

Hearing Date and Time: None Proposed  
Response Deadline: None Proposed

JONES DAY  
222 East 41st Street  
New York, New York 10017  
Telephone: (212) 326-3939  
Facsimile: (212) 755-7306  
Richard H. Engman

- and -

JONES DAY  
North Point  
901 Lakeside Avenue  
Cleveland, Ohio 44114  
Telephone: (216) 586-3939  
Facsimile: (216) 579-0212  
Heather Lennox  
Ryan T. Routh

Attorneys for Debtors  
and Debtors in Possession

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

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

**MOTION OF DEBTORS AND DEBTORS IN POSSESSION  
FOR AN ORDER SHORTENING TIME, PURSUANT  
TO BANKRUPTCY RULES 2002(a) AND 9006(c),  
WITH RESPECT TO HEARING ON MOTION OF DEBTORS  
AND DEBTORS IN POSSESSION, PURSUANT TO SECTION 363  
OF THE BANKRUPTCY CODE AND BANKRUPTCY RULE 9019, FOR AN  
ORDER APPROVING A SETTLEMENT AGREEMENT WITH ALCOA, INC.**

TO THE HONORABLE  
UNITED STATES BANKRUPTCY JUDGE:

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

**Background**

1. On May 27, 2009 (the "Petition Date"), the Debtors 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 filed motions (Docket Nos. 214 and 323) to sell their powertrain and chassis assets and to establish an auction process or processes and bid procedures to consummate these sales (collectively, the "Sale Processes"). 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. Contemporaneously with this Motion, the Debtors have filed the Motion of Debtors and Debtors in Possession, Pursuant to Section 363 of the Bankruptcy Code and Bankruptcy Rule 9019, for an Order Approving a Settlement Agreement with Alcoa, Inc. (the "Alcoa Motion"). By the Alcoa Motion, the Debtors seek the entry of an order, pursuant to section 363 of the Bankruptcy Code and Rule 9019 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), approving their entry into and performance under a settlement and mutual release agreement dated July 8, 2009 (the "Settlement Agreement") settling a commercial dispute between Metaldyne Company LLC ("Metaldyne Co.") and Alcoa, Inc. ("Alcoa").

9. By this Motion, the Debtors request a shortening of the notice period under Bankruptcy Rules 2002(a)(2), 2002(a)(3) and 9006(c) and paragraph 13 of the Administrative Order, Pursuant to Rule 1015(c) of the Federal Rules of Bankruptcy Procedure, Establishing Case Management and Scheduling Procedures, entered June 5, 2009 (Docket No. 133) (the "Case Management Order"), to allow the Alcoa Motion to be heard at the hearing date in these cases set for July 20, 2009 at 10:00 a.m., Eastern Time. The Debtors also request that the Court enter an order requiring that objections to the Alcoa Motion be filed and served so that they are received no later than July 16, 2009 at 12:00 p.m., Eastern Time. The Debtors propose that notice of the expedited hearing be provided to parties by serving them with a copy of the Alcoa Motion and a hearing notice in substantially the form attached hereto as Exhibit 1 (the "Notice").

### **Grounds Exist to Shorten Notice**

10. Bankruptcy Rules 2002(a)(2) and 2002(a)(3) provide that the Court, for cause shown, can provide that the notice period for a proposed use, sale, or lease of property of

the estate other than in the ordinary course of business, or the proposed approval of a compromise or settlement of certain controversies, be shortened, or can direct another method for giving notice. Bankruptcy Rule 9006(c) provides that, when an act is required or allowed to be done at or within a specified time by the Bankruptcy Rules, a notice given thereunder or by order of the Court, the Court for cause shown may in its discretion order such period reduced. The ability to request a hearing on shortened notice also is recognized in paragraph 13 of the Case Management Order.

11. As described in detail in the Alcoa Motion, Alcoa and Metaldyne are parties to the Settlement Agreement which settles a commercial dispute between Metaldyne and Alcoa. A trial in this litigation, which is not stayed under section 362 of the Bankruptcy Code, is presently scheduled to commence on July 28, 2009 (although the Debtors and Alcoa have discussed seeking a postponement of the trial).

12. The Debtors believe that an expedited hearing is warranted under the circumstances. In particular, shortened notice is appropriate because the Settlement Agreement obviates the need to unnecessarily spend valuable time and resources -- including spending money on counsel for the Debtors in the litigation -- preparing for a trial currently scheduled for July 28, 2009.

13. Shortened notice will not prejudice any party in interest because parties in interest will continue to have ample notice of the Alcoa Motion and opportunity to object.

14. In light of the foregoing, the Debtors believe that it is appropriate for the Court to shorten the notice period required by the Bankruptcy Rules to allow the Alcoa Motion to be heard at the hearing on July 20, 2009 at 10:00 a.m. Eastern Time. If the Court will not hear the Alcoa Motion on such shortened notice, the Debtors request the Court to shorten the notice

period required by the Bankruptcy Rules to 19 days to allow the Alcoa Motion to be heard at the hearing on July 27, 2009 at 10:00 a.m. Eastern Time (one day prior to the scheduled trial in the District Court).

