

Hearing Date and Time: July 7, 2009 at 10:00 a.m. (ET)
Response Deadline: June 30, 2009 at 4:00 p.m. (ET)

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Proposed Attorneys for Debtors
and Debtors in Possession

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

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

**NOTICE OF HEARING ON MOTION
OF DEBTORS AND DEBTORS IN POSSESSION FOR
AN ORDER ESTABLISHING BAR DATES FOR FILING PROOFS OF
CLAIM AND APPROVING FORM AND MANNER OF NOTICE THEREOF**

PLEASE TAKE NOTICE THAT:

1. A hearing on the Motion of Debtors and Debtors in Possession for an Order Establishing Bar Dates for Filing Proofs of Claim and Approving Form and Manner of Notice Thereof shall be held before the Honorable Martin Glenn, United States Bankruptcy Judge, in Room 501 of the United States Bankruptcy Court, Alexander Hamilton Custom House, One Bowling Green, New York, New York 10004, on **July 7, 2009 at 10:00 a.m. (Eastern Standard Time)**.

2. Objections, if any, to the relief sought in the Motion must be made in writing, with two hard copies to Chambers, conform to the Federal Rules of Bankruptcy Procedure and the Local Rules for the United States Bankruptcy Court for the Southern District of New York and be filed with the Bankruptcy Court and must be served in accordance with the Administrative Order, Pursuant to Bankruptcy Rule 1015(c), Establishing Case Management and Scheduling Procedures in these cases (Docket No. 133) (the "Case Management Order") so as to be actually received by the parties 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 not later than **4:00 p.m. (Eastern Standard Time) on June 30, 2009** (the "Objection Deadline").

3. If no objections are timely filed and served with respect to this Motion, the Debtors may, on or after the Objection Deadline, submit to the Court a final order substantially in the form attached to such Motion, which final order may be entered with no further notice or opportunity to be heard offered to any party.

4. Copies of the Motion, the Case Management Order and the Special Service List may be obtained from the Court's website at <http://ecf.nysb.uscourts.gov> or, free of charge, at www.bmcgroup.com/metaldyne.

Dated: June 17, 2009
New York, New York

Respectfully submitted,

/s/ Ryan T. Routh

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**PROPOSED ATTORNEYS FOR DEBTORS
AND DEBTORS IN POSSESSION**

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**UNITED STATES BANKRUPTCY COURT
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In re : Chapter 11
Metaldyne Corporation, *et al.*, :
Debtors. : Case No. 09-13412 (MG)
: (Jointly Administered)
-----X

**MOTION OF DEBTORS AND DEBTORS IN POSSESSION FOR
AN ORDER ESTABLISHING BAR DATES FOR FILING PROOFS OF
CLAIM AND APPROVING FORM AND MANNER OF NOTICE THEREOF**

TABLE OF ATTACHMENTS

Exhibit 1.....Form of Bar Date Notice
 Appendix A.....List of Debtors and Case Numbers
Exhibit 2.....Proof of Claim Form
Exhibit 3.....Publication Notice
Exhibit 4.....Proposed Order
 Appendix A.....Form of Bar Date Notice
 Appendix B.....Proof of Claim Form
 Appendix C.....Publication Notice

TO THE HONORABLE MARTIN GLENN
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 filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code"). By an order entered on May 29, 2009, the Debtors' chapter 11 cases have been consolidated for procedural purposes only and are being jointly administered. The Debtors are authorized to continue to operate their businesses and manage their properties as debtors in possession, pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

2. On June 4, 2009, the United States Trustee appointed, pursuant to section 1102 of the Bankruptcy Code, an official committee of unsecured creditors (Docket No. 129) (the "Creditors' Committee").

3. Metaldyne Corporation ("Metaldyne") is a wholly-owned subsidiary of Metaldyne Holdings LLC ("Metaldyne Holdings"), which, in turn, is a wholly-owned subsidiary of Asahi Tec Corporation ("Asahi Tec"), a Japanese corporation. 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. 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").

4. 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 Metaldyne Companies' products are used in cars, vans, sport-utility vehicles, light trucks, heavy trucks and other vehicles. The Metaldyne companies provide content for the majority of the light vehicles manufactured in North America.

5. Prior to the Petition Date, after exploring a number of restructuring alternatives, 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. Prior to the Petition Date, the Debtors entered into letters of intent to sell these two groups of assets and have executed an asset purchase agreement for the sale of one of these business segments. The Debtors are also exploring the sale of certain of their other facilities.

6. 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

7. 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

8. The Debtors hereby move the Court, pursuant to section 501 of the Bankruptcy Code, Rules 2002 and 3003(c)(3) of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), Rule 3003-1 of the Local Bankruptcy Rules for the Southern District of New York (the "Local Bankruptcy Rules") and Amended Guidelines for Filing Requests for Bar Orders (the "Guidelines") adopted by General Order M-350 (amending General Order M-279) entered on March 27, 2008 for the entry of an order: (a) establishing the general bar date by which all entities must file proofs of claim in these chapter 11 cases (the "General Bar Date"); (b) establishing the date by which proofs of claim relating to the Debtors' rejection of executory contracts or unexpired leases must be filed in these cases (the "Rejection Bar Date"); (c) establishing the date by which entities must file proofs of claim in these cases as a result of the Debtors' amendment of their Schedules (the "Amended Schedule Bar Date"); (d) establishing the date by which governmental units¹ must file proofs of claim (the "Governmental Unit Bar Date") and, collectively with the General Bar Date, the Rejection Bar Date and the Amended Schedule Bar Date, the "Bar Dates"; and (d) approving the form and manner of notice of the Bar Dates.

Request for an Order (A) Establishing the Bar Dates and Related Claims Procedures and (B) Approving Form and Manner of Notice Thereof

9. To complete the reorganization process and make distributions under any plan or plans of reorganization confirmed in these cases, the Debtors require, among other things, complete and accurate information regarding the nature, validity and amount of all

¹ Section 101(27) of the Bankruptcy Code defines "governmental unit" as: "United States; State; Commonwealth; District; Territory; municipality; foreign state; department, agency, or instrumentality of the United States (but not a United States trustee while serving as a trustee in a case under this Title), a State, a Commonwealth, a District, a Territory, a municipality, or a foreign state; or other foreign or domestic government." 11 U.S.C. § 101(27).

claims² that will be asserted in these chapter 11 cases. The Debtors request that, pursuant to Bankruptcy Rule 3003(c)(3), the Court (a) establish the Bar Dates and related claims procedures proposed herein and (b) approve the form and manner of notice thereof.

A. **Establishment of the Bar Dates**

10. **The General Bar Date.** Bankruptcy Rule 3003(c)(3) requires that the Court fix a time within which proofs of claim must be filed. Fed. R. Bankr. P. 3003(c)(3) ("The court shall fix . . . the time within which proofs of claim or interest may be filed."). The Debtors anticipate that, within one week after the date that an order is entered approving this Motion and establishing the Bar Dates (the "**Bar Date Order**"), they will serve a notice of the Bar Dates and a proof of claim form upon all known entities holding potential prepetition claims.³

11. The Debtors propose that the date on which they actually mail the notice of the Bar Dates and the proof of claim form (the "**Service Date**") will occur no later than July 10, 2009. The Debtors request that the Court establish August 14, 2009 as the General Bar Date. This will provide no fewer than 35 days after the Service Date for creditors to file proofs of claim in these cases.

12. The General Bar Date would be the date by which all entities⁴ holding prepetition claims must file proofs of claim unless they fall within one of the exceptions described below. Subject to these exceptions, the General Bar Date would apply to all entities holding claims against the Debtors that arose or are deemed to have arisen prior to the Petition

² The term "claim," as used herein, has the meaning given to it in section 101(5) of the Bankruptcy Code.

³ A complete description of the procedures by which this service will be accomplished is contained in paragraphs 20 through 24 of this Motion.

⁴ As used herein, the term "entity" has the meaning given to it in section 101(15) of the Bankruptcy Code and includes, among other things, "persons" and "governmental units," as such terms are defined in sections 101(41) and 101(27) of the Bankruptcy Code, respectively.

Date, including secured claims, unsecured priority claims (including, without limitation, claims entitled to priority under section 507(a)(4), section 507(a)(5) and section 503(b)(9) of the Bankruptcy Code) and unsecured nonpriority claims. The General Bar Date applies to all types of claims against the Debtors that arose prior to the Petition Date, including secured claims, unsecured priority claims (including, without limitation, claims entitled to priority under section 507(a)(4), section 507(a)(5), section 507(a)(8) and section 503(b)(9) of the Bankruptcy Code) and unsecured nonpriority claims. Pursuant to the Order, Pursuant to Sections 105(a) and 503 of the Bankruptcy Code and Bankruptcy Rules 3002 and 3003, for an Order Establishing Procedures for the Assertion of Section 503(b)(9) Claims Relating to Goods Received Within Twenty Days Prior to the Petition Date (Docket No. 200), the filing of a proof of claim form is deemed to satisfy the procedural requirements for the assertion of administrative priority claims under section 503(b)(9) of the Bankruptcy Code; provided, however, that all other administrative claims under section 503(b) of the Bankruptcy Code must be made by separate requests for payment in accordance with section 503(a) of the Bankruptcy Code and will not be deemed proper if made by proof of claim. Moreover, the establishment of a General Bar Date shall not supersede any provision of the Interim Order Pursuant to Sections 361, 362, 363, 364 and 510 of the Bankruptcy Code and Rule 4001 of the Federal Rules of Bankruptcy Procedure

(A) Authorizing the Debtors to (I) Use Cash Collateral of the Prepetition Secured Lenders, (II) Obtain Postpetition Financing and (III) Provide Adequate Protection to the Prepetition Secured Lenders, (B) Authorizing Debtors to Enter Into, and Approving, An Accommodation Agreement with Certain Customers and (C) Providing Notice and Scheduling Final Hearing, dated May 29, 2009 (the "Interim DIP Order") (Docket No. 78) entered on May 29, 2009 (or any

final order entered in respect of such matter) that provides specific provision for the filing of proofs of claim by the Debtors' secured lenders.

13. The Rejection Bar Date. The Debtors anticipate that certain entities may assert claims in connection with the Debtors' rejection of executory contracts and unexpired leases pursuant to section 365 of the Bankruptcy Code. The Debtors propose that, for any claim (a "Rejection Damages Claim") relating to a Debtor's rejection of an executory contract or unexpired lease pursuant to a Court order entered prior to confirmation of the applicable Debtor's plan of reorganization (a "Rejection Order"), the Rejection Bar Date for such a claim will be the later of (a) the General Bar Date or (b) 30 days after the entry of the applicable Rejection Order.

