UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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

AFFIDAVIT OF ORDINARY COURSE PROFESSIONAL

STATE OF MICHIGAN)
) ss:
COUNTY OF OAKLAND)

The undersigned hereby declares, under penalty of perjury, as follows:

1. I am a member, partner or similar representative of the following firm (the "Firm"), which maintains offices at the address and phone number listed below:

Firm:

Bodman LLP

Address and Phone Number:

201 West Big Beaver Road

Suite 500

Troy, Michigan 48084

1.248.743.6000

2. This Affidavit is submitted in connection with an order of the United States Bankruptcy Court for the Southern District of New York authorizing Metaldyne Corporation and the other above-captioned debtors and debtors in possession (collectively, the "Debtors") to retain certain professionals in the ordinary course of business during the pendency of the Debtors' chapter 11 cases (the "Order"). Since the date that the Debtors' chapter 11 cases were

commenced (the "Petition Date"), the Debtors have requested that the Firm provide services (or continue to provide services) to the Debtors, and the Firm has agreed to provide such services. Accordingly, the Firm is filing this Affidavit pursuant to the Order.

3. The Firm, through me, and other members, partners, associates or employees of the Firm, has provided, or plans to provide, the following services to the Debtors from and after the Petition Date: Services include but are not limited to legal consultation regarding the tax qualified status of certain retirement plans maintained by Metaldyne Corporation and local representation related to Ziebron, et al v Metaldyne, et al, U.S. District Court, Eastern District of Michigan, Case No. 09-10164 (Ziebron Matter).

4. To the best of my knowledge, information, and belief, formed after due inquiry, (a) with the exception of representation of American Axle & Manufacturing and Citation Corporation, which Debtor has consented to, copies of which are attached, and the representation of a former Metaldyne director named in the Ziebron Matter, which Debtor has consented to, the Firm does not currently provide services to any party in any matter related to the Debtors and (b) the Firm does not represent or hold an interest adverse to the Debtors.

5. The Firm may provide services to certain creditors of the Debtors or other parties in matters that are unrelated to the Debtors, but the Firm's work for these clients will not include the provision of services on any matters relating to the Debtors' chapter 11 cases, with the exception of the matters noted in paragraph 4 above.

6. The Firm believes that it is owed approximately $8,365.19 on account of services rendered and expenses incurred prior to the Petition Date in connection with the Firm's employment by the Debtors.

7. The Firm further states that it has not shared, has not agreed to share, nor will it agree to share, any compensation received in connection with these chapter 11 cases with

any party or person, although such compensation may be shared with any member or partner of, or any person employed by, the Firm.

8. If, at any time during its employment by the Debtors, the Firm discovers any facts bearing on the matters described herein, the Firm will supplement the information contained in this Affidavit.

By: _____
David B. Walters

Dated: August 13, 2009

Sworn to and subscribed before me
this 13th day of August, 2009

_____
Cheryl Gail Miller, Notary Public
Oakland County, Michigan
Acting in Oakland County
My Commission Expires: 07/09/2011

DAVID B. WALTERS
DWALTERS@BODMANLLP.COM
248-743-6052

June 5, 2009

BODMAN LLP
SUITE 500
201 W. BIG BEAVER ROAD
TROY, MICHIGAN 48084
248-743-6002 FAX
248-743-6000

David L. McKee
Metaldyne Company LLC
47603 Halyard Drive
Plymouth, MI 48170

Re: Waiver of Conflict of Interest (American Axle)

Dear Dave:

bodman
ATTORNEYS & COUNSELORS

As you know, Bodman LLP (Bodman) has been requested to represent American Axle with respect to claims that American Axle may have against Metaldyne Company LLC, or its affiliates (Metaldyne) in the bankruptcy case pending in the Southern District of New York (Bankruptcy Matters).

Ordinarily, a lawyer or firm may not act as an advocate against a client when the lawyer or firm represents the client in some other matter, even if the other matter is wholly unrelated. However, a lawyer or firm representing an enterprise, such as Metaldyne, may accept an engagement against Metaldyne if doing so would not adversely effect our ability to represent Metaldyne on the matters for which we have been engaged and if both clients consent. In this instance, representation of Metaldyne has been limited to providing consultation with respect to ERISA and certain securities litigation (Existing Matters). It is my understanding that Metaldyne has engaged and will be represented by other counsel in the Bankruptcy Matters.

Based on the foregoing, I am of the belief that Bodman's representation of American Axle with respect to the Bankruptcy Matters will not materially limit or adversely impact our ability to represent Metaldyne with respect to the Existing Matters. However, in the future should a conflict arise which would materially limit or adversely impact our ability to represent Metaldyne with respect to the Existing Matters, then Bodman would not be able to continue to represent either party.

American Axle has confirmed that it has no objection to Bodman continuing representation of Metaldyne on Existing Matters for which Bodman has been asked to provide representation.

We have consulted with you about the Existing Matters and you have agreed on behalf of Metaldyne (1) to waive any potential conflict created by Bodman's representation of American Axle with respect to the Bankruptcy Matters and (2) that information which Bodman may learn during the course of our representation of Metaldyne will not limit our ability to represent American Axle.

Notwithstanding the foregoing, Bodman attorneys who have worked on the Existing Matters will not work for American Axle with respect to matters which are directly adverse to Metaldyne and appropriate measures will be taken to assure proprietary or other confidential information of a non-public nature concerning Existing Matters or other information which may be acquired by Bodman in the course of Bodman's representation of Metaldyne will not be communicated to Bodman lawyers representing American Axle.

If you have any questions with respect to the foregoing, please do not hesitate to contact me.

Very truly yours,

David B. Walters

DBW/cm

Metaldyne Company LLC

David L. McKee

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bodman
ATTORNEYS & COUNSELORS

June 3, 2009

David L. McKee
Metaldyne Company LLC
47603 Halyard Drive
Plymouth, MI 48170

Re: Waiver of Conflict of Interest (Citation Corporation)

Dear Dave:

This letter will confirm a recent discussion with respect to the expansion of the waiver which you provided on March 25, 2009 with respect to Bodman LLP's (Bodman) representation of Citation Corporation (Citation).

After consultation, you have consented to Bodman representing Citation with respect to matters in the bankruptcy case pending in the Southern District of New York. Citation has also agreed to waive the conflict. I understand that your waiver is conditional based upon receipt of a waiver from Citation.

If you have any questions, please do not hesitate to contact me.

Very truly yours,

David B. Walters

DBW/cm

Metaldyne Company LLC

David L. McKee
General Counsel

Accepted and Agreed:
Citation Corporation

Douglas Grimm
Chief Executive Officer