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

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In re : Chapter 11
Metaldyne Corporation, *et al.*, : Case No. 09-13412 (MG)
Debtors. : (Jointly Administered)
: :
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**FIRST INTERIM APPLICATION OF JONES DAY, COUNSEL
FOR THE DEBTORS, FOR ALLOWANCE OF COMPENSATION
FOR PROFESSIONAL SERVICES RENDERED AND FOR
REIMBURSEMENT OF ACTUAL AND NECESSARY EXPENSES
INCURRED FOR THE PERIOD MAY 27, 2009 THROUGH AUGUST 31, 2009**

Name of Applicant:	<u>Jones Day</u>
Authorized to Provide Professional Services to:	<u>Debtors and Debtors in Possession</u>
Date of Retention:	<u>May 27, 2009</u>
Period for Which Compensation and Reimbursement is Sought:	<u>May 27, 2009 through August 31, 2009</u>
Amount of Compensation Requested:	<u>\$4,012,181.50¹</u>
Amount of Expense Reimbursement Requested:	<u>\$128,058.48</u>
Total Compensation and Expenses Previously Requested and Awarded:	None

¹ Total fees billed during the period from May 27, 2009 through August 31, 2009 were \$4,043,657.50. In preparing this Application (as defined below), Jones Day has voluntarily further reduced its fees by \$31,476.00 such that it seeks interim allowance of \$4,012,181.50 for professional services rendered during this Compensation Period.

METALDYNE CORPORATION
Jones Day Professional Fee Summary

May 27, 2009 through August 31, 2009

Timekeeper	Title	Bar Year	Billing Rate	Hours	Total Fees	
MARK	ANDREINI	PARTNER	1994	500	1.90	950.00
BRETT	BARRAGATE	PARTNER	1996	625	12.50	7,812.50
ROSALIND	CONNOR	PARTNER	1998	£500	3.80	3,800.00
JOHN	CORNELL	PARTNER	1969	850	59.20	50,320.00
RICHARD	ENGMAN	PARTNER	1997	700	315.90	221,130.00
HAROLD	GORDON	PARTNER	1988	750	178.50	133,875.00
THOMAS	HAMILTON	PARTNER	1993	475	12.60	5,985.00
CHARLES	HARDIN JR	PARTNER	1987	675	140.50	94,837.50
WILLIAM	HERZBERGER	PARTNER	1987	500	45.40	22,700.00
CARL	JENKS	PARTNER	1982	850	94.50	80,325.00
EDWARD	KENNEDY	PARTNER	1993	700	166.80	116,760.00
RODD	LAPE	PARTNER	1996	500	548.40	274,200.00
HEATHER	LENNOX	PARTNER	1992	700	680.40	476,280.00
GEORGE	MANNING	PARTNER	1974	725	60.30	43,717.50
JAVIER	MARTÍNEZ DEL CAMPO	PARTNER	1982	625	1.30	812.50
FEDERICO	MERINO	PARTNER	1986	625	8.30	5,187.50
IGNACIO	MORIN	PARTNER	1991	550	15.10	8,305.00
CHAROLETTE	NOEL*	PARTNER	1991	550	6.80	3,740.00
EDWARD	PURNELL	PARTNER	1990	600	14.20	8,520.00
RACHEL	RAWSON	PARTNER	1991	550	44.90	24,695.00
CANDACE	RIDGWAY*	PARTNER	1988	675	5.80	3,915.00
LUIS	RIESGO	PARTNER	1989	625	26.80	16,750.00
GEOFFREY	RITTS	PARTNER	1993	500	10.60	5,300.00
MANAN	SHAH*	PARTNER	1999	550	7.30	4,015.00
RICHARD	SHAW	PARTNER	1986	575	59.00	33,925.00
TOM	SMITH	PARTNER	1972	825	12.40	10,230.00
MICHAEL	TEMPLETON	PARTNER	1980	725	267.90	194,227.50
AMY	VIETA	PARTNER	1999	550	70.00	38,500.00
JOHANNES	ZÖTTL	PARTNER	1998	575	2.90	1,667.50
PABLO	BASCHWITZ	OF COUNSEL	1990	450	22.50	10,125.00
SCOTT	FRODYMA	OF COUNSEL	1994	425	13.30	5,652.50
STEPHEN	GIBLIN*	OF COUNSEL	1980	500	0.80	400.00
ROBERT	HAMILTON	OF COUNSEL	1984	675	45.10	30,442.50
SARAH	MCCLURE	OF COUNSEL	1994	500	17.80	8,900.00
MARLA	BERGMAN	COUNSEL	1988	550	65.90	36,245.00

Timekeeper	Title	Bar Year	Billing Rate	Hours	Total Fees	
RACHEL	WILSON	COUNSEL	1999	450	12.20	5,490.00
JOSEPH	WITALEC	COUNSEL	1994	500	228.20	114,100.00
CHRISTOPHER	ANDERSON	ASSOCIATE	2006	300	37.50	11,250.00
ROSS	BARR*	ASSOCIATE	2004	450	2.30	1,035.00
MICHELLE	BECK*	ASSOCIATE	2008	325	2.10	682.50
BRADLEY	BRASSER	ASSOCIATE	2000	450	70.70	31,815.00
TAMARA	BUETTNER*	ASSOCIATE	2003	325	8.00	2,600.00
DENNIS	CHI*	ASSOCIATE	2007	275	9.50	2,612.50
JASON	CROSS	ASSOCIATE	2004	300	40.00	12,000.00
KELLY	CULLEN*	ASSOCIATE	2003	325	7.20	2,340.00
KAREN	CURRIE	ASSOCIATE	2000	350	48.90	17,115.00
MARTA	DELGADO ECHEVARRIA	ASSOCIATE		450	3.00	1,350.00
NICHOLAS	DELUCA	ASSOCIATE	2008	315	145.00	45,675.00
MIRJAM	ERB	ASSOCIATE	2008	300	1.50	450.00
SASHAY	FRANKLYN	ASSOCIATE	2008	315	89.40	28,161.00
JASON	GROVE	ASSOCIATE	2006	250	337.40	84,350.00
VANDANA	HARRIS	ASSOCIATE	2002	475	68.20	32,395.00
WILLIAM	HENRY*	ASSOCIATE	2007	225	4.00	900.00
GEORGE	HOWARD	ASSOCIATE	2008	225	493.20	110,970.00
LISA	JESNER	ASSOCIATE	2001	550	82.10	45,155.00
ROBERT	KREBS JR	ASSOCIATE	2002	425	327.00	138,975.00
LISA	LATHROP	ASSOCIATE	2001	375	442.60	165,975.00
PALOMA	MATO YLLERA	ASSOCIATE	2000