14. The Amended Schedule Bar Date. The Debtors propose that they will retain the right to (a) dispute, or assert offsets or defenses against, any filed claim or any claim listed or reflected in the Schedules as to nature, amount, liability, classification or otherwise; (b) subsequently designate any scheduled claim as disputed, contingent or unliquidated; and (c) otherwise amend or supplement the Schedules. If the Debtors amend or supplement their Schedules after the Service Date, the Debtors propose that they will give notice of any such amendment or supplement to the holders of claims affected thereby, including notice of the Amended Schedules Bar Date to file proofs of claim in response to the amendment or supplement to the Schedules. In particular, if a Debtor amends or supplements its Schedules to reduce the undisputed, noncontingent and liquidated amount, to change the nature or classification of a claim against the Debtor or to add a new claim to the Schedules, the affected claimant is required to file a proof of claim or amend any previously filed proof of claim in respect of the amended scheduled claim in accordance with the procedures described herein by the Amended Schedule Bar Date. The Debtors request that the Amended Schedule Bar Date be

established as the later of (a) the General Bar Date; or (b) 30 days after the date that notice of the applicable amendment or supplement to the Schedules is served on the claimant.

Notwithstanding the foregoing, nothing contained herein shall preclude the Debtors from objecting to any claim, whether scheduled or filed, on any grounds.

15. The Governmental Unit Bar Date. Under Bankruptcy Rule 3002(c)(1), "[a] proof of claim filed by a governmental unit . . . is timely filed if it is filed not later than 180 days after the date of the order for relief." As such, in the Debtors' cases, the bar date for governmental units may not be any earlier than November 23, 2009. Because the proposed General Bar Date will be before November 23, 2009, the Debtors propose that the Governmental Unit Bar Date for any particular governmental unit be established as November 23, 2009, unless the Rejection Bar Date or the Amended Schedule Bar Date applies to such claim.

B. Entities That Must File Proofs of Claim by the General Bar Date

16. The Debtors propose that, subject to the provisions proposed in paragraphs 13 through 15 of this Motion for holders of claims subject to the Rejection Bar Date, the Amended Schedule Bar Date or the Governmental Unit Bar Date and the exceptions described in paragraphs 17 and 18 below, the following entities must file proofs of claim on or before the General Bar Date:

(a) any entity (i) whose prepetition claim against a Debtor is not listed in the applicable Debtor's Schedules or is listed as disputed, contingent or unliquidated and (ii) that desires to participate in any of these chapter 11 cases or share in any distribution in any of these chapter 11 cases; and

(b) any entity that believes that its prepetition claim is improperly classified in the Schedules or is listed in an incorrect amount and that desires to have its claim allowed in a classification or amount other than that identified in the Schedules.

**C. Entities Not Required to File Proofs of Claim
by the General Bar Date**

17. The Debtors propose that the following entities, whose claims otherwise would be subject to the General Bar Date, need not file proofs of claim:

(a) Any entity that already has filed a signed proof of claim against the applicable Debtor(s) with (a) the Clerk of the Bankruptcy Court for the Southern District of New York or (b) the Debtors' claims and noticing agent (BMC Group)⁵ in a form substantially similar to Official Bankruptcy Form No. 10;

(b) Any entity whose claim is listed on the Schedules if (i) the claim is not scheduled as "disputed," "contingent," or "unliquidated" and (ii) such entity agrees with the amount, nature and priority of the claim as set forth in the Schedules and (iii) such entity does not dispute that its claim is an obligation only of the specific Debtor against which the claim is listed in the Schedules;

(c) A holder of a claim that previously has been allowed by order of the Court;

(d) A holder of a claim that has been paid in full by any of the Debtors in accordance with the Bankruptcy Code or an order of the Court;

(e) A holder of a claim for which a specific deadline previously has been fixed by the Court;

(f) Any officer, director or employee of any of the Debtors having a claim against any of the Debtors for indemnification, contribution or reimbursement;

⁵ Claims mailed to BMC Group should have been mailed to: Metaldyne Corporation, c/o BMC Group, Claims Processing, P.O. Box 3020, Chanhassen, MN 55317-3020 (if by regular mail) or Metaldyne Corporation, c/o BMC Group, Claims Processing, 18750 Lake Drive East, Chanhassen, MN 55317 (if by messenger or overnight delivery).

(g) Any Debtor having a claim against another Debtor, or any of the wholly-owned direct and indirect nondebtor subsidiaries of the Debtors having a claim against any of the Debtors;

(h) The parties to the Debtors' prepetition asset-based revolving credit facility, the Debtors' prepetition senior secured credit facility and the Debtors' postpetition secured financing facility need not file proofs of claim related to such financing facilities, to the extent they are excused from doing so in paragraph 17 of the Interim DIP Order or any final debtor in possession financing order.

(i) Any holder of a claim allowable under sections 503(b) and 507(a)(2) of the Bankruptcy Code as an expense of administration (other than any claim allowable under section 503(b)(9) of the Bankruptcy Code); and

(j) Any entity whose claim is limited exclusively to the repayment of principal, interest and/or other applicable fees and charges (a "Debt Claim") on or under any bond or note issued by the Debtor pursuant to an indenture (collectively, the "Notes"), including: (A) the 11% senior subordinated notes due 2012; and (B) the 10% senior notes due 2013; provided, however, that (i) the foregoing exclusion in this subparagraph shall not apply to the indenture trustee or similar agent under the applicable Note (the "Indenture Trustee"); (ii) the Indenture Trustee for a Note is required to file a proof of claim, on or before the General Bar Date, with respect to all of the Debt Claims on or under such Note; and (iii) any holder of a Debt Claim wishing to assert a claim, other than a Debt Claim, arising out of or relating to a Note is required to file a proof of claim on or before the General Bar Date, unless another exception in this paragraph applies.

18. The Debtors propose that holders of equity interests in the Debtors need not file a proof of interest with respect to the ownership of such equity interest at this time. However, if a party desires to assert a claim against the Debtors, including a claim relating to such equity interest or the purchase or sale of such interest, the Debtors propose that a proof of such claim must be filed on or prior to the General Bar Date pursuant to the procedures set forth in this Motion.

D. Effect of Failure to File Proofs of Claim

19. The Debtors propose that, pursuant to Bankruptcy Rule 3003(c)(2), any entity that is required to file a proof of claim in these chapter 11 cases pursuant to the Bankruptcy Code, the Bankruptcy Rules or the Bar Date Order with respect to a particular claim against a Debtor, but that fails to do so by the applicable Bar Date, should be forever barred, estopped and enjoined from: (a) asserting any claim against the Debtors the entity has that (i) is in an amount that exceeds the amount, if any, that is identified in the Schedules on behalf of such entity as undisputed, noncontingent and liquidated or (ii) is of a different nature or a different classification than any claim identified in the Schedules on behalf of such entity (any such claim under this subparagraph (a) being referred to herein as an "Unscheduled Claim"); or (b) voting upon, or receiving distributions under, any plan of reorganization in these chapter 11 cases in respect of an Unscheduled Claim.

E. Procedures for Providing Notice of Bar Dates and Filing Proofs of Claim

20. The Debtors propose to serve on all known entities holding potential prepetition claims: (a) a notice of the Bar Dates substantially in the form of the notice attached

hereto as Exhibit 1 and incorporated herein by reference (the "Bar Date Notice");⁶ and (b) a proof of claim form substantially in the form attached hereto as Exhibit 2 and incorporated herein by reference (the "Proof of Claim Form" and, collectively with the Bar Date Notice, the "Bar Date Notice Package").⁷

21. The Bar Date Notice is consistent with the form of notice adopted in this District pursuant to General Order M-350⁸ and states, among other things, that proofs of claim must be filed on or before the applicable Bar Date. As soon as practicable, but in any event no later than July 10, 2009, the Debtors intend to mail the Bar Date Notice Package by first class United States mail, postage prepaid (or equivalent service), to: (a) all known potential claimants, including all entities listed in the Schedules as potentially holding claims; (b) the U.S. Trustee; (c) counsel to the each official committee (i.e., counsel to the Creditors' Committee); (d) all parties that have requested notice of the proceedings in these cases as of the date of the Bar Date Order, as reflected on the General Service List and the Special Service List in these cases; (e) all parties that have filed proofs of claim in these cases as of the date of the Bar Date Order; (f) all parties to executory contracts and unexpired leases with the Debtors; (g) all parties to litigation with the Debtors; (h) the Internal Revenue Service for this District and all other taxing authorities for the jurisdictions in which the Debtors do business; (i) the employees and recent former employees of the Debtors; (j) all suppliers of the Debtors; and (k) all customers of the Debtors. The timing of (a) the General Bar Date on August 14, 2009 will ensure that potential

⁶ The Debtors reserve the right to reformat the Bar Date Notice in order to save on printing and mailing costs provided that the Bar Date Notice shall remain substantially in the same form as attached hereto.

⁷ The Proof of Claim Form is substantially in the form of Official Bankruptcy Form No. 10, but has been modified, and may be further modified in certain limited respects, to accommodate the claims process in these cases.

⁸ As described below, the standard form of Bar Date Notice has been modified to address issues arising in these cases and to provide additional information for the benefit of parties in interest.

claimants known as of the date hereof will receive no fewer than 35 days' notice by mail of the General Bar Date, which meets or exceeds (i) the minimum 20-day notice period provided by Bankruptcy Rule 2002(a)(7),⁹ (ii) the minimum 30 day notice for parties with a foreign address pursuant to Bankruptcy Rule 2002(p)(2),¹⁰ and (iii) the minimum 35-day period proposed by General Order M-350 and (b) the Governmental Unit Bar Date will ensure that governmental units will receive the appropriate 180 days after the filing of these cases to file a proof of claim, pursuant to Bankruptcy Rule 3002(c)(1).

22. For holders of potential claims listed in the Schedules, the Proof of Claim Form mailed to such entities will indicate how the Debtors have scheduled the creditor's claim in the Schedules, including (a) the identity of the Debtor against which the entity's claim is scheduled; (b) the amount of the scheduled claim, if any; (c) whether the claim is listed as disputed, contingent or unliquidated; and (d) whether the claim is listed as a secured, unsecured priority or unsecured nonpriority claim.

23. For any claim to be validly and properly filed, a signed original of a completed proof of claim, together with any accompanying documentation required by Bankruptcy Rules 3001(c) and 3001(d),¹¹ must be delivered to one of the addresses identified on

⁹ Bankruptcy Rule 2002(a)(7) states that "the clerk, or some other person as the court may direct, shall give the debtor, the trustee, all creditors and indenture trustees at least 20 days' notice by mail of . . . the time fixed for filing proofs of claim pursuant to [Bankruptcy] Rule 3003(c)"

¹⁰ Bankruptcy Rule 2002(p)(2) states that "[u]nless the court for cause orders otherwise, a creditor with a foreign address to which notices under this rule are mailed shall be given at least 30 days' notice of the time fixed for filing a proof of claim under Rule 3002(c) or 3003(c)."

