

Hearing Date and Time: October 29, 2009 at 10:00 a.m. (ET)  
Objection Deadline: October 22, 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, PURSUANT  
TO SECTION 105(a) OF THE BANKRUPTCY CODE AND BANKRUPTCY  
RULE 3007, AUTHORIZING THE FILING OF OMNIBUS CLAIM OBJECTIONS**

**PLEASE TAKE NOTICE THAT:**

1. A hearing on the Motion of Debtors and Debtors in Possession for an Order, Pursuant to Section 105(a) of the Bankruptcy Code and Bankruptcy Rule 3007, Authorizing the Filing of Omnibus Claim Objections 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 **October 29, 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 October 22, 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: October 9, 2009  
New York, New York

Respectfully submitted,

/s/ Ryan Routh

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ATTORNEYS FOR DEBTORS AND  
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**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)  
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**MOTION OF DEBTORS AND  
DEBTORS IN POSSESSION FOR AN ORDER, PURSUANT TO  
SECTION 105(a) OF THE BANKRUPTCY CODE AND BANKRUPTCY  
RULE 3007, AUTHORIZING THE FILING OF OMNIBUS CLAIM OBJECTIONS**

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. Shortly after the Petition Date, the Debtors 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 and began the process of marketing their Balance Shaft Modules and Tubular business units for sale (collectively, the "Sale Processes"). The Sale Processes generated substantial interest in the Debtors' assets throughout June and July of 2009 and, ultimately, more than 10 parties submitted indications of interest and proposed asset purchase agreements for one or more of the Debtors' business units.

6. On August 5, 2009 and August 6, 2009, the Debtors held an auction (the "Auction"), pursuant to which MD Investors Corporation (the "MD Investors") presented a bid for the assets, which included a cash component, a credit bid component and other consideration. On August 12, 2009, the Court entered an order (Docket No. 674) (the "Sale Order") authorizing the sale to MD Investors (the "MD Investors Transaction") of substantially all of the Debtors' assets free and clear of all liens, claims, interests and encumbrances. The Debtors presently are working to close this transaction and develop and implement a plan to liquidate their remaining assets.

7. 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 had approximately 4,450 employees, of which approximately 2,500 are employees of the Debtors.

### **Jurisdiction**

8. 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**

9. The Debtors have begun to reconcile the approximately 3,500 proofs of claim that have been filed in these chapter 11 cases as well as the more than 1,000 claims that were scheduled for which no superseding proofs of claim have been filed (each, a "Claim"). In an interest of expediting the claims reconciliation process and reducing the administrative and financial burden imposed on the Court and the Debtors' estates, the Debtors hereby seek authorization to file an objection to multiple Claims (each an "Omnibus Objection") on certain substantive grounds not set forth in Rule 3007(d) of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules") in an omnibus fashion, subject to the limitations proposed herein.

10. Accordingly, the Debtors request the entry of an order, pursuant to section 105(a) of the Bankruptcy Code and Bankruptcy Rule 3007: (a) authorizing them or a successor trustee or estate representative appointed under section 1123 of the Bankruptcy Code (a "Successor") to file Omnibus Objections to no more than 100 Claims at a time on the substantive grounds set forth herein; (b) include more than 100 Pension Claims (as defined

below) in a single Omnibus Objection; and (c) granting such other and further relief to the Debtors as the Court may deem proper.

### **Claims**

11. On July 7, 2009, each of the Debtors file a Statement of Financial Affairs and Schedules of Assets and Liabilities (Doc. Nos. 361-91) (collectively, the "Schedules").

12. On July 7, 2007, the Court entered Order Establishing Bar Dates for Filing Proofs of Claim and Approving Form and Manner of Notice Thereof (Doc. No. 394). The Bar Date Order, inter alia, established: (a) August 14, 2009 (the "General Bar Date") as the last day for creditors, other than governmental units, to file proofs of claim based on prepetition claims (including, without limitation, claims entitled to priority under sections 507(a)(4), 507(a)(5), 507(a)(8) and 503(b)(9) of the Bankruptcy Code) (each a "Proof of Claim") against the Debtors; and (b) a governmental claims bar date of November 23, 2009 (the "Government Bar Date"). Notices of the General Bar Date and Governmental Bar Date were served upon all known parties of interest in these cases.

