

**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

**INTERIM ORDER, PURSUANT TO SECTIONS 105, 363 AND 364
OF THE BANKRUPTCY CODE, AUTHORIZING THE DEBTORS
TO PAY PREPETITION CLAIMS OF CERTAIN FOREIGN VENDORS**

This matter coming before the Court on the Motion of Debtors and Debtors in Possession, Pursuant to Sections 105, 363 and 364 of the Bankruptcy Code, for an Order for an Order Authorizing Them to Pay the Prepetition Claims of Certain Foreign Vendors (the "Motion"),¹ filed by the debtors and debtors in possession in the above-captioned cases (collectively, the "Debtors"); the Court having reviewed the Motion, the Memorandum of Law, the Affidavit of Linda Theisen in Support of Certain Requests for First Day Relief Related to Suppliers (the "Theisen Affidavit") and the Affidavit of Thomas A. Amato filed in support of the Debtors' first day papers (the "Amato Affidavit") and having considered the statements of counsel and the evidence adduced with respect to the Motion at a hearing before the Court (the "Hearing"); and the Court having found that (a) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334, (b) this is a core proceeding pursuant to 28 U.S.C. § 157(b), (c) notice of the Motion and the Hearing was sufficient under the circumstances, (d) there is good cause to waive the ten-day stay imposed by Bankruptcy Rule 6004(h) to the extent it is applicable and (e) the payment of the Foreign Claims on the terms and conditions described

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

in the Motion is necessary and appropriate (i) to prevent serious disruptions to the Debtors' chapter 11 strategy, (ii) to preserve the going concern value of the Debtors' businesses and the Debtors' estates for the benefit of all stakeholders and (iii) necessary to prevent immediate and irreparable harm to the Debtors and their estates; and the Court having determined that the legal and factual bases set forth in the Motion, the Memorandum of Law, the Theisen Affidavit and the Amato Affidavit and at the Hearing establish just cause for the relief granted herein;

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED on an interim basis as set forth herein.
2. The Debtors are authorized, in the Debtors' sole discretion and subject to the terms and conditions set forth herein, to pay the Foreign Claims, including any foreign tax, import/export fees, customs fees or duties owed in connection with such claims, up to \$2.2 million.
3. Each recipient of a Foreign Payment shall be required, to the extent applicable to continue to extend normalized trade credit and provide other business terms on a postpetition basis (consistent with past practices), including with respect to credit limits, the pricing of goods and services and the provision of equivalent levels of service, on terms at least as favorable as those extended prepetition, or on such other terms acceptable to the Debtors in their business judgment, until the Debtors emerge from chapter 11 (collectively, the "Trade Terms").
4. If a Foreign Vendor accepts a Foreign Payment and fails to provide the Debtors with the requisite Trade Terms, then (a) any Foreign Payment received by the Foreign Vendor shall be deemed an unauthorized postpetition transfer under section 549 of the Bankruptcy Code that the Debtors may either (i) recover from the Foreign Vendor in cash or goods or (ii) at the Debtors' option, apply against any outstanding administrative claim held by

such Foreign Vendor; and (b) upon recovery of any Foreign Payment, the corresponding prepetition claim of the Foreign Vendor will be reinstated in the amount recovered by the Debtors, less the Debtors' reasonable costs to recover such amounts.

5. The Debtors' banks and other financial institutions (collectively, the "Banks") are authorized and directed, when requested by the Debtors in the Debtors' sole discretion, to receive, process, honor and pay all checks presented for payment of, and to honor all fund transfer requests made by the Debtors related to, Foreign Claims, whether such checks were presented or fund transfer requests were submitted prior to or after the Petition Date, provided that funds are available in the Debtors' accounts to cover such checks and fund transfers. The Banks are authorized to rely on the Debtors' designation of any particular check or fund transfer as approved by this Order.

6. Nothing in the Motion or this Order, nor the Debtors' payment of claims pursuant to this Order, shall be deemed or construed as: (a) an admission as to the validity of any claim against the Debtors; (b) a waiver of the Debtors' rights to dispute any claim on any grounds; (c) a promise to pay any claim; (d) an implication or admission that any particular claim would constitute a Foreign Claim; or (e) a request to assume any executory contract or unexpired lease, pursuant to section 365 of the Bankruptcy Code.

7. Any objection to granting of the relief requested by the Motion on a permanent basis shall be filed with the Court on or before 4:00 p.m. Eastern Standard Time on June 15, 2009 (the "Objection Deadline"), and served, so as to be received by the Objection Deadline, upon: (a) the Office of the United States Trustee for the Southern District of New York, Manhattan Office, 33 Whitehall Street, 21st Floor, New York, New York 10004 (Attn: Paul Schwartzberg, Esq. and Richard Morrissey, Esq.); and (b) (i) Metaldyne Corporation, 47603 Halyard Drive, Plymouth, Michigan 48170 (Attn: David McKee, Gen. Counsel); (ii) Jones

Day, 222 East 41st Street, New York, New York 10017 (Attn: Richard Engman, Esq.); and (iii) Jones Day, North Point, 901 Lakeside Avenue, Cleveland, Ohio 44114-1190 (Attn: Heather Lennox, Esq.). The Debtors submit that no other or further notice need be provided.

8. The Debtors shall, within two business days of the date of entry of this Interim Order, serve by United States mail, first class postage prepaid, copies of the Motion, this Interim Order and a notice (the "Final Hearing Notice") of the final hearing on the Motion (the "Final Hearing") to be held on **June 22, 2009 at 10:00 a.m. in Courtroom 501** on: (a) the U.S. Trustee; (b) counsel to The Bank of New York Mellon and JPMorgan Chase Bank, N.A., as agents for the Debtors' prepetition senior secured credit facility; (c) counsel to Deutsche Bank A.G., New York, as agent for the Debtors' prepetition asset-backed secured revolving credit facility and as agent and lender under the Debtors' postpetition financing facility; (d) counsel to The Bank of New York Trust Company, N.A., in its capacity as the indenture trustee for the remaining outstanding Notes; (e) counsel to the North American OEMs; (f) counsel to Asahi Tec; (g) counsel to RHJI; (h) those creditors holding the 50 largest unsecured claims against the Debtors' estates; and (i) those persons who have formally appeared and requested service in this proceeding pursuant to Bankruptcy Rule 2002.

9. If no objections are timely filed and served as set forth herein, the Debtors shall, on or after the Objection Deadline, submit to the Court a final order substantially in the form of the Final Order attached to the Motion, which Order may be entered with no further notice or opportunity to be heard afforded to any party.

10. Pursuant to Bankruptcy Rule 6004(h), this Order shall be immediately effective and enforceable upon its entry.

Dated: New York, New York
May 29, 2009

/s/Martin Glenn
UNITED STATES BANKRUPTCY JUDGE