¹¹ Bankruptcy Rule 3001(c) requires as follows:

When a claim, or an interest in property of the debtor securing the claim, is based on a writing, the original or a duplicate shall be filed with the proof of claim. If the writing has been lost or destroyed, a statement of the circumstances of the loss or destruction shall be filed with the claim.

Bankruptcy Rule 3001(d) requires that "[i]f a security interest in property of the debtor is claimed, the proof of claim shall be accompanied by evidence that the security interest has been perfected." The Debtors

the Bar Date Notice so as to be received no later than the applicable Bar Date. The Debtors propose that claimants be permitted to submit proofs of claim in person or by courier service, hand delivery or mail. Proofs of claim submitted by facsimile or electronic mail will not be accepted. Proofs of claim will be deemed filed when actually received by BMC at the Metaldyne Claims Processing Center (as described in the Bar Date Notice) by one of the approved methods of delivery.

24. The Debtors submit that the proposed General Bar Date, which is no fewer than 35 days after the Service Date, will provide potential claimants with ample time after the mailing of the Bar Date Notice within which to review the Schedules, compare the information contained therein with their own books and records and prepare and file proofs of claim, if necessary.

F. Filing Proofs of Claim Against Multiple Debtors; Failure to Identify a Debtor

25. The Debtors also propose that all entities asserting claims against more than one Debtor be required to file a separate proof of claim with respect to each such Debtor and identify on each proof of claim the particular Debtor against which their claim is asserted. Requiring parties to identify the Debtor against which a claim is asserted will greatly expedite the Debtors' review of proofs of claim in these cases and will not be unduly burdensome on claimants. The Debtors also propose that if more than one Debtor is listed on the proof of claim form, then the Debtors will treat such claim as filed only against the first listed Debtor. Finally, the Debtors propose that any claim filed under the joint administration case number (Metaldyne

(continued)

propose that, upon their advance express written consent, a claimant's proof of claim may be filed without the documents required by Bankruptcy Rules 3001(c) and 3001(d); provided, however, that any claimant that receives such a written consent will be required to transmit the documents in support of its claim to BMC, the Debtors or other parties in interest within ten days after the date of a written request for such documents.

Corporation, Case No. 09-13412) or otherwise without identifying a Debtor be deemed as filed only against Debtor Metaldyne Corporation.

G. Publication of Bar Date Notice

26. In light of the size, complexity, longevity and geographic diversity of the Debtors' operations, potential claims against the Debtors may exist that the Debtors are unable to identify on the Schedules. Such unknown potential claims may include, for example: (a) claims of trade vendors that failed to submit invoices to the Debtors; (b) claims of former employees; (c) claims of entities with potential unasserted causes of action against the Debtors; and (d) other claims that, for various other reasons, are not recorded in the Debtors' books and records. Accordingly, the Debtors believe that (a) it is necessary to provide notice of the Bar Dates to entities whose names and addresses are unknown to the Debtors and (b) it is advisable to provide supplemental notice to known holders of potential claims. Therefore, pursuant to Bankruptcy Rule 2002(l) and consistent with General Order M-350,¹² the Debtors request authority to publish notice of the Bar Dates substantially in the form attached hereto as Exhibit 3 (the "Publication Notice") in *The Detroit Free Press* and the national edition of *The Wall Street Journal* at least 25 days prior to the General Bar Date. The Debtors also request authority, in their sole discretion, to publish the Publication Notice in other newspapers, trade journals or similar publications.¹³

¹² Bankruptcy Rule 2002(l) provides that "[t]he court may order notice by publication if it finds that notice by mail is impracticable or that it is desirable to supplement the notice." Moreover, paragraph 3 of General Order M-350 provides that the Debtors may request dates for publication where appropriate.

¹³ The Debtors reserve the right to reformat the Publication Notice in order to save on publication costs provided that the Publication Notice shall remain substantially in the same form as attached hereto.

Compliance with Local Rule 3003-1 and General Order M-350

27. The Debtors believe that the Motion, the Bar Date Notice, the Publication Notice, Bar Date Order and all exhibits and attachments thereto substantially comply with Local Bankruptcy Rule 3003-1 and General Order M-350 establishing the procedural guidelines relating to the establishment of bar dates and providing notice thereof. The Bar Date Notice and the Bar Date Order were modeled on the forms attached to General Order M-350. The Debtors submit that the alterations to these forms are appropriate and generally have been limited to those instances where such deviations: (a) are necessary or appropriate to tailor the Bar Date Notice and Bar Date Order for use in these chapter 11 cases; (b) adopt changes that are expressly contemplated by General Order M-350; or (c) provide additional information for the benefit of potentially interested parties.¹⁴

Notice

28. Pursuant to the Administrative Order, Pursuant to Rule 1015(c) of the Federal Rules of Bankruptcy Procedure, Establishing Case Management and Scheduling Procedures (Docket No. 133) (the "Case Management Order"), entered on June 5, 2009, notice of this Motion has been given to the parties identified on the Special Service List and the General

¹⁴

These alterations include: (a) providing additional detail regarding the Rejection Damages Bar Date, the Amended Schedule Bar Date and the Governmental Unit Bar Date; (b) providing rules to address the treatment of proofs of claim that do not identify a Debtor or identify multiple Debtors; (c) identifying the method for claimants to obtain acknowledgement of BMC's receipt of their proofs of claim; (d) exempting certain Debt Claims (other than the Indenture Trustees' claims) and claims of the Debtors' officers, directors and employees for indemnification, contribution or reimbursement from the General Bar Date, as permitted by paragraph 9 of General Order M-350; (e) incorporating provisions to address claims under section 503(b)(9) of the Bankruptcy Code; (f) providing case-specific information to assist parties in interest in obtaining relevant information about the Debtors' chapter 11 cases; (g) clarifying that the Bar Dates do not apply to claims against non-debtor affiliates of the Debtors, including their non-U.S. affiliates; (h) incorporating the Debtors' reservation of rights (a version of which is in the form of bar date order in General Order M-350) into the Bar Date Notice and (i) other clarifications or non-substantive formatting changes.

Service List (as such terms are defined in the Case Management Order). The Debtors submit that no other or further notice need be provided.

No Prior Request

29. No prior request for the relief sought in this Motion has been made to this or any other court in connection with these chapter 11 cases.

WHEREFORE, the Debtors respectfully request that the Court (a) enter an order substantially in the form attached hereto as Exhibit 4, granting the relief requested herein; and (b) grant such other and further relief to the Debtors as the Court may deem proper.

Dated: June 17, 2009
New York, New York

Respectfully submitted,

/s/ Ryan T. Routh

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PROPOSED ATTORNEYS FOR DEBTORS
AND DEBTORS IN POSSESSION

EXHIBIT 1

(Form of Bar Date Notice)

Please note that the non-U.S. affiliates of Metaldyne Corporation are NOT Debtors in these chapter 11 cases. This notice applies only to those persons or entities holding Claims against one or more of the Debtors identified on the attached Appendix A. If you do not hold a Claim against any of the Debtors on Appendix A hereto — even if you have claims against one or more non-debtor foreign affiliates of Metaldyne Corporation — you can disregard this notice.

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

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

NOTICE OF DEADLINES FOR FILING OF PROOFS OF CLAIM
(GENERAL BAR DATE IS AUGUST 14, 2009)

**TO ALL PERSONS AND ENTITIES WITH CLAIMS AGAINST ANY OF THE
DEBTOR ENTITIES LISTED ON APPENDIX A ATTACHED HERETO:**

On [____ __], 2009, the United States Bankruptcy Court for the Southern District of New York (the "Court") entered an order (the "Bar Date Order") establishing certain deadlines for the filing of proofs of claim in the chapter 11 cases of the above-captioned debtors and debtors in possession (collectively, the "Debtors"). A list of all of the Debtors and their respective case numbers is attached hereto as Appendix A.

By the Bar Date Order, the Court established **August 14, 2009** (the "General Bar Date") as the general claims bar date for filing proofs of claim in the Debtors' cases. As described below, the Bar Date Order also establishes different bar dates for other categories of claims.

For your convenience, enclosed with this Notice is a proof of claim form, which identifies on its face the amount, nature and classification of your claim(s), if any, listed in the Debtors' schedules of assets and liabilities and statements of financial affairs filed in these cases (collectively, the "Schedules").

As used in this Notice, the term "entity" has the meaning given to it in section 101(15) of the Bankruptcy Code, 11 U.S.C. §§ 101, et seq. (the "Bankruptcy Code"), and includes all persons, estates, trusts, governmental units and the United States Trustee. In addition, the terms "persons" and "governmental units" are defined in sections 101(41) and 101(27) of the Bankruptcy Code, respectively.

As used in this Notice, the term "claim" means, as to or against any of the Debtors and in accordance with section 101(5) of the Bankruptcy Code: (a) any right to payment, whether or not such right is reduced to judgment, liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured or unsecured; or (b) any right to an equitable remedy for breach of performance if such breach gives rise to a right to payment,

whether or not such right to an equitable remedy is reduced to judgment, fixed, contingent, matured, unmatured, disputed, undisputed, secured or unsecured.

1. THE BAR DATES

The Bar Date Order establishes the following bar dates for filing proofs of claim in these cases (collectively, the "Bar Dates"):

- (a) The General Bar Date. Pursuant to the Bar Date Order, except as described below, all entities holding claims against the Debtors that arose or are deemed to have arisen prior to the commencement of these cases on May 27, 2009 (the "Filing Date") are required to file proofs of claim by the General Bar Date (i.e., by August 14, 2009). The General Bar Date applies to all types of claims against the Debtors that arose prior to the Filing Date, including secured claims, unsecured priority claims (including, without limitation, claims entitled to priority under section 507(a)(4), section 507(a)(5), section 507(a)(8) and section 503(b)(9) of the Bankruptcy Code) and unsecured nonpriority claims. Solely by way of clarification and without limiting the foregoing, the General Bar Date applies to all entities whose claims against a Debtor arise out of the obligations of those entities under a contract for the provision of liability insurance to the Debtor.
- (b) The Rejection Bar Date. Any entity whose claims arise out of the Court-approved rejection of an executory contract or unexpired lease, in accordance with section 365 of the Bankruptcy Code and pursuant to an order entered prior to the confirmation of a plan of reorganization in the applicable Debtor's chapter 11 case, must file a proof of claim on or before the later of (i) the General Bar Date or (ii) 30 days after the entry of the order authorizing the Debtor's rejection of the applicable contract or lease. The later of these dates is referred to in this Notice as the "Rejection Bar Date."
- (c) The Amended Schedule Bar Date. If, subsequent to the date of this Notice, a Debtor amends or supplements its Schedules to reduce the undisputed, noncontingent and liquidated amount of a claim listed in the Schedules, to change the nature or classification of a claim against a Debtor reflected in the Schedules or to add a new claim to the Schedules, the affected claimant is required to file a proof of claim or amend any previously filed proof of claim in respect of the amended scheduled claim on or before the later of (i) the General Bar Date or (ii) 30 days after the date that notice of the applicable amendment or supplement to the Schedules is served on the claimant. The later of these dates is referred to in this Notice as the "Amended Schedule Bar Date."
- (d) The Governmental Unit Bar Date. Proof of claim of a governmental unit must be filed by November 23, 2009, unless the Rejection Bar Date or the Amended Schedule Bar Date applies to such claim. The later of these dates is referred to in this Notice as the "Governmental Unit Bar Date."