**No Prior Request**

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

WHEREFORE, the Debtors respectfully request that the Court (a) enter an order substantially in the form attached hereto as Exhibit 2, granting the relief requested herein; and (b) grant such other and further relief to the Debtors as the Court may deem proper.

Dated: July 8, 2009  
New York, New York

Respectfully submitted,

/s/ Ryan T. Routh

Richard H. Engman  
JONES DAY  
222 East 41st Street  
New York, New York 10017  
Telephone: (212) 326-3939  
Facsimile: (212) 755-7306

- and -

Heather Lennox  
Ryan T. Routh  
JONES DAY  
North Point  
901 Lakeside Avenue  
Cleveland, Ohio 44114  
Telephone: (216) 586-3939  
Facsimile: (216) 579-0212

ATTORNEYS FOR DEBTORS AND  
DEBTORS IN POSSESSION

**EXHIBIT 1**



JONES DAY  
222 East 41st Street  
New York, New York 10017  
Telephone: (212) 326-3939  
Facsimile: (212) 755-7306  
Richard H. Engman

- and -

JONES DAY  
North Point  
901 Lakeside Avenue  
Cleveland, Ohio 44114  
Telephone: (216) 586-3939  
Facsimile: (216) 579-0212  
Heather Lennox  
Ryan T. Routh

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 EXPEDITED HEARING ON MOTION OF DEBTORS  
AND DEBTORS IN POSSESSION, PURSUANT TO SECTION 363  
OF THE BANKRUPTCY CODE AND BANKRUPTCY RULE 9019,  
FOR AN ORDER APPROVING A SETTLEMENT AGREEMENT WITH ALCOA, INC.**

**PLEASE TAKE NOTICE OF THE FOLLOWING:**

1. An expedited hearing to consider the Motion of the Debtors and Debtors in Possession, Pursuant to Section 363 of the Bankruptcy Code and Bankruptcy Rule 9019, for

an Order Approving a Settlement Agreement with Alcoa, Inc. (the "Motion") 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 20, 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 **12:00 p.m. (Eastern Standard Time) on July 16, 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](http://www.bmcgroup.com/metaldyne).

Dated: July 8, 2009  
New York, New York

Respectfully submitted,

/s/ Ryan T. Routh

---

Richard H. Engman  
JONES DAY  
222 East 41st Street  
New York, New York 10017  
Telephone: (212) 326-3939  
Facsimile: (212) 755-7306

- and -

Heather Lennox  
Ryan T. Routh  
JONES DAY  
North Point  
901 Lakeside Avenue  
Cleveland, Ohio 44114  
Telephone: (216) 586-3939  
Facsimile: (216) 579-0212

ATTORNEYS FOR DEBTORS AND  
DEBTORS IN POSSESSION

**EXHIBIT 2**

**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 SHORTENING TIME, PURSUANT TO BANKRUPTCY  
RULES 2002(a) AND 9006(c), WITH RESPECT TO HEARING ON  
MOTION OF DEBTORS AND DEBTORS IN POSSESSION,  
PURSUANT TO SECTION 363 OF THE BANKRUPTCY CODE  
AND BANKRUPTCY RULE 9019, FOR AN ORDER  
APPROVING A SETTLEMENT AGREEMENT WITH ALCOA, INC.**

This matter coming before the Court on the Motion of Debtors and Debtors in Possession for an Order Shortening Time, Pursuant to Bankruptcy Rules 2002(a) and 9006(c), With Respect to Hearing on Motion of the Debtors and Debtors in Possession, Pursuant to Section 363 of the Bankruptcy Code and Bankruptcy Rule 9019, for an Order Approving a Settlement Agreement with Alcoa, Inc. (the "Motion to Expedite"),<sup>1</sup> filed by the debtors and debtors in possession in the above-captioned cases (collectively, the "Debtors"); the Court having reviewed the Motion to Expedite; and the Court having found that (a) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334, (b) this is a core proceeding pursuant to 28 U.S.C. § 157(b), and (c) notice of the Motion to Expedite was sufficient under the circumstances and the Motion to Expedite may be determined on an *ex parte* basis; and the Court having determined that the legal and factual bases set forth in the Motion to Expedite establish just cause for the relief granted herein;

<sup>1</sup> Capitalized terms not otherwise defined herein shall have the meanings given to them in the Motion to Expedite.

IT IS HEREBY ORDERED THAT:

1. The Motion to Expedite is GRANTED as set forth herein.
2. An expedited hearing on the Alcoa Motion is scheduled for July 20, 2009 at 10:00 a.m., Eastern Time. Any objections to the Alcoa Motion shall be filed and served so that they are received by July 16, 2009 at 12:00 p.m., Eastern Time.
3. The Debtors shall serve the Alcoa Motion and a notice in substantially the form attached to the Motion to Expedite as Exhibit 1 by e-mail, facsimile, hand delivery or overnight delivery service on (a) the parties identified on the Special Service List and General Service List and (b) counsel to Alcoa. Completion of this service shall be deemed sufficient and adequate notice in accordance with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules and the Local Rules of this Court.

Dated: New York, New York  
\_\_\_\_\_, 2009

---

UNITED STATES BANKRUPTCY JUDGE