to service by email in these chapter 11 cases. Absent an order of the Court to the contrary, parties on the Special Service List shall be required to effectuate service by email, but no other parties shall be required to effectuate service by email in these chapter 11 cases (although service by email from such parties is allowed). Notwithstanding the foregoing, a summons and complaint in an adversary proceeding shall not be served by email. Service by email shall be subject to the following rules:

(a) Email Subject Line. With respect to the service of any Filing, the subject line of the email shall include the following: (i) the Debtors' case name (*In re Metaldyne Corporation*) and consolidated case number, (ii) the name of the party serving such Filing and (iii) the title of the Filing being served. If the title of the Filing is too long to reasonably fit within the subject line of the email, the subject line shall contain a shortened version of such title, and the text of the email shall contain the full name of such Filing.

(b) Email Attachments. All Filings served by email shall include access to a computer file containing the entire document, including the proposed form of order and any exhibits, attachments or other materials in pdf format, readable by Adobe Acrobat or other equivalent document reader program commonly available without cost. The relevant Filing shall either be attached to the email in the format specified above or the email shall contain a link to such Filing in such format.

(c) Alternative Service. Notwithstanding the foregoing, if a party is unable to serve a Filing by email due to technological difficulties (e.g., the electronic file is too large to send by email or the party's

email system is not functioning at the time of service), service by such party shall be adequate if by U.S. mail or hand or overnight delivery, as long as each of the parties on the Special Service List is served by hand or overnight delivery.

Hearing Procedures

9. Omnibus Hearing. The Court shall conduct regular omnibus hearings in these chapter 11 cases to be scheduled from time to time by the Court (collectively, the "Omnibus Hearings"). Unless otherwise ordered by the Court for good cause shown, all matters that require a hearing will be heard initially at these Omnibus Hearings. The dates and times for the first five Omnibus Hearings in these chapter 11 cases are as follows:

_____ __, 2009, at _____;

_____ __, 2009, at _____;

_____ __, 2009, at _____;

_____ __, 2009, at _____; and

_____ __, 2009, at _____.

The dates and times of any additional Omnibus Hearings shall be scheduled by the Court. Counsel to the Debtors shall prepare a notice setting forth the Omnibus Hearing scheduled by the Court and then file the notice on the docket and serve it upon the Monthly Service Lists in these chapter 11 cases.

10. General Motion Practice. The following procedures shall be followed for Motions and objections generally, except those filed by non-debtor parties seeking relief pursuant to section 362 of the Bankruptcy Code or those motions filed pursuant to Local Rule 9074-1(c):

(a) Any Motion shall be filed and served, with a hard copy provided to judge's chambers, at least 12 calendar days prior to an Omnibus Hearing to be heard at that hearing, not taking into account the provisions of Bankruptcy Rule 9006(f). If a Motion is to be served

by U.S. Mail, it must be filed and served at least 15 calendar days prior to the Omnibus Hearing.

(b) Each Motion shall be served in accordance with the provisions of the Bankruptcy Rules, the Local Bankruptcy Rules and this Order. In addition, each Motion shall state in the upper right-hand corner of its caption the objection date and time for the Motion and the hearing date and time for the Motion.

(c) Any objection to a Motion (an "Objection") shall be filed, with a hard copy provided to judge's chambers, and served on the earlier of (i) ten days after the date of the filing of the Motion or (ii) the date that is four calendar days prior to the date of the hearing at which the Motion is scheduled to be heard unless either (y) the movant voluntarily establishes a longer response date or (z) the movant and the objecting party mutually agree to extend such deadline; provided, however, that an Objection shall not be filed later than 12:00 p.m. (New York time) two business days prior to the date of the Omnibus Hearing. The Objection shall be served upon the movant, the parties identified on the Special Service List and such parties upon whom the Motion was required to be served pursuant to the terms of this Order. Service of an Objection shall be made so as to be received (including via email) by those parties required to be served no later than the deadline for filing the Objection.

