

BINGHAM McCUTCHEM LLP

Steven Wilamowsky
399 Park Avenue
New York, NY 10022
Telephone: (212) 705-7000

-and-

Sabin Willett
Rheba Rutkowski (*pro hac vice application pending*)
One Federal Street
Boston, MA 02110
Telephone: (617) 951-8000

Counsel to BDC Finance, L.L.C.

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

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

NOTICE OF APPEAL

Pursuant to 28 U.S.C. § 158(a) and Rules 8001(a) and 8002 of the Federal Rules of Bankruptcy Procedure, BDC Finance, L.L.C. hereby notices its appeal to the United States District Court for the Southern District of New York from the following orders of the United States Bankruptcy Court for the Southern District of New York (Glenn, J.) (the “Bankruptcy Court”):

(1) Order (I) Authorizing the Sale of Substantially All of the Debtors’ Assets Free and Clear of Liens, Claims, Interests and Encumbrances, (II) Authorizing the Assumption and Assignment of Certain Executory Contracts and Leases in Connection Therewith and

(III) Granting Related Relief (the “Sale Order”; Dkt. No. 674); and (2) oral order denying BDC Finance, L.L.C.’s Emergency Motion to Adjourn Sale Hearing (Dkt. No. 636).

The Sale Order was entered by the Bankruptcy Court on August 12, 2009, along with the Bankruptcy Court’s Memorandum Opinion Granting the Debtors’ Motion to Approve Sale of Substantially All of the Debtors’ Assets to MD Investors Corp. (the “Opinion”; Dkt No. 675). A copy of the Sale Order is annexed hereto as Exhibit A. A copy of the Opinion is annexed hereto as Exhibit B.

The parties to this appeal and their respective counsel are:

Appellant and Counsel:

BDC Finance, L.L.C.

BINGHAM MCCUTCHEN LLP
Steven Wilamowsky, Esq.
399 Park Avenue
New York, NY 10022
Telephone: (212) 705-7000

-and-

Sabin Willett, Esq.
Rheba Rutkowski, Esq. (*pro hac vice application pending*)
One Federal Street
Boston, MA 02110
Telephone: (617) 951-8000

Appellees and Counsel:

Metaldyne Corporation, et al., Debtors in Possession

JONES DAY
Heather Lennox, Esq.
Ryan T. Routh, Esq.
901 Lakeside Avenue
Cleveland, Ohio 44114-1190
Telephone: (216) 586-3939

-and-

Robert W. Hamilton, Esq.
325 John H. McConnell Boulevard - Suite 600
Columbus, Ohio 43215
Telephone: (614) 469-3939

-and-

Richard H. Engman, Esq.
222 E. 41st St.
New York, NY 10017
Telephone: (212) 326-3939

-and-

George T. Manning, Esq.
2727 North Harwood Street
Dallas, Texas 75201-1515
Telephone: (214) 220-3939

Interested Parties and Counsel:

The Official Committee of Unsecured Creditors

REED SMITH LLP

Mark D. Silverschotz, Esq.
599 Lexington Avenue
New York, NY 10022
Telephone : (212) 521-5400

-and-

Kurt F. Gwynne, Esq.
1201 Market Street - Suite 1500
Wilmington, DE 19801
Telephone: (302) 778-7500

MD Investors Corporation

KIRKLAND & ELLIS LLP

David A. Agay, Esq.
300 North LaSalle
Chicago, IL 60654
Telephone: (312) 862-2000

-and-

Benjamin J. Steele, Esq.
601 Lexington Avenue
New York, NY 10022
Telephone: (212) 446-4800

JPMorgan Chase Bank, as Agent

SIMPSON THATCHER & BARTLETT LLP

Kenneth S. Ziman, Esq.
425 Lexington Avenue

New York, NY 10017-3954
Telephone: (212) 455-2565

Dated: New York, New York.
August 19, 2009

BINGHAM McCUTCHEM LLP

By: /s/Steven Wilamowsky

Steven Wilamowsky (2682680)
399 Park Avenue
New York, NY 10022
Telephone: (212) 705-7000

-and-

Sabin Willett
Rheba Rutkowski (*pro hac vice*
application pending)
One Federal Street
Boston, MA 02110
Telephone: (617) 951-8000

Counsel to BDC Finance, L.L.C.