2. WHO MUST FILE A PROOF OF CLAIM

Unless one of the exceptions described in Section 5 below applies, you **MUST** file a proof of claim to vote on a chapter 11 plan of reorganization or to share in distributions from the Debtors' bankruptcy estates if you have a claim that arose or is deemed to have arisen prior to the Filing Date. Claims based on acts or omissions of the Debtors that occurred before the Filing Date must be filed on or prior to the applicable Bar Date, even if such claims are not now fixed, liquidated or certain or did not mature or become fixed, liquidated or certain before the Filing Date.

Except where the Rejection Bar Date, the Amended Schedule Bar Date or the Governmental Bar Date applies to establish a different deadline or one of the exceptions in Section 5 applies, the following entities **MUST** file proofs of claim on or before the General Bar Date:

- (a) any entity (i) whose prepetition claim against a Debtor is not listed in the applicable Debtor's Schedules or is listed as "disputed," "contingent" or "unliquidated" and (ii) that desires to participate in any of these chapter 11 cases or share in any distribution in any of these chapter 11 cases; and
- (b) any entity that believes its prepetition claim is improperly classified in the Schedules or is listed in an incorrect amount and that desires to have its claim allowed in a classification or amount other than that identified in the Schedules.

3. WHAT TO FILE

The Debtors are enclosing a proof of claim form for use in these cases, or you may use another proof of claim form that conforms substantially to Official Bankruptcy Form No. 10. If your claim is scheduled by the Debtors, the attached proof of claim form also sets forth: (a) the amount of your claim (if any) as scheduled by the Debtors; (b) the specific Debtor against which the claim is scheduled; (c) whether your claim is scheduled as disputed, contingent or unliquidated; and (d) whether your claim is listed as a secured, unsecured priority or unsecured nonpriority claim. You will receive a different proof of claim form for each claim scheduled in your name by the Debtors. You may utilize the proof of claim form(s) provided by the Debtors to file your claim. Additional proof of claim forms may be obtained at the following websites: <http://www.bmcgroup.com/metaldyne> or <http://www.uscourts.gov/bkforms>.

All proof of claim forms must be **signed** by the claimant or, if the claimant is not an individual, by an authorized agent of the claimant. The proof of claim form must be written in English and be denominated in United States currency. You should attach to your completed proof of claim any documents on which the claim is based (or, if such documents are voluminous, attach a summary) or an explanation as to why the documents are not available.

Any entity asserting claims against more than one Debtor must file a separate proof of claim with respect to each such Debtor. In addition, any entity filing a proof of claim must identify on its proof of claim form the particular Debtor against which its claim is asserted and the case number of the Debtor's bankruptcy case. A list of all of the Debtors, together with their respective case numbers, is found on Appendix A attached hereto. Any claim filed in the joint

administration case number (Metaldyne Corporation, Case No. 09-13412) or that otherwise fails to identify a Debtor shall be deemed as filed only against Debtor Metaldyne Corporation. If more than one Debtor is listed on the form, the proof of claim will be treated as filed only against the first listed Debtor.

Under the Bar Date Order, the filing of a proof of claim form shall be deemed to satisfy the procedural requirements for the assertion of administrative priority claims under section 503(b)(9) of the Bankruptcy Code. A specific line item on the proof of claim form lets you assert the amount of your claim that you believe is entitled to priority status. All other administrative claims under section 503(b) of the Bankruptcy Code must be made by separate requests for payment in accordance with section 503(a) of the Bankruptcy Code and shall not be deemed proper if made by proof of claim. No deadline has been established for the filing of administrative claims other than claims under section 503(b)(9) of the Bankruptcy Code. Claims under section 503(b)(9) must be filed by the General Bar Date.

4. WHEN AND WHERE TO FILE

All proofs of claim must be filed so as to be received **on or before the applicable Bar Date**, at one of the following addresses (together, the "Metaldyne Claims Processing Center"):

IF SENT BY MAIL

**Metaldyne Corporation
c/o BMC Group, Claims Processing
P.O. Box 3020
Chanhassen, MN 55317-3020**

IF DELIVERED BY HAND OR OVERNIGHT COURIER

**Metaldyne Corporation
c/o BMC Group, Claims Processing
18750 Lake Drive East
Chanhassen, MN 55317**

Proofs of claim will be deemed filed only when **actually received** by the Metaldyne Claims Processing Center on or before the Bar Dates. **Proofs of claim may not be delivered by facsimile or electronic mail transmission.** Any facsimile or electronic mail submissions will not be accepted and will NOT be deemed filed until a proof of claim is submitted by one of the methods described above.

Proofs of claims will be collected from the Metaldyne Claims Processing Center, docketed and maintained by the Debtors' claims agent, The BMC Group, Inc. ("**BMC**"). If you wish to receive acknowledgement of BMC's receipt of a proof of claim, you must submit by the applicable Bar Date and concurrently with submitting your original proof of claim (a) a copy of the original proof of claim and (b) a self-addressed, postage prepaid return envelope.

5. WHO NEED NOT FILE A PROOF OF CLAIM

The Bar Date Order further provides that the following entities, who otherwise would be subject to the General Bar Date, need NOT file proofs of claim in these cases:

- (a) Any entity that already has filed a signed proof of claim against the applicable Debtor(s) with the Clerk of the Bankruptcy Court for the Southern District of

New York or the Metaldyne Claims Processing Center in a form substantially similar to Official Bankruptcy Form No. 10;

- (b) Any entity whose claim is listed on the Schedules if (i) the claim is not scheduled as "disputed," "contingent" or "unliquidated;" and (ii) such entity agrees with the amount, nature and priority of the claim as set forth in the Schedules; and (iii) such entity does not dispute that its claim is an obligation only of the specific Debtor against which the claim is listed in the Schedules;
- (c) A holder of a claim that previously has been allowed by order of the Court;
- (d) A holder of a claim that has been paid in full by any of the Debtors in accordance with the Bankruptcy Code or an order of the Court;
- (e) A holder of a claim for which a specific deadline previously has been fixed by the Court;
- (f) Any officer, director or employee of any of the Debtors having a claim against any of the Debtors for indemnification, contribution or reimbursement;
- (g) Any Debtor having a claim against another Debtor, or any of the wholly-owned direct and indirect non-debtor subsidiaries of the Debtors having a claim against any of the Debtors;
- (h) The parties to the Debtors' prepetition asset-based revolving credit facility, the Debtors' prepetition senior secured credit facility and the Debtors' postpetition secured financing facility need not file proofs of claim related to such financing facilities, to the extent they are excused from doing so in paragraph 17 of the Interim DIP Order or any final debtor in possession financing order.
- (i) Any holder of a claim allowable under sections 503(b) and 507(a)(2) of the Bankruptcy Code as an expense of administration (other than any claim allowable under section 503(b)(9) of the Bankruptcy Code); and
- (j) Any entity whose claim is limited exclusively to the repayment of principal, interest and/or other applicable fees and charges (a "Debt Claim") on or under any bond or note issued by the Debtor pursuant to an indenture (collectively, the "Notes"), including: (A) the 11% senior subordinated notes due 2012; and (B) the 10% senior notes due 2013; provided, however, that (i) the foregoing exclusion in this subparagraph shall not apply to the indenture trustee or similar agent under the applicable Note (the "Indenture Trustee"); (ii) the Indenture Trustee for a Note is required to file a proof of claim, on or before the General Bar Date, with respect to all of the Debt Claims on or under such Note; and (iii) any holder of a Debt Claim wishing to assert a claim, other than a Debt Claim, arising out of or relating to a Note is required to file a proof of claim on or before the General Bar Date, unless another exception in this paragraph applies.

In addition, the Bar Dates do not apply to any claims that may be asserted against any of the Debtors' non-debtor affiliates.

If you are a holder of an equity interest in the Debtors, you need not file a proof of interest with respect to the ownership of such equity interest at this time. However, if you desire to assert a claim against the Debtors, including a claim relating to such equity interest or the purchase or sale of such interest, a proof of such claim must be filed on or prior to the General Bar Date pursuant to the procedures set forth in this Motion.

6. EXECUTORY CONTRACTS AND UNEXPIRED LEASES

As described in Section 1 above, any entity that has a claim arising out of the rejection of an executory contract or unexpired lease prior to the confirmation of a plan of reorganization must file a proof of claim for damages caused by such rejection by the Rejection Bar Date.

7. CONSEQUENCES OF FAILURE TO FILE A PROOF OF CLAIM BY THE APPLICABLE BAR DATE

ANY ENTITY THAT IS REQUIRED TO FILE A PROOF OF CLAIM, BUT THAT FAILS TO DO SO BY THE APPLICABLE BAR DATE DESCRIBED IN THIS NOTICE, SHALL BE FOREVER BARRED, ESTOPPED AND ENJOINED FROM THE FOLLOWING: (A) ASSERTING ANY CLAIM AGAINST THE DEBTORS THAT THE ENTITY HAS THAT (I) IS IN AN AMOUNT THAT EXCEEDS THE AMOUNT, IF ANY, THAT IS IDENTIFIED IN THE SCHEDULES ON BEHALF OF SUCH ENTITY AS UNDISPUTED, NONCONTINGENT AND LIQUIDATED OR (II) IS OF A DIFFERENT NATURE OR A DIFFERENT CLASSIFICATION THAN ANY CLAIM IDENTIFIED IN THE SCHEDULES ON BEHALF OF SUCH ENTITY (ANY SUCH CLAIM BEING REFERRED TO IN THIS NOTICE AS AN "UNSCHEDULED CLAIM"); OR (B) VOTING UPON, OR RECEIVING DISTRIBUTIONS UNDER, ANY PLAN OR PLANS OF REORGANIZATION IN THESE CHAPTER 11 CASES OR OTHERWISE FROM THE DEBTORS' ESTATES IN RESPECT OF AN UNSCHEDULED CLAIM.