(d) If no Objection is filed and served in a timely fashion, the movant may submit an order granting the relief requested in the Motion to the Court and the Court may enter the order submitted without conducting a hearing.

(e) If an Objection is filed, the movant or another interested party may file a reply to the Objection, with a hard copy provided to judge's chambers, by no later than 2 p.m. of the business day prior to the Omnibus Hearing and by no later than seven days after the date of service of the Objection.

11. Motion Practice for Lift Stay Actions. Motions filed by non-debtor parties seeking relief pursuant to section 362 of the Bankruptcy Code and objections thereto shall be governed by the following procedures:

(a) Any Motion shall be filed, with a hard copy provided to judge's chambers, and served at least 20 days prior to an Omnibus Hearing to be heard initially at such hearing.

(b) Each such Motion shall be served in accordance with the Bankruptcy Rules, the Local Bankruptcy Rules and the provisions of this Order.

(c) If the Omnibus Hearing at which such Motion shall be heard is more than 30 days after the date of service of the Motion, the movant shall be deemed to have consented to the continuation of the automatic stay and waived its right to assert termination of the automatic stay pursuant to section 362(e) of the Bankruptcy Code until such Omnibus Hearing.

(d) Any Objections to such Motion shall be filed, with a hard copy provided to judge's chambers, and served as required by this Order no later than the date that is seven days prior to the date of the Omnibus Hearing at which the Motion is scheduled to be heard.

(e) The initial hearing on the Motion shall be nonevidentiary and shall be treated as a preliminary hearing pursuant to section 362(e) of the Bankruptcy Code.

(f) If the party opposing the Motion meets its burden under section 362(e) of the Bankruptcy Code at the initial hearing, the Court may treat the preliminary hearing as a final hearing and deny the motion or will schedule a final hearing and will schedule briefing and discovery matters if and as appropriate. The stay will continue in effect pending the conclusion of the Final Hearing.

12. Requests for Shortened Time or Limited Notice. Upon the filing of appropriate pleadings and a showing of good cause, a party in interest may move the Court for: (a) emergency consideration of a Motion at a hearing before the next Omnibus Hearing and upon shortened notice (an "Emergency Hearing"); (b) consideration of a Motion at the next Omnibus Hearing upon shortened time; or (c) some other reduction of a time period under Bankruptcy Rules 9006(b) or 9006(c) or the Case Management Order or reduction in the parties to be served with a particular pleading. Any party in interest seeking an Emergency Hearing shall contact the Court immediately after making its request to shorten notice to coordinate such request. The Court may grant such request *ex parte* or may schedule a telephone conference with the party

requesting an expedited hearing, counsel to the Debtors, counsel to any Committee and such other parties determined by the Court in its discretion.

13. Bridge Orders Not Required in Certain Circumstances. If a Motion to extend the time for the Debtors to take any action is filed before the expiration of the period prescribed by the Bankruptcy Code, the Bankruptcy Rules, the Local Bankruptcy Rules or the provisions of any order entered by this Court, the time shall automatically be extended until the Court acts on the Motion, without the necessity for the entry of a bridge order.

14. Certificates of Service and Notices. With respect to all Filings, an appropriate certificate of service indicating the party serving the Filing, the parties on which the Filing was served and the date and manner of service shall be filed with the Court within three business days of such service. Parties may certify in a certificate of service that they have served the Filing on a Monthly Service List or the Monthly Service Lists, as appropriate, by referencing such list(s) and the date(s) thereof in a certificate of service (without the need to attach the actual Monthly Lists(s)). All other parties not on such lists who have been served shall be identified by name and service address.

15. Violation of Procedures. If any party violates the procedures detailed in this Order — for example, by setting a matter for the next regularly scheduled Omnibus Hearing without adequate notice or by setting a matter for a date other than an Omnibus Hearing date without prior approval of the Court — the Debtors shall forward a copy of this Order to such party promptly after becoming aware of such defective filing. If the notice is corrected at least 12 days prior to the next regularly scheduled Omnibus Hearing (or 20 days for Motions filed by non-debtor parties seeking relief pursuant to section 362 of the Bankruptcy Code), then the matter shall be scheduled for such Omnibus Hearing. If the notice is corrected less than 12 days

prior to the next regularly scheduled Omnibus Hearing (or 20 days for Motions filed by non-debtor parties seeking relief pursuant to section 362 of the Bankruptcy Code), then the matter shall be scheduled for the next regularly scheduled Omnibus Hearing that is more than 12 days (or 20 days, as applicable) from the date of the filing of the corrected notice.

