

JONES DAY  
222 East 41<sup>st</sup> 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

**MOTION OF DEBTORS FOR AN  
ORDER SHORTENING TIME OF NOTICE WITH RESPECT  
TO A HEARING ON THE MOTION OF DEBTORS AND DEBTORS IN  
POSSESSION FOR AN ORDER APPROVING AND AUTHORIZING THE  
ENGAGEMENT OF LARRY CARROLL AS AN OFFICER OF THE DEBTORS  
NUNC PRO TUNC AS OF OCTOBER 8, 2009, AND CERTAIN RELATED RELIEF**

TO THE HONORABLE MARTIN GLENN,  
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. In relation to the relief requested herein, the Debtors are concurrently filing a motion (the "Carroll Motion") seeking the entry of an order approving and authorizing the engagement of Larry Carroll as an officer of the Debtors, nunc pro tunc as of October 8, 2009, and certain related relief.

### **Jurisdiction**

4. This Court has 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**

5. By this Motion, the Debtors request entry of an order (a) shortening the 20-day notice period provided in the Court's administrative order establishing case management and scheduling procedures (Docket No. 133) (the "Case Management Order") to allow the hearing on the Carroll Motion to be heard at the omnibus hearing in these cases scheduled for October 29, 2009 at 10:00 a.m. (ET); and (b) requiring that objections to the Carroll Motion, if any, be filed and served so that they are received no later than October 23, 2009 at 4:00 p.m. (ET). A copy of the proposed notice of the hearing on the Carroll Motion is attached hereto as Exhibit 1.

### **Grounds Exists to Shorten and Limit Notice**

6. The Debtors were prepared to file the Carroll Motion within the time limits set forth in the Case Management Order but delayed filing by several days at the request of counsel to Creditors' Committee to allow the Creditors' Committee opportunity to conduct their periodic meeting, at which the subject of Mr. Carroll's employment was considered. The Creditors' Committee has since held their meeting, considered the relief requested by the Carroll Motion and indicated that they will not object to the motion. The Debtors therefore believe that the Carroll Motion is likely to be unopposed. The Debtors submit that permitting the Carroll Motion to be heard at the October 29, 2009 hearing will violate no Bankruptcy Rule or Local Bankruptcy Rule.

7. Moreover, as described in the Carroll Motion, the appointment of Mr. Carroll as an officer of the Debtors is important to ensure that the Debtors have appropriate post-closing management in place through the confirmation of a plan in these cases. Accordingly, the Debtors believe that conducting a hearing on the Carroll Motion as soon as

reasonably practicable is appropriate and necessary to the continued success of the Debtors in these chapter 11 cases.

8. For the reasons described in the Declaration of Ryan Routh, a copy of which is attached hereto as Exhibit 2 (the "Routh Declaration"), the Debtors believe that the proposed notice period of 16 days until the hearing and 10 days to file objections is warranted under the circumstances and adequate to provide interested parties with an opportunity to respond to the relief requested in the Carroll Motion. Such is especially the case given that the Creditors' Committee has already reviewed the Carroll Motion and indicated that they have no objections thereto.

**No Prior Request**

9. 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 3, granting the relief requested herein; and (b) grant such other and further relief to the Debtors as the Court may deem proper.

Dated: October 13, 2009  
New York, New York

Respectfully submitted,

/s/ Ryan T. Routh  
Richard H. Engman  
JONES DAY  
222 East 41<sup>st</sup> 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**

Hearing Date and Time: October 29, 2009 at 10:00 a.m. (ET)  
Response Deadline: October 23, 2009 at 4:00 p.m. (ET)

JONES DAY  
222 East 41<sup>st</sup> 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 HEARING ON MOTION OF  
DEBTORS AND DEBTORS IN POSSESSION FOR  
AN ORDER APPROVING AND AUTHORIZING THE ENGAGEMENT  
OF LARRY CARROLL AS AN OFFICER OF EACH OF THE DEBTORS,  
NUNC PRO TUNC AS OF OCTOBER 8, 2009, AND CERTAIN RELATED RELIEF**

**PLEASE TAKE NOTICE THAT:**

1. An expedited hearing to consider the motion filed by the above-captioned debtors and debtors in possession (collectively, the "Debtors") on October 13, 2009 (the "Motion") seeking an order approving and authorizing the engagement of Larry Carroll as an officer of each of the Debtors, nunc pro tunc as of October 8, 2009, and certain related relief 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 General Service List and the Special Service List not later than **4:00 p.m. (Eastern Standard Time) on October 23, 2009** (the "Objection Deadline").