8. THE DEBTORS' SCHEDULES AND ACCESS THERETO

You may be listed as the holder of a claim against one or more of the Debtors in the Debtors' Schedules. To determine if and how you are listed on the Schedules, please refer to the descriptions set forth on the enclosed proof of claim forms regarding the nature, amount and status of your claim(s). If you received postpetition payments from the Debtors (as authorized by the Court) on account of your claim, the information on the enclosed proof of claim form may reflect the net remaining amount of your claims. If the Debtors believe that you may hold claims against more than one Debtor, you will receive multiple proof of claim forms, each of which will reflect the nature and amount of your claim against one Debtor, as listed in the Schedules.

If you rely on the Debtors' Schedules, it is your responsibility to determine that the claim is accurately listed in the Schedules. However, you may rely on the enclosed form, which sets forth the amount of your claim (if any) as scheduled, identifies the Debtor against which it is

scheduled, specifies whether your claim is listed in the Schedules as disputed, contingent or unliquidated and identifies whether your claim is scheduled as a secured, unsecured priority or unsecured nonpriority claim.

9. RESERVATION OF RIGHTS

The Debtors reserve the right to (a) dispute, or to assert offsets or defenses against, any filed claim or any claim listed or reflected in the Schedules as to nature, amount, liability, priority, classification or otherwise; (b) subsequently designate any scheduled claim as disputed, contingent or unliquidated; and (c) otherwise amend or supplement the Schedules. Nothing contained in this Notice shall preclude the Debtors from objecting to any claim, whether scheduled or filed, on any grounds.

10. ADDITIONAL INFORMATION

Copies of the Debtors' Schedules, the Bar Date Order and other information regarding the Debtors' chapter 11 cases are available for inspection free of charge on BMC's website at <http://www.bmcgroup/metaldyne>. The Schedules and other filings in the Debtors' chapter 11 cases also are available for a fee at the Court's website at <http://www.nysb.uscourts.gov>. A login identification and password to the Court's Public Access to Court Electronic Records ("PACER") are required to access this information and can be obtained through the PACER Service Center at <http://www.pacer.psc.uscourts.gov>. Copies of the Schedules and other documents filed in these cases also may be examined between the hours of 9:00 a.m. and 4:30 p.m., Eastern Time, Monday through Friday, at the Office of the Clerk of the Bankruptcy Court, One Bowling Green, Room 511, New York, New York 10004-1408.

If you require additional information regarding the filing of a proof of claim, you may contact BMC at 888-909-0100.

A HOLDER OF A POSSIBLE CLAIM AGAINST THE DEBTORS SHOULD CONSULT AN ATTORNEY REGARDING ANY MATTERS NOT COVERED BY THIS NOTICE, SUCH AS WHETHER THE HOLDER SHOULD FILE A PROOF OF CLAIM.

Dated: New York, New York
_____, 2009

BY ORDER OF THE COURT

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ATTORNEYS FOR
DEBTORS AND DEBTORS IN POSSESSION

APPENDIX A

LIST OF THE DEBTORS AND THEIR CASE NUMBERS

<u>Entity</u>	<u>Case No.</u>
1. MD Products Corp.	09-13411
2. Metaldyne Corporation	09-13412
3. Metaldyne Engine Co., LLC	09-13413
4. Metaldyne Company, LLC	09-13414
5. Metaldyne Lester Precision Die Casting, Inc.	09-13415
6. Metaldyne Sintered Components, LLC	09-13416
7. Metaldyne Tubular Products, Inc.	09-13417
8. Metaldyne DuPage Die Casting Corporation	09-13418
9. Metaldyne Machining and Assembly Company, Inc.	09-13419
10. Metaldyne Light Metals Company, Inc.	09-13420
11. Metaldyne Sintered Components St. Marys, Inc.	09-13421
12. NC-M Chassis Systems, LLC	09-13422
13. Punchcraft Company	09-13423
14. Windfall Specialty Powders, Inc.	09-13424
15. Metaldyne Asia, Inc.	09-13425
16. Metaldyne Driveline Co., LLC	09-13426
17. Metaldyne Europe, Inc.	09-13427
18. Metaldyne Precision Forming - Fort Wayne, Inc.	09-13428
19. Metaldyne Services, Inc.	09-13429
20. Metaldyne Sintered Components of Indiana, Inc.	09-13430
21. Metaldyne US Holding Co.	09-13431
22. ER Acquisition Corp.	09-13432
23. GMTI Holding Company	09-13433
24. Halyard Aviation Services, Inc.	09-13434
25. MascoTech Saturn Holdings Inc.	09-13435
26. MASG Disposition, Inc.	09-13436
27. MASX Energy Service Group, Inc.	09-13437
28. Precision Headed Products, Inc.	09-13438
29. Stahl International, Inc.	09-13439
30. WC McCurdy Co.	09-13440
31. Metaldyne Intermediate Holdco, Inc.	09-13441

EXHIBIT 2

(Proof of Claim Form)

FORM B10/Metaldyne (Modified Official Form 10)

UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF NEW YORK		PROOF OF CLAIM
Name of Debtor:	Case Number:	
NOTE: Other than claims under 11 U.S.C. § 503(b)(9), this form should not be used to make a claim for administrative expenses arising after the commencement of the case. A "request" for payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503(a).		
Name of Creditor (The person or other entity to whom the debtor owes money or property):	<input type="checkbox"/> Check box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars. <input type="checkbox"/> Check box if you have never received any notices from the bankruptcy court in this case. <input type="checkbox"/> Check box if the address differs from the address on the envelope sent to you by the court.	
Name and address where notices should be sent:	THIS SPACE IS FOR COURT USE ONLY	
Telephone number:		
Last four digits of account or other number by which creditor identifies debtor:	Check here <input type="checkbox"/> replaces if this claim <input type="checkbox"/> amends a previously filed claim, dated: _____	
1. Basis for Claim <input type="checkbox"/> Goods sold <input type="checkbox"/> Services performed <input type="checkbox"/> Money loaned <input type="checkbox"/> Personal injury/wrongful death <input type="checkbox"/> Taxes <input type="checkbox"/> Other _____	<input type="checkbox"/> Retiree benefits as defined in 11 U.S.C. § 1114(a) <input type="checkbox"/> Wages, salaries, and compensation (fill out below) Last four digits of your SS #: _____ Unpaid compensation for services performed from _____ to _____ (date) (date)	
2. Date debt was incurred:	3. If court judgment, date obtained:	
4. Classification of Claim. Check the appropriate box or boxes that best describe your claim and state the amount of the claim at the time case filed. See reverse side for important explanations.		
Unsecured Nonpriority Claim \$ _____ <input type="checkbox"/> Check this box if: a) there is no collateral or lien securing your claim, or b) your claim exceeds the value of the property securing it, or if c) none or only part of your claim is entitled to priority.	Secured Claim <input type="checkbox"/> Check this box if your claim is secured by collateral (including a right of setoff). Brief Description of Collateral: <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other _____ Value of Collateral: \$ _____ Amount of arrearage and other charges <u>at time case filed</u> included in secured claim if any: \$ _____	
Unsecured Priority Claim. <input type="checkbox"/> Check this box if you have an unsecured claim, all or part of which is entitled to priority. Amount entitled to priority \$ _____ Specify the priority of the claim: <input type="checkbox"/> Domestic support obligations under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B) <input type="checkbox"/> Wages, salaries, or commissions (up to \$10,950)* earned within 180 days before filing of the bankruptcy petition or cessation of the debtor's business, whichever is earlier – 11 U.S.C. § 507(a)(4). <input type="checkbox"/> Contribution to an employee benefit plan – 11 U.S.C § 507(a)(5). <input type="checkbox"/> Up to \$2,425* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use – 11 U.S.C. § 507(a)(7). <input type="checkbox"/> Taxes or penalties owed to governmental units –11 U.S.C. § 507(a)(8).	<input type="checkbox"/> Other – Specify applicable paragraph of 11 U.S.C. § 507(a) (____). *Amounts are subject to adjustment on 4/1/10 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment.	
Section 503(b)(9) Claim \$ _____ <input type="checkbox"/> Check this box if your claim is for the value of goods received by the debtor within 20 days before the date of commencement of the case (11 U.S.C. § 503(b)(9)). Include the amount of such claim in the space for "Amount entitled to priority" above.		
5. Total Amount of Claim at Time Case Filed: \$ _____ + _____ + _____ = _____ (unsecured) (secured) (priority) (Total)		
If all or part of your claim is secured OR entitled to priority treatment, also complete the relevant portions of Item 4 above. <input type="checkbox"/> Check this box if claim includes interest or other charges in addition to the principal amount of the claim. Attach itemized statement of all interest or additional charges.		
6. Credits: The amount of all payments on this claim has been credited and deducted for the purpose of making this proof of claim. 7. Supporting Documents: Attach copies of supporting documents, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, court judgments, mortgages, security agreements, and evidence of perfection of lien. DO NOT SEND ORIGINAL DOCUMENTS. If the documents are not available, explain. If the documents are voluminous, attach a summary. 8. Date-Stamped Copy: To receive an acknowledgment of the filing of your claim, enclose a stamped, self-addressed envelope and copy of this proof of claim.	THIS SPACE IS FOR COURT USE ONLY	
Date	Sign and print the name and title, if any, of the creditor or other person authorized to file this claim (attach copy of power of attorney, if any):	

INSTRUCTIONS FOR PROOF OF CLAIM FORM

The instructions and definitions below are general explanations of the law. In particular types of cases or circumstances, such as bankruptcy cases that are not filed voluntarily by a debtor, there may be exceptions to these general rules.

— DEFINITIONS —

Debtor

The person, corporation, or other entity that has filed a bankruptcy case is called the debtor.

Creditor

A creditor is any person, corporation, or other entity to whom the debtor owed a debt on the date that the bankruptcy case was filed.

Proof of Claim

A form telling the bankruptcy court how much the debtor owed a creditor at the time the bankruptcy case was filed (the amount of the creditor's claim). This form must be filed with the clerk of the bankruptcy court where the bankruptcy case was filed.

Secured Claim

A claim is a secured claim to the extent that the creditor has a lien on property of the debtor (collateral) that gives the creditor the right to be paid from that property before creditors who do not have liens on the property.

Examples of liens are a mortgage on real estate and a security interest in a car, truck, boat, television set, or other item of property. A lien may have been obtained through a court proceeding before the bankruptcy case began; in some states a court judgment is a lien. In addition, to the extent a creditor also owes money to the debtor (has a right of setoff), the creditor's claim may be a secured claim. (See also *Unsecured Claim*.)

Unsecured Claim

If a claim is not a secured claim it is an unsecured claim. A claim may be partly secured and partly unsecured if the property on which a creditor has a lien is not worth enough to pay the creditor in full.