13. The Debtors have received approximately 3,500 Proofs of Claim in these bankruptcy cases, and another 1,000 claims have been deemed filed as scheduled claims under section 1111(a) of the Bankruptcy Code. The Debtors have begun the process of reviewing the validity (including amount and classification) of certain of the Claims.

### **Omnibus Objections**

14. All Proofs of Claim in these cases must be reviewed for possible objection as part of the claim administration process. See 11 U.S.C. § 502(a) ("A claim or interest, proof of which is filed under section 501 of this title, is deemed allowed, unless a party in interest . . . objects."); see also 11 U.S.C. § 1111(a) ("A proof of claim . . . is deemed filed



under section 501 of this title for any claim . . . that appears in the schedules . . . except a claim . . . that is scheduled as disputed, contingent, or unliquidated.").

15. Bankruptcy Rule 3007(c) prohibits the filing of an Omnibus Objection to multiple claims "unless otherwise ordered by the court or permitted by subdivision (d)." Fed. R. Bankr. P. 3007(c). Bankruptcy Rule 3007(d) allows a debtor or other party to file an Omnibus Objection when the basis for the objection is that the claims subject to the objection:

- (1) they duplicate other claims;
- (2) they have been filed in the wrong case;
- (3) they have been amended by subsequently filed proofs of claim;
- (4) they were not timely filed;
- (5) they have been satisfied or released during the case in accordance with the [Bankruptcy] Code, applicable rules, or a court order;
- (6) they were presented in a form that does not comply with the applicable rules, and the objection states that the objector is unable to determine the validity of the claim because of noncompliance;
- (7) they are interests rather than claims; or
- (8) they assert priority in an amount that exceeds the maximum amount under § 507 of the [Bankruptcy] Code.

Fed. R. Bankr. P. 3007(d). Moreover, Bankruptcy Rule 3007(e) provides that a debtor may file an Omnibus Objection on these grounds for up to 100 claims at a time. Fed. R. Bankr. P. 3007(e).

16. The Debtors anticipate that they or a Successor will object to thousands of Claims, and many of these objections will be on the grounds that such Claims do not comport with the Debtors' books and records or that the Debtors are not liable to the claimant

for the amount claimed. In addition, the Debtors' preliminary review suggests that over 1,000 Claims have been asserted against the Debtors by pension participants in the Debtors' defined benefit pension plan covered under Title IV of the Employee Retirement Income Security Act of 1974 (the "Pension Claims"). As the Debtors do not believe that such claimants have direct claims against these estates, the Debtors intend to (or a Successor will need to) object to the Pension Claims. Moreover, the Debtors' initial review suggests various other categories of claims (set forth below) for which Omnibus Objections would be appropriate.

17. Preparing and filing more than 1,000 individual objections for the Pension Claims and other objections not defined in Bankruptcy Rule 3007(d) would be a time-consuming and expensive process. Accordingly, the Debtors request that, in addition to the grounds enumerated in Bankruptcy Rule 3007(d), they, or any Successor, be permitted to file Omnibus Objections seeking reduction, reclassification and/or disallowance of Claims on one or more of the following additional grounds (collectively the "Additional Permitted Grounds"):

- (a) the Claims' asserted amount contradicts the Debtors' books and records;
- (b) the Claims were incorrectly classified as administrative, secured or priority claims;
- (c) the Claims are Pension Claims for which the Debtors assert that they are not liable;
- (d) the Claims are objectionable under section 502(e)(1) of the Bankruptcy Code; or
- (e) the Claims are for liabilities that have been paid by the Debtors or that are being assumed and paid by a buyer of the Debtors' assets.

18. Granting relief sought herein will not prejudice the Debtors' creditors, as the Debtors or any Successor will be required to comply with Bankruptcy Rule 3007 in all other respects, including that the Debtors or a Successor will: (a) serve affected claimants with notice of an Omnibus Objection at least 30 days prior to the hearing on such objection; and

(b) comply with the requirements for Omnibus Objections set forth in Bankruptcy Rule 3007(e), including that each Omnibus Objection shall:

- (1) state in a conspicuous place that claimants receiving the objection should locate their names and claims in the objection;
- (2) list claimants alphabetically, provide a cross-reference to the claim numbers, and, if appropriate, list claimants by category of claims;
- (3) state the grounds of the objection to each claim and provide a cross-reference to the pages in the omnibus objection pertinent to the stated grounds;
- (4) state in the title the identity of the objector and the grounds for the objections;
- (5) be numbered consecutively with other omnibus objections filed by the same objector; and
- (6) contain objections to no more than 100 claims.