3. If no objections are timely filed and served with respect to the 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: \_\_\_\_\_, 2009  
New York, New York

Respectfully submitted,

---

Richard H. Engman  
JONES DAY  
222 East 41<sup>st</sup> 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

**DECLARATION OF RYAN T. ROUTH IN SUPPORT OF MOTION  
OF DEBTORS FOR AN ORDER SHORTENING TIME OF NOTICE WITH  
RESPECT TO A HEARING ON THE MOTION OF DEBTORS AND DEBTORS IN  
POSSESSION FOR AN ORDER APPROVING AND AUTHORIZING THE  
ENGAGEMENT OF LARRY CARROLL AS AN OFFICER OF THE DEBTORS  
NUNC PRO TUNC AS OF OCTOBER 8, 2009, AND CERTAIN RELATED RELIEF**

RYAN T. ROUTH hereby declares pursuant to section 1746 of title 28 of the  
United States Code:

1. I am an attorney admitted to practice before this Court. I am a partner in the firm of Jones Day, which is counsel to the above-captioned debtors and debtors in possession (the "Debtors").
2. I submit this declaration in support of the Motion of Debtors for an Order Shortening Time of Notice With Respect to a Hearing on the Motion of Debtors and Debtors in Possession for an Order Approving and Authorizing the Engagement of Larry Carroll as an Officer of the Debtors Nunc Pro Tunc as of October 8, 2009, and Certain Related Relief (the "Carroll Motion"). Capitalized terms not otherwise defined herein have the meanings given to them in the Carroll Motion. The statements herein are based upon information provided by the Debtors.

3. As described in more detail in the Carroll Motion, the Debtors desire to engage Larry Carroll as an officer of the Debtors in order to manage the wind down of the Debtors' remaining assets and operations after the closing (the "Closing") of the sale of the majority of the Debtors' assets to MD Investors Corporation ("MD Investors"). Upon the Closing, it is anticipated that several of the Debtors' current officers will become employees of MD Investors or its subsidiaries. Therefore, the engagement of Mr. Carroll is necessary in order to ensure the continuity of management of the Debtors and the efficient wind-down of the Debtors' remaining operations.

4. The Debtors were prepared to file the Carroll Motion in order to comply with the deadlines set forth in the Case Management Order but agreed to delay for several days to allow the committee of unsecured creditors appointed in these cases (the "UCC") an opportunity to review and comment upon the Carroll Motion prior to its being filed with the Court. The UCC has since met and communicated to the Debtors that they will have no objections to the relief requested in the Carroll Motion. The Debtors therefore anticipate that the Carroll Motion will be unopposed.

5. Because of the foregoing, the Debtors request that the Court shorten the 20-day notice period required by the Case Management Order so as to allow the relief requested in the Carroll Motion to be heard at a hearing on October 29, 2009 at 10:00 a.m. (ET). As described above, the Debtors believe that cause exists to shorten this notice period as required by the Case Management Order.

6. I declare under penalty of perjury that, based upon representations made to me by representatives of the Debtors, the foregoing information is true and correct to the best of my knowledge, information and belief.

Dated: October 13, 2009  
New York, New York

/s/ Ryan T. Routh  
RYAN T. ROUTH

**EXHIBIT 3**

**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 OF NOTICE WITH RESPECT  
TO A HEARING ON THE MOTION OF DEBTORS AND DEBTORS  
IN POSSESSION FOR AN ORDER APPROVING AND AUTHORIZING THE  
ENGAGEMENT OF LARRY CARROLL AS AN OFFICER OF THE DEBTORS,  
NUNC PRO TUNC AS OF OCTOBER 8, 2009, AND CERTAIN RELATED RELIEF**

This matter coming before the Court on the Motion of Debtors for an Order Shortening Time of Notice With Respect to a Hearing on the Motion of Debtors and Debtors in Possession for an Order Approving and Authorizing the Engagement of Larry Carroll as an Officer of the Debtors Nunc Pro Tunc as of October 8, 2009, and Certain Related Relief (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 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.
2. An expedited hearing on the Carroll Motion is scheduled for October 29, 2009 at 10:00 a.m. (ET). Any objections to the Carroll Motion shall be filed and served in accordance with the Case Management Order so that they are received by October 23, 2009 at 4:00 p.m. (ET).
3. The Debtors are ordered to serve the Carroll Motion and a notice in substantially the form attached to the Motion to Expedite as Exhibit 1 by email, facsimile, hand delivery or overnight delivery service on the General List and Special Service list established by the Case Management Order. 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 Bankruptcy Rules of this Court.

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

---

UNITED STATES BANKRUPTCY JUDGE