Unsecured Priority Claim

Certain types of unsecured claims are given priority, so they are to be paid in bankruptcy cases before most other unsecured claims (if there is sufficient money or property available to pay these claims). The most common types of priority claims are listed on the proof of claim form. Unsecured claims that are not specifically given priority status by the bankruptcy laws are classified as *Unsecured Nonpriority Claims*.

Items to be completed in Proof of Claim form (if not already filled in)

Court, Name of Debtor, and Case Number:

Fill in the name of the federal judicial district where the bankruptcy case was filed (for example, Southern District of New York), the name of the debtor in the bankruptcy case, and the bankruptcy case number. If you received a notice of the case from the court, all of this information is near the top of the notice.

Information about Creditor:

Complete the section giving the name, address, and telephone number of the creditor to whom the debtor owes money or property, and the debtor's account number, if any. If anyone else has already filed a proof of claim relating to this debt, if you never received notices from the bankruptcy court about this case, if your address differs from that to which the court sent notice, or if this proof of claim replaces or changes a proof of claim that was already filed, check the appropriate box on the form.

1. Basis for Claim:

Check the type of debt for which the proof of claim is being filed. If the type of debt is not listed, check "Other" and briefly describe the type of debt. If you were an employee of the debtor, fill in your social security number and the dates of work for which you were not paid.

2. Date Debt Incurred:

Fill in the date when the debt first was owned by the debtor.

3. Court Judgments:

If you have a court judgment for this debt, state the date the court entered the judgment.

4. Classification of Claim

Secured Claim

Check the appropriate place if the claim is a secured claim. You must state the type and value of property that is collateral for the claim, attach copies of the documentation of your lien, and state the amount past due on the claim as of the date the bankruptcy case was

filed. A claim may be partly secured and partly unsecured. (See DEFINITIONS, above).

Unsecured Priority Claim

Check the appropriate place if you have an unsecured priority claim, and state the amount entitled to priority. (See DEFINITIONS, above). A claim may be partly priority and partly nonpriority if, for example, the claim is for more than the amount given priority by the law. Check the appropriate place to specify the type of priority claim. Claims entitled to administrative priority under 11 U.S.C. § 503(b)(9) or § 507(a)(3) should be asserted by filling in the appropriate information on this Proof of Claim form. All other administrative claims must be asserted by an appropriate "request" under 11 U.S.C. § 503(a) and should not be asserted on this Proof of Claim form.

Unsecured Nonpriority Claim

Check the appropriate place if you have an unsecured nonpriority claim, sometimes referred to as a "general unsecured claim". (See DEFINITIONS, above). If your claim is partly secured and partly unsecured, state here the amount that is unsecured. If part of your claim is entitled to priority, state here the amount **not** entitled to priority.

5. Total Amount of Claim at Time Case Filed:

Fill in the total amount of the entire claim. If interest or other charges in addition to the principal amount of the claim are included, check the appropriate place on the form and attach an itemization of the interest and charges.

6. Credits:

By signing this proof of claim, you are stating under oath that in calculating the amount of your claim you have given the debtor credit for all payments received from the debtor.

7. Supporting Documents:

You must attach to this proof of claim form copies of documents that show the debtor owes the debt claimed or, if the documents are too lengthy, a summary of those documents. If documents are not available, you must attach an explanation of why they are not available.

EXHIBIT 3

(Form of Publication Notice)

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

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In re : Chapter 11

:

Metaldyne Corporation, *et al.*, : Case No. 09-13412 (MG)

:

Debtors. : (Jointly Administered)

:

-----X

NOTICE OF DEADLINES FOR FILING OF PROOFS OF CLAIM
(GENERAL BAR DATE IS AUGUST 14, 2009)

PLEASE TAKE NOTICE OF THE FOLLOWING:

On July [__], 2009, the United States Bankruptcy Court for the Southern District of New York (the "Court") entered an order (the "Bar Date Order") establishing certain deadlines for the filing of proofs of claim in the chapter 11 cases of the following debtors and debtors in possession (collectively, the "Debtors"):

MD Products Corp. — 09-13411	Metaldyne Europe, Inc. — 09-13427
Metaldyne Corporation — 09-13412	Metaldyne Precision Forming - Fort Wayne, Inc. — 09-13428
Metaldyne Engine Co., LLC — 09-13413	Metaldyne Services, Inc. — 09-13429
Metaldyne Company, LLC — 09-13414	Metaldyne Sintered Components of Indiana, Inc. — 09-13430
Metaldyne Lester Precision Die Casting, Inc. — 09-13415	Metaldyne US Holding Co. — 09-13431
Metaldyne Sintered Components, LLC — 09-13416	ER Acquisition Corp. — 09-13432
Metaldyne Tubular Products, Inc. — 09-13417	GMTI Holding Company — 09-13433
Metaldyne DuPage Die Casting Corporation — 09-13418	Halyard Aviation Services, Inc. — 09-13434
Metaldyne Machining and Assembly Company, Inc. — 09-13419	MascoTech Saturn Holdings Inc. — 09-13435
Metaldyne Light Metals Company, Inc. — 09-13420	MASG Disposition, Inc. — 09-13436
Metaldyne Sintered Components St. Marys, Inc. — 09-13421	MASX Energy Service Group, Inc. — 09-13437
NC-M Chassis Systems, LLC — 09-13422	Precision Headed Products, Inc. — 09-13438
Punchcraft Company — 09-13423	Stahl International, Inc. — 09-13439
Windfall Specialty Powders, Inc. — 09-13424	WC McCurdy Co. — 09-13440
Metaldyne Asia, Inc. — 09-13425	Metaldyne Intermediate Holdco, Inc. — 09-13441
Metaldyne Driveline Co., LLC — 09-13426	

By the Bar Date Order, the Court established **August 14, 2009** (the "General Bar Date") as the general claims bar date for filing proofs of claim in the Debtors' cases. The General Bar Date and other bar dates described herein apply to all entities as defined in section 101(15) of the Bankruptcy Code, 11 U.S.C. §§ 101, *et seq.* (the "Bankruptcy Code"), including all persons, estates, trusts, governmental units and the United States trustee.

As used in this Notice, the term "claim" means, as to or against any of the Debtors and in accordance with section 101(5) of the Bankruptcy Code: (a) any right to payment, whether or not such right is reduced to judgment, liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured or unsecured; or (b) any right to an

equitable remedy for breach of performance if such breach gives rise to a right to payment, whether or not such right to an equitable remedy is reduced to judgment, fixed, contingent, matured, unmatured, disputed, undisputed, secured or unsecured.

1. THE BAR DATES

The Bar Date Order establishes the following bar dates for filing proofs of claim in these cases (collectively, the "Bar Dates"):

- (a) The General Bar Date. Pursuant to the Bar Date Order, except as described below, all entities holding claims against the Debtors that arose or are deemed to have arisen prior to the commencement of these cases on May 27, 2009 (the "Filing Date") are required to file proofs of claim by the General Bar Date on August 14, 2009. *The General Bar Date applies to all types of claims against the Debtors that arose prior to the Filing Date, including secured claims, unsecured priority claims (including, without limitation, claims entitled to priority under section 507(a)(4), section 507(a)(5), section 507(a)(8) and section 503(b)(9) of the Bankruptcy Code) and unsecured nonpriority claims.*
- (b) The Rejection Bar Date. Any entity whose claims arise out of the Court-approved rejection of an executory contract or unexpired lease, in accordance with section 365 of the Bankruptcy Code and pursuant to an order entered prior to the confirmation of a plan of reorganization in the applicable Debtor's chapter 11 case, must file a proof of claim on or before the later of (i) the General Bar Date or (ii) 30 days after the entry of the order authorizing the Debtor's rejection of the applicable contract or lease. The later of these dates is referred to in this Notice as the "Rejection Bar Date."
- (c) The Amended Schedule Bar Date. If, subsequent to the date of this Notice, a Debtor amends or supplements its schedules of assets and liabilities and statements of financial affairs (collectively, the "Schedules"), the parties affected will receive notice of the amendment or supplement and will be required to file a proof of claim in respect of the amended scheduled claim on or before the later of (i) the General Bar Date or (ii) 30 days after the date that notice of the applicable amendment or supplement to the Schedules is served on the claimant. The later of these dates is referred to in this Notice as the "Amended Schedule Bar Date."
- (d) The Governmental Unit Bar Date. Proof of claim of a governmental unit must be filed by November 23, 2009, unless the Rejection Bar Date or the Amended Schedule Bar Date applies to such claim. The later of these dates is referred to in this Notice as the "Governmental Unit Bar Date."

2. WHO MUST FILE A PROOF OF CLAIM

Unless one of the exceptions described in Section 5 below applies, you **MUST** file a proof of claim to vote on a chapter 11 plan of reorganization or to share in distributions from the Debtors' bankruptcy estates if you have a claim that arose or is deemed to have arisen prior to the Filing Date. Claims based on acts or omissions of the Debtors that occurred before the Filing

Date must be filed on or prior to the applicable Bar Date, even if such claims are not now fixed, liquidated or certain or did not mature or become fixed, liquidated or certain before the Filing Date.

Except where the Rejection Bar Date, the Amended Schedule Bar Date or the Governmental Unit Bar Date applies to establish a different deadline or one of the exceptions in Section 5 applies, the following entities MUST file proofs of claim on or before the General Bar Date:

- (a) any entity (i) whose prepetition claim against a Debtor is not listed in the applicable Debtor's Schedules or is listed as "disputed," "contingent" or "unliquidated" and (ii) that desires to participate in any of these chapter 11 cases or share in any distribution in any of these chapter 11 cases; and
- (b) any entity that believes its prepetition claim is improperly classified in the Schedules or is listed in an incorrect amount and that desires to have its claim allowed in a classification or amount other than that identified in the Schedules.

3. WHAT TO FILE

Claims should be asserted on proof of claim forms that conform substantially to Official Bankruptcy Form No. 10. Proof of claim forms may be obtained at the following websites: <http://www.bmcgroup.com/metaldyne> or <http://www.uscourts.gov/bkforms>.

All proof of claim forms must be **signed** by the claimant or, if the claimant is not an individual, by an authorized agent of the claimant. The proof of claim form must be written in English and be denominated in United States currency. You should attach to your completed proof of claim any documents on which the claim is based (or, if such documents are voluminous, attach a summary) or an explanation as to why the documents are not available.

Any entity asserting claims against more than one Debtor must file a separate proof of claim with respect to each such Debtor. In addition, any entity filing a proof of claim must identify on its proof of claim form the particular Debtor against which its claim is asserted. Any claim filed in the joint administration case number (Metaldyne Corporation, Case No. 09-13412) or that otherwise fails to identify a Debtor shall be deemed as filed only against Debtor Metaldyne Corporation. If more than one Debtor is listed on the form, the proof of claim will be treated as filed only against the first listed Debtor.