Fed. R. Bankr. P. 3007(e). However, notwithstanding anything to the contrary in this Motion, the Debtors request that they or a Successor be allowed to object to more than 100 Pension Claims in a single Omnibus Objection in order to prevent the contemporaneous filing of 10 or more Omnibus Objections to Pension Claims.

#### **Basis for Relief**

19. Bankruptcy Rule 3007(c) provides that this Court can modify the requirements for filing Omnibus Objections. In addition, section 105(a) of the Bankruptcy Code provides, in pertinent part, that a bankruptcy court may "issue any order, process, or judgment that is necessary or appropriate to carry out the provisions [of the Bankruptcy Code]. . . ." 11 U.S.C. § 105(a). Under section 105(a) of the Bankruptcy Code, the Court has expansive equitable power to fashion any order or decree that is in the interest of preserving or protecting the value of a debtor's assets. See e.g., The Comm. of Equity Sec. Holders v. Lionel Corp. (In re

Lionel Corp.), 722 F.2d 1063, 1069 (2d Cir. 1983) ("[A] bankruptcy judge must have substantial freedom to tailor his orders to meet differing circumstances.").

20. Authorizing the Debtors or any Successor to file Omnibus Objections on the Additional Permitted Grounds is an appropriate use of the Court's equitable power under section 105(a) of the Bankruptcy Code and comports with the spirit of Bankruptcy Rule 3007, which is designed to protect the due process rights of claimants while allowing the efficient administration of large bankruptcy cases.

21. Here, allowing Omnibus Objections is not likely to prejudice the rights of claimants. The Debtors or any Successor will comply with Bankruptcy Rule 3007 in all other respects to preserve the due process rights of each claimant. The Debtors or any Successor will serve the affected claimants with notice of an Omnibus Objection at least 30 days prior to the hearing on such objection and continue to comport with requirements for Omnibus Objections set forth in Bankruptcy Rule 3007(e), including not objecting to more than 100 Claims (except Pension Claims) in a single Omnibus Objection.

22. The Debtors further submit that granting them (or a Successor) authority to file Omnibus Objections on the Additional Permitted Grounds (including objecting to more than 100 Pension Claims in a single Omnibus Objection) will allow them to complete the claims administration process in a timely, cost-effective and efficient manner. There are approximately 4,500 claims filed or scheduled in these chapter 11 cases. The Debtors believe that 2,000 or more Claims will be objectionable in these cases, most of which are not subject to an objection on the grounds enumerated in Bankruptcy Rule 3007(d). The ability to file Omnibus Objections on the Additional Permitted Grounds obviates the need for the Debtors to prepare and file, and the Court to review, thousands of individual objections — a time

consuming, expensive and potentially duplicative endeavor for the Debtors or any Successor and an unnecessarily burdensome task for the Court.

23. Moreover, the filing of numerous individual claim objections is likely to delay materially the claims resolution process, and, in turn, the distribution to the estates' creditors, which are unlikely to be substantial in any event. Therefore, allowing the Debtors or any Successor to file Omnibus Objections may in fact enhance the rights of creditors by not only preserving value of the Debtors' estates but also expediting the time when creditors will receive distribution.

24. Although Bankruptcy Rule 3007(d) was enacted less than two years ago, similar relief to the relief requested here has become commonplace and has been granted in other cases in this District. See, e.g., In re Interep Nat'l Radio Sales, Inc., No. 08-11079 (RDD) (Bankr. S.D.N.Y. Aug. 14, 2009) (authorizing the filing of Omnibus Objections to books and records claims); In re Journal Register Co., No. 09-10769 (ALG) (Bankr. S.D.N.Y. May 18, 2009) (authorizing the filing of Omnibus Objections on multiple grounds not enumerated in Bankruptcy Rule 3007(d)); In re Stone Barn Manhattan LLC, No. 08-12579 (ALG) (Bankr. S.D.N.Y. Aug. 6, 2008) (authorizing the filing of Omnibus Objections on multiple grounds not enumerated in Bankruptcy Rule 3007(d) and claim settlement procedures); In re Dana Corp., No. 06-10354 (BRL) (Bankr. S.D.N.Y. Jan. 9, 2008) (order authorizing relief from Bankruptcy Rule 3007(c) so that the debtors could continue to utilize and implement their claim objection procedures); In re Delphi Corp., No. 05-44481 (RDD) (Bankr. S.D.N.Y. Dec. 20, 2007) (same).