16. Omnibus Hearing Practice. With respect to any Motion, the Court may proceed with a pretrial conference for such Motion at any Omnibus Hearing, as opposed to making a dispositive ruling on the Motion at that time, if the interests of fairness or the proper administration of justice so require. With respect to any Filing, if an Objection or other responsive pleading is filed in response, then the Omnibus Hearing shall be deemed an evidentiary hearing at which witnesses may testify, unless the Debtors' proposed agenda (after consultation with any opposing parties) otherwise provides or the Court directs otherwise. If the objecting party intends to introduce evidence or witnesses, it must identify with reasonable particularly its proposed evidence and witnesses in its Objection or other responsive pleading. The party filing a Motion must identify its proposed evidence and witnesses within two business days of a written request therefor made by the objecting party, or within such later time as agreed to in writing by the parties.

17. Preliminary Hearing Agenda. By 4:00 p.m. (New York time) on the third business day prior to any Omnibus Hearing, counsel to the Debtors shall file with the Court a preliminary agenda for the hearing (the "Preliminary Agenda") and serve such agenda on the following: (a) the Court; (b) the parties on the Special Service List; and (c) all persons or entities that are affected directly by the matters to be heard at the Omnibus Hearing. The Debtors are not required to serve the Preliminary Agenda on parties who were served with a motion, but who failed to timely respond to such motion. Each Preliminary Agenda shall set forth: (a) the docket

number and title of each matter scheduled for the Omnibus Hearing; (b) all related pleadings, including any Objections or Replies filed to date and, as a result, whether each matter is contested or uncontested; (c) whether any matters have settled or are proposed to be adjourned to a subsequent hearing date; (d) other comments that will assist the Court in preparing for the hearing; and (e) a suggestion for the order in which the matters should be addressed at the Omnibus Hearing. The Preliminary Agenda is a proposal from the Debtors for the convenience of the Court and counsel, and it is not intended to be determinative of the matters ultimately to be heard at the Omnibus Hearing.

18. Final Hearing Agenda. By 4:00 p.m. (New York time) on the business day prior to any Omnibus Hearing, counsel to the Debtors shall file with the Court a final agenda for the hearing (the "Final Agenda") and serve such agenda on the following: (a) the Court; (b) the parties on the Special Service List; and (c) all persons or entities that are affected directly by the matters to be heard at the Omnibus Hearing. The Debtors are not required to serve the Final Agenda on parties who were served with a motion, but who failed to timely respond to such motion. The Final Agenda shall contain the same information as the Preliminary Agenda, but shall update such information with any new pleadings filed for the Omnibus Hearing since the preparation of the Preliminary Agenda and any change in status for any agenda items.

19. Telephonic Appearances at Hearings. To the extent any party requests permission from the Court to appear telephonically at a hearing due to special circumstances, such party is required to notify counsel for the Debtors in writing regarding such request at least three business days prior to the applicable hearing date. Information regarding any such telephonic participation shall be noted in the Preliminary Agenda and the Final Agenda.

Additional Procedures

20. Filings Under Seal. If a party seeks to file any document (including any Filing) or part thereof under seal, such party shall file either (a) a motion with the Court seeking such relief (a "Motion to File Under Seal"), with notice thereof to parties entitled to such notice under the Bankruptcy Rules, and shall schedule a hearing on such motion at the next Omnibus Hearing in accordance with the provisions of this Order or (b) a notice of presentment of an order granting such relief (a "Seal Order") pursuant to Local Bankruptcy Rule 9074-1(b) (a "Notice of Presentment of Seal Order"), with notice thereof to parties entitled to such notice under Local Bankruptcy Rule 9074-1(b). Contemporaneously with the filing of a Motion to File Under Seal or a Notice of Presentment of Seal Order, the party shall transmit to the Court's chambers a copy of such Motion to File Under Seal or Seal Order and, if the movant determines it is necessary or appropriate, the document(s) sought to be sealed. The party may seek to shorten the notice period for a Motion to File Under Seal or a Notice of Presentment of Seal Order upon proper motion (which may be made as part of the Motion to File Under Seal).