Under the Bar Date Order, the filing of a proof of claim form shall be deemed to satisfy the procedural requirements for the assertion of administrative priority claims under section 503(b)(9) of the Bankruptcy Code. A specific line item on the proof of claim form lets you assert the amount of your claim that you believe is entitled to priority status. All other administrative claims under section 503(b) of the Bankruptcy Code must be made by separate requests for payment in accordance with section 503(a) of the Bankruptcy Code and shall not be deemed proper if made by proof of claim. No deadline has been established for the filing of administrative claims other than claims under section 503(b)(9) of the Bankruptcy Code. Claims under section 503(b)(9) must be filed by the General Bar Date.

4. WHEN AND WHERE TO FILE

All proofs of claim must be filed so as to be received **on or before the applicable Bar Date**, at one of the following addresses (together, the "Metaldyne Claims Processing Center"):

IF SENT BY MAIL

Metaldyne Corporation
c/o BMC Group, Claims Processing
P.O. Box 3020
55317-3020

IF DELIVERED BY HAND OR OVERNIGHT COURIER

Metaldyne Corporation
c/o BMC Group, Claims Processing
18750 Lake Drive East
Chanhassen, MN 55317

Proofs of claim will be deemed filed only when **actually received** by the Metaldyne Claims Processing Center on or before the Bar Dates. **Proofs of claim may not be delivered by facsimile or electronic mail transmission.** Any facsimile or electronic mail submissions will not be accepted and will not be deemed filed until a proof of claim is submitted by one of the methods described above.

5. WHO NEED NOT FILE A PROOF OF CLAIM

The Bar Date Order further provides that the following entities, who otherwise would be subject to the General Bar Date, need NOT file proofs of claim in these cases:

- (a) Any entity that already has filed a signed proof of claim against the applicable Debtor(s) with the Clerk of the Bankruptcy Court for the Southern District of New York or the Metaldyne Claims Processing Center in a form substantially similar to Official Bankruptcy Form No. 10;
- (b) Any entity whose claim is listed on the Schedules if (i) the claim is not scheduled as "disputed," "contingent" or "unliquidated;" and (ii) such entity agrees with the amount, nature and priority of the claim as set forth in the Schedules; and (iii) such entity does not dispute that its claim is an obligation only of the specific Debtor against which the claim is listed in the Schedules;
- (c) A holder of a claim that previously has been allowed by order of the Court;
- (d) A holder of a claim that has been paid in full by any of the Debtors in accordance with the Bankruptcy Code or an order of the Court;
- (e) A holder of a claim for which a specific deadline previously has been fixed by the Court;
- (f) Any officer, director or employee of any of the Debtors having a claim against any of the Debtors for indemnification, contribution or reimbursement;

- (g) Any Debtor having a claim against another Debtor, or any of the wholly-owned direct and indirect nondebtor subsidiaries of the Debtors having a claim against any of the Debtors;
- (h) The parties to the Debtors' prepetition asset-based revolving credit facility, the Debtors' prepetition senior secured credit facility and the Debtors' postpetition secured financing facility need not file proofs of claim related to such financing facilities, to the extent they are excused from doing so in paragraph 17 of the Interim DIP Order or any final debtor in possession financing order.
- (i) Any holder of a claim allowable under sections 503(b) and 507(a)(2) of the Bankruptcy Code as an expense of administration (other than any claim allowable under section 503(b)(9) of the Bankruptcy Code); and
- (j) Any entity whose claim is limited exclusively to the repayment of principal, interest and/or other applicable fees and charges (a "Debt Claim") on or under any bond or note issued by the Debtor pursuant to an indenture (collectively, the "Notes"), including: (A) the 11% senior subordinated notes due 2012; and (B) the 10% senior notes due 2013; provided, however, that (i) the foregoing exclusion in this subparagraph shall not apply to the indenture trustee or similar agent under the applicable Note (the "Indenture Trustee"); (ii) the Indenture Trustee for a Note is required to file a proof of claim, on or before the General Bar Date, with respect to all of the Debt Claims on or under such Note; and (iii) any holder of a Debt Claim wishing to assert a claim, other than a Debt Claim, arising out of or relating to a Note is required to file a proof of claim on or before the General Bar Date, unless another exception in this paragraph applies.

In addition, the Bar Dates do not apply to any claims that may be asserted against any of the Debtors' non-debtor affiliates, including the Debtors' non-U.S. affiliates.

If you are a holder of an equity interest in the Debtors, you need not file a proof of interest with respect to the ownership of such equity interest at this time. However, if you desire to assert a claim against the Debtors, including a claim relating to such equity interest or the purchase or sale of such interest, a proof of such claim must be filed on or prior to the General Bar Date pursuant to the procedures set forth in this Motion.

6. CONSEQUENCES OF FAILURE TO FILE A PROOF OF CLAIM BY THE APPLICABLE BAR DATE

ANY ENTITY THAT IS REQUIRED TO FILE A PROOF OF CLAIM, BUT THAT FAILS TO DO SO BY THE APPLICABLE BAR DATE DESCRIBED IN THIS NOTICE, SHALL BE FOREVER BARRED, ESTOPPED AND ENJOINED FROM ASSERTING SUCH CLAIM AGAINST THE DEBTORS OR VOTING UPON, OR RECEIVING DISTRIBUTIONS UNDER, ANY PLAN OR PLANS OF REORGANIZATION IN THESE CHAPTER 11 CASES OR OTHERWISE FROM THE DEBTORS' ESTATES IN RESPECT OF SUCH CLAIM.

7. THE DEBTORS' SCHEDULES AND ADDITIONAL INFORMATION

You may be listed as the holder of a claim against one or more of the Debtors in the Debtors' Schedules. Copies of the Debtors' Schedules and other information regarding the Debtors' chapter 11 cases (including the Bar Date Order) are available for inspection free of charge on BMC's website at <http://www.bmcgroup.com/metaldyne>. The Schedules and other filings in the Debtors' chapter 11 cases also are available for a fee at the Court's website at <http://www.nysb.uscourts.gov>.

If you rely on the Debtors' Schedules, it is your responsibility to determine that the claim is accurately listed in the Schedules.

If you require additional information regarding the filing of a proof of claim, you may contact BMC at 888-909-0100.

A HOLDER OF A POSSIBLE CLAIM AGAINST THE DEBTORS SHOULD CONSULT AN ATTORNEY REGARDING ANY MATTERS NOT COVERED BY THIS NOTICE, SUCH AS WHETHER THE HOLDER SHOULD FILE A PROOF OF CLAIM.

Dated: New York, New York
_____, 2009

BY ORDER OF THE COURT

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- and -

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ATTORNEYS FOR
DEBTORS AND DEBTORS IN POSSESSION

EXHIBIT 4

(Proposed Bar Date Order)

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

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

**ORDER ESTABLISHING BAR DATES FOR FILING PROOFS OF
CLAIM AND APPROVING FORM AND MANNER OF NOTICE THEREOF**

This matter coming before the Court on the Motion of Debtors and Debtors in Possession for an Order Establishing Bar Dates for Filing Proofs of Claim and Approving Form and Manner of Notice Thereof (the "Motion"),¹ filed by the above-captioned debtors and debtors in possession (collectively, the "Debtors"); the Court having reviewed the Motion and having heard the statements of counsel regarding the relief requested in the Motion at a hearing before the Court (the "Hearing"); the Court finding 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)(2) and (c) notice of the Motion and the Hearing was sufficient under the circumstances; and the Court having determined that the legal and factual bases set forth in the Motion and at the Hearing establish just cause for the relief granted herein;

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED as set forth herein.

¹ Capitalized terms not otherwise defined herein have the meanings given to them in the Motion or notices attached thereto.

2. As used herein, (a) the term "claim" has the meaning given to it in section 101(5) of the Bankruptcy Code, and (b) the term "entity" has the meaning given to it in section 101(15) of the Bankruptcy Code.

3. The forms of the Bar Date Notice, the Publication Notice and the Proof of Claim Form, and the manner of providing notice of the Bar Dates proposed in the Motion, are approved in all respects pursuant to Bankruptcy Rules 2002(a)(7) and 2002(1), Local Bankruptcy Rule 3003-1 and General Order M-350. The form and manner of notice of the Bar Dates approved herein are deemed to fulfill the notice requirements of the Bankruptcy Code, the Bankruptcy Rules, the Local Bankruptcy Rules and General Order M-350. As such, the Debtors are authorized to serve the Bar Date Notice Package in the manner described in paragraphs 14 and 15 below.

4. Except as otherwise provided in this Order, all entities that assert a claim against a Debtor that arose or is deemed to have arisen prior to commencement of these chapter 11 cases on May 27, 2009 (the "Filing Date") must file a proof of claim in writing in accordance with the procedures described herein on or before **August 14, 2009** ("General Bar Date"). For the avoidance of doubt and without limiting the foregoing, the General Bar Date applies to entities whose claims against a Debtor arise out of the obligations of those entities under a contract for the provision of liability insurance to the Debtor.

5. The General Bar Date applies to all types of claims against the Debtors that arose prior to the Filing Date, including secured claims, unsecured priority claims (including, without limitation, claims entitled to priority under section 507(a)(4), section 507(a)(5), section 507(a)(8) and section 503(b)(9) of the Bankruptcy Code) and unsecured nonpriority claims. The filing of a proof of claim form shall be deemed to satisfy the

procedural requirements for the assertion of administrative priority claims under section 503(b)(9) of the Bankruptcy Code. All other administrative claims under section 503(b) of the Bankruptcy Code shall be made by separate requests for payment in accordance with section 503(a) of the Bankruptcy Code and shall not be deemed proper if made by proof of claim. The establishment of a General Bar Date shall not supersede any provision of the Interim DIP Order (or any final order entered in respect of such matter) that provides specific provision for the filing of proofs of claim by the Debtors' secured lenders.

6. Subject to the provisions of paragraphs 10 through 12 of this Order with respect to holders of claims subject to the Rejection Bar Date, the Amended Schedule Bar Date and Governmental Unit Bar Date and the exceptions described in paragraph 8 below, the following entities must file a proof of claim on or before the General Bar Date:

(a) any entity (i) whose prepetition claim against a Debtor is not listed in the applicable Debtor's Schedules or is listed as disputed, contingent or unliquidated and (ii) that desires to participate in any of these chapter 11 cases or share in any distribution in any of these chapter 11 cases; and

(b) any entity that believes that its prepetition claim is improperly classified in the Schedules or is listed in an incorrect amount and that desires to have its claim allowed in a classification or amount other than that identified in the Schedules.