25. Accordingly, the Court should authorize the Debtors or any Successor to file Omnibus Objections on the Additional Permitted Grounds as set forth herein.

**Notice**

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

**No Prior Request**

27. 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 1, granting the relief requested herein; and (b) grant such other and further relief to the Debtors as the Court may deem proper.

Dated: October 9, 2009  
New York, New York

Respectfully submitted,

/s/ Ryan Routh

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ATTORNEYS FOR DEBTORS AND  
DEBTORS IN POSSESSION

**EXHIBIT 1**



**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, PURSUANT TO SECTION 105(a)  
OF THE BANKRUPTCY CODE AND BANKRUPTCY  
RULE 3007, AUTHORIZING THE FILING OF OMNIBUS CLAIM OBJECTIONS**

This matter coming before the Court on the Motion of Debtors and Debtors in Possession for an Order, Pursuant to Section 105(a) of the Bankruptcy Code and Bankruptcy Rule 3007, Authorizing the Filing of Omnibus Claim Objections (the "Motion"),<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 and having considered the statements of counsel 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 and (d) cause has been established under Bankruptcy Rule 3007(c) to authorize the filing of Omnibus Objections on the Additional Permitted Grounds; 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;

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

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED in its entirety.

2. The Debtors and any trustee or other estate representative appointed under section 1123 of the Bankruptcy Code (a "Successor") are authorized, in addition to the grounds enumerated in Bankruptcy Rule 3007(d), to file Omnibus Objections seeking reduction, reclassification and/or disallowance of Claims on one or more of the following additional grounds:

- (a) the Claims' asserted amount contradicts the Debtors' books and records;
- (b) the Claims were incorrectly classified as administrative, secured or priority claims;
- (c) the Claims are Pension Claims for which the Debtors assert that they are not liable;
- (d) the Claims are objectionable under section 502(e)(1) of the Bankruptcy Code; or
- (e) the Claims are for liabilities that have been paid by the Debtors or that are being assumed and paid by a buyer of the Debtors' assets.

3. The Debtors or any Successor are required to comply with Bankruptcy Rule 3007 in all other respects, including that the Debtors or any Successor will: (a) serve affected claimants with notice of an Omnibus Objection at least 30 days prior to the hearing on such objection; and (b) comply with the requirements for Omnibus Objections set forth in Bankruptcy Rule 3007(e), including that each Omnibus Objection shall:

- (a) state in a conspicuous place that claimants receiving the objection should locate their names and claims in the objection;
- (b) list claimants alphabetically, provide a cross-reference to the claim numbers, and, if appropriate, list claimants by category of claims;
- (c) state the grounds of the objection to each claim and provide a cross-reference to the pages in the omnibus objection pertinent to the stated grounds;

- (d) state in the title the identity of the objector and the grounds for the objections;
- (e) be numbered consecutively with other omnibus objections filed by the same objector; and
- (f) subject to paragraph 4 below, contain objections to no more than 100 Claims.

4. Notwithstanding anything to the contrary in this Order, the Debtors are authorized to object to more than 100 Pension Claims in a single Omnibus Objection.

5. Any order granting an Omnibus Objection shall be a final order with respect to each Claim subject to the order as if each Claim had been subject to an individual objection.

6. Nothing in this Order shall constitute an admission of the validity, nature, amount or priority of any Claim asserted in these cases.

7. The entry of this Order is without prejudice to the Debtors' rights to seek entry of an order modifying or supplementing the relief granted herein.

8. This Court shall retain jurisdiction to hear and determine all matters arising from the interpretation and/or implementation of this Order.

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

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UNITED STATES BANKRUPTCY JUDGE