21. Document Requests and Access to Docket. Electronic copies of all pleadings and documents are available for a fee via PACER on the Court's website at http://www.nysb.uscourts.gov. Further, the Debtors' claims and noticing agent, BMC, maintains a website at http://www.bmcgroup.com/metaldyne, where electronic copies of all pleadings and documents shall be posted promptly after filing and may be viewed free of charge.

22. Adversary Proceedings. Notwithstanding anything to the contrary herein, the prosecution of any adversary proceedings commenced in these chapter 11 cases shall be subject to the Court's general case management procedures for adversary proceedings or any separate case management and scheduling orders entered with respect to such adversary

proceedings. The parties on the Special Service List shall be entitled to service of all Filings in adversary proceedings.

23. Modifications of Case Procedures. Nothing in this Order shall prejudice the rights of any party in interest to seek an amendment or waiver of the provisions of this Order upon a showing of good cause.

24. Adequate Notice. Notice and service accomplished in accordance with the provisions set forth in this Order shall be deemed adequate in all respects pursuant to the Bankruptcy Code, the Bankruptcy Rules, the Local Bankruptcy Rules and the General Orders of this Court.

25. Computation of Time. Unless otherwise specified, all time periods referenced in this Order will be calculated in accordance with Bankruptcy Rule 9006(a).

26. Effect of Case Management Order. The Bankruptcy Rules and the Local Bankruptcy Rules shall continue to apply to all proceedings in these chapter 11 cases except to the extent that any provision of this Order by its terms supersedes or is inconsistent with such rules.

27. Promulgation of Case Management Order. Within five business days after the entry of this Order, the Debtors shall serve a copy of this Order on each of the parties on the Monthly Service Lists. In addition, shortly after the end of each calendar month, counsel to the Debtors or BMC shall serve a copy of this Order upon any party filing a Notice Request within such calendar month.

Dated: New York, New York
_____, 2009

_____
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT A

Debtors

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EXHIBIT C

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re	:	Chapter 11
Metaldyne Corporation, *et al.*,	:	Case No. 09-13412 (___)
Debtors.	:	(Jointly Administered)

ORDER SCHEDULING INITIAL CASE CONFERENCE

The debtors and debtors in possession in the above-captioned cases (collectively, the "Debtors") having filed petitions for reorganization under chapter 11 of the Bankruptcy Code on May 27, 2009, and the Court having determined that a case management conference will aid in the efficient conduct of the case, it is

ORDERED, pursuant to 11 U.S.C. § 105(d), that an initial case management conference will be conducted by the undersigned Bankruptcy Judge in Room ___, United States Bankruptcy Court, One Bowling Green, New York, New York 10004 on _____, ____, at _ _: _ _ _.m. (New York time), or as soon thereafter as counsel may be heard, to consider the efficient administration of the case, which may include, *inter alia*, such topics as retention of professionals, creation of a committee to review budget and fee requests, use of alternative dispute resolution, timetables, and scheduling of additional case management conferences; and it is further

ORDERED, that the Debtors shall give notice by mail of this order at least seven days prior to the scheduled conference to each committee appointed to serve in the case pursuant to 11 U.S.C. § 1102 (or, if no committee has been appointed, to the holders of the 10 largest

unsecured claims), the holders of the five largest secured claims, any postpetition lender to the Debtors, and the United States Trustee, and shall promptly file proof of service of such notice with the Clerk of the Court.

Dated: _____, New York
_____ ___, _____

_____
UNITED STATES BANKRUPTCY JUDGE