7. The following procedures for the filing of proofs of claim shall apply:

(a) Proofs of claim must be on the Proof of Claim Form attached hereto as Appendix B or otherwise conform substantially to Official Bankruptcy Form No. 10;

(b) Proofs of claim must be filed either (i) by mailing the original proof of claim to Metaldyne Corporation, c/o BMC Group, Claims Processing, P.O. Box 3020, Chanhassen, MN 55317-3020 or (ii) by delivering the original proof of claim by hand or overnight courier to Metaldyne Corporation, c/o BMC Group, Claims Processing, 18750 Lake Drive East, Chanhassen, MN 55317. Proofs of claim submitted by facsimile or electronic mail shall not be accepted and shall not be deemed properly filed;

(c) Proofs of claim will be deemed filed only when actually received by the Debtors' claims agent, The BMC Group, Inc. ("BMC"), at the addresses above on

or before the applicable Bar Date. If a creditor wishes to receive acknowledgement of BMC's receipt of a proof of claim, the creditor also must submit to BMC by the applicable Bar Date and concurrently with submitting its original proof of claim (i) a copy of the original proof of claim and (ii) a self-addressed, postage prepaid return envelope;

(d) Proofs of claim must (i) be signed; (ii) include supporting documentation (or, if such documents are voluminous, a summary) or an explanation as to why documentation is not available; (iii) be in the English language; and (iv) be denominated in United States currency; and

(e) Proofs of claim must specify the name and case number of the Debtor against which the claim is filed. If the holder asserts a claim against more than one Debtor or has claims against different Debtors, a separate proof of claim form must be filed with respect to each Debtor. Any entity asserting claims against more than one Debtor must file a separate proof of claim with respect to each such Debtor. In addition, any entity filing a proof of claim must identify on its proof of claim form the particular Debtor against which its claim is asserted. If more than one debtor is listed on the form, the claim shall be treated as filed only against the first listed Debtor. Any claim filed in the joint administration case number (Metaldyne Corporation, Case No. 09-13412) or otherwise that fails to identify a Debtor shall be deemed to be filed only against Debtor Metaldyne Corporation.

8. The following entities, whose claims otherwise would be subject to the General Bar Date, shall not be required to file proofs of claim in these chapter 11 cases:

(a) Any entity that already has filed a signed proof of claim against the applicable Debtor(s) with the Clerk of the Bankruptcy Court for the Southern District of New York or the Metaldyne Claims Processing Center in a form substantially similar to Official Bankruptcy Form No. 10;

(b) Any entity whose claim is listed on the Schedules if (i) the claim is not scheduled as "disputed," "contingent" or "unliquidated" and (ii) such entity agrees with the amount, nature and priority of the claim as set forth in the Schedules and (iii) such entity does not dispute that its claim is an obligation only of the specific Debtor against which the claim is listed in the Schedules;

(c) A holder of a claim that previously has been allowed by order of the Court;

(d) A holder of a claim that has been paid in full by any of the Debtors in accordance with the Bankruptcy Code or an order of the Court;

(e) A holder of a claim for which a specific deadline previously has been fixed by the Court;

(f) Any officer, director or employee of any of the Debtors having a claim against any of the Debtors for indemnification, contribution or reimbursement;

(g) Any Debtor having a claim against another Debtor or any of the wholly-owned direct and indirect nondebtor subsidiaries of the Debtors having a claim against any of the Debtors;

(h) The parties to the Debtors' prepetition asset-based revolving credit facility, the Debtors' prepetition senior secured credit facility and the Debtors' postpetition secured financing facility need not file proofs of claim related to such financing facilities, to the extent they are excused from doing so in paragraph 17 of the Interim DIP Order or any final debtor in possession financing order.

(i) Any holder of a claim allowable under sections 503(b) and 507(a)(2) of the Bankruptcy Code as an expense of administration (other than any claim allowable under section 503(b)(9) of the Bankruptcy Code); and

(j) Any entity whose claim is limited exclusively to the repayment of principal, interest and/or other applicable fees and charges (a "Debt Claim") on or under any bond or note issued by the Debtor pursuant to an indenture (collectively, the "Notes"), including: (A) the 11% senior subordinated notes due 2012; and (B) the 10% senior subordinated notes due 2013; provided, however, that (i) the foregoing exclusion in this subparagraph shall not apply to the indenture trustee or similar agent under the applicable Note (the "Indenture Trustee"); (ii) the Indenture Trustee for a Note is required to file a proof of claim, on or before the General Bar Date, with respect to all of the Debt Claims on or under such Note; and (iii) any holder of a Debt Claim wishing to assert a claim, other than a Debt Claim, arising out of or relating to a Note is required to file a proof of claim on or before the General Bar Date, unless another exception in this paragraph applies.

9. The holders of equity security interesting the Debtors need not file proofs of interest with respect to the ownership of such equity interests, provided, however, that if any party desires to assert a claim against the Debtors (including a claim relating to an equity interest or the purchase or sale of such equity interest), a proof of such claim must be filed on or prior to the General Bar Date pursuant to the procedures set forth in this Order.

10. Any entity holding a Rejection Damages Claim arising from the rejection of an executory contract or unexpired lease pursuant to an order entered prior to the confirmation of a plan of reorganization in the applicable Debtor's chapter 11 case (a "Rejection Order") shall be required to file a proof of claim in respect of such Rejection Damages Claim in accordance

with the procedures described herein by the Rejection Bar Date. The Rejection Bar Date shall be the later of (a) the General Bar Date or (b) 30 days after the date of entry of the applicable Rejection Order.

11. The Debtors shall retain the right to (a) dispute, or assert offsets or defenses against, any filed claim or any claim listed or reflected in the Schedules as to nature, amount, liability, classification or otherwise; (b) subsequently designate any scheduled claim as disputed, contingent or unliquidated; and (c) otherwise amend or supplement the Schedules. If the Debtors amend or supplement their Schedules after the service of the Bar Date Notice Package, the Debtors shall give notice of any such amendment or supplement to the holders of claims affected thereby, including notice of the Amended Schedules Bar Date to file proofs of claim in response to the amendment or supplement to the Schedules. In particular, if a Debtor amends or supplements its Schedules to reduce the undisputed, noncontingent and liquidated amount, to change the nature or classification of a claim against the Debtor or to add a new claim to the Schedules, the affected claimant is required to file a proof of claim or amend any previously filed proof of claim in respect of the amended scheduled claim in accordance with the procedures described herein by the Amended Schedule Bar Date. The Amended Schedule Bar Date shall be the later of (a) the General Bar Date; or (b) 30 days after the date that notice of the applicable amendment to the Schedules is served on the claimant. Notwithstanding the foregoing, nothing contained herein shall preclude the Debtors from objecting to any claim, whether scheduled or filed, on any grounds.

12. Governmental units shall be required to file a proof of claim by November 23, 2009, unless the Rejection Bar Date or the Amended Schedule Bar Date applies to such claim.

13. Pursuant to Bankruptcy Rule 3003(c)(2), any entity that is required to file a proof of claim in these chapter 11 cases pursuant to the Bankruptcy Code, the Bankruptcy Rules or this Order with respect to a particular claim against a Debtor, but that fails to properly do so by the applicable Bar Date, shall be forever barred, estopped and enjoined from:

- (a) asserting any claim against the Debtors the entity has that (i) is in an amount that exceeds the amount, if any, that is identified in the Schedules on behalf of such entity as undisputed, noncontingent and liquidated or (ii) is of a different nature or a different classification than any claim identified in the Schedules on behalf of such entity (any such claim under subparagraph (a) of this paragraph being referred to herein as an "Unscheduled Claim"); or
- (b) voting upon, or receiving distributions under any plan of reorganization in these chapter 11 cases or otherwise from the Debtors' estates in respect of an Unscheduled Claim.

14. As soon as practicable, but in any event no later than July 10, 2009, the Debtors, through BMC or otherwise, shall mail the Bar Date Notice Package, including a copy of the Bar Date Notice and the Proof of Claim Form substantially in the forms attached hereto as Appendix A and Appendix B, respectively, by first class mail, postage prepaid, on:

- (a) all known potential holders of claims as of the date of this Order, including all persons or entities listed in the Schedules as potentially holding claims;
- (b) the U.S. Trustee;
- (c) counsel to each official committee;
- (d) all persons or entities that have requested notice of the proceedings in these chapter 11 cases as of the date of this Order, as reflected on the General Service List and the Special Service List in these cases;
- (e) all persons or entities that have filed proof of claims in these cases as of the date of this Order;
- (f) all parties to executory contracts and unexpired leases of the Debtors;

- (g) all parties to litigation with the Debtors;
- (h) the Internal Revenue Service for this District and all other taxing authorities for the jurisdictions in which the Debtors do business;
- (i) the employees and recent former employees of the Debtors;
- (j) all suppliers of the Debtors;
- (k) all customers of the Debtors; and
- (l) such additional persons and entities as deemed appropriate by the Debtors.

15. As part of the Bar Date Package, the Debtors shall mail one or more Proof of Claim Forms (as appropriate) to the parties receiving the Bar Date Notice. For holders of potential claims listed in the Schedules, the Proof of Claim Form mailed to such entities shall indicate how the Debtors have scheduled the creditor's claim in the Schedules, including (a) the identity of the Debtor against which the entity's claim is scheduled; (b) the amount of the claim, if any; (c) whether the claim is listed as disputed, contingent or unliquidated; and (d) whether the claim is listed as a secured, unsecured priority or unsecured priority claim.

16. Upon the advance express written consent of the Debtors, a claimant's proof of claim may be filed without the documents required by Bankruptcy Rules 3001(c) and 3001(d); provided, however, that any claimant that receives such a written consent shall be required to transmit these documents in support of its claim to BMC, the Debtors or other parties in interest within ten days after the date of a written request for such documents.

17. Pursuant to Bankruptcy Rule 2002(f), the Debtors shall publish notice of the Bar Dates in substantially the form of the Publication Notice attached hereto as Appendix C, once, in *The Detroit Free Press* and the national edition of *The Wall Street Journal* at least 25 days prior to the General Bar Date, which publications are hereby approved and shall be deemed good, adequate and sufficient publication notice of the Bar Dates. The Debtors, in their sole

discretion, may publish the Publication Notice in other newspapers, trade journals or similar publications.

18. The Debtors and BMC are authorized and empowered to take such steps and perform such acts as may be necessary to implement and effectuate the terms of this Order.

19. The entry of this Order is without prejudice to the right of the Debtors to seek a further order of this Court fixing a date by which holders of claims or interests not subject to the Bar Dates established herein must file such proofs of claim or interest or be barred from doing so.

Dated: New York, New York
_____, 2009

UNITED STATES BANKRUPTCY JUDGE

APPENDIX A

(Form of Notice of Bar Date)

[See Exhibit 1 to the Motion]

APPENDIX B

(Proof of Claim Form)

[See Exhibit 2 to the Motion]

APPENDIX C

(Form of Publication Notice)

[See Exhibit 3 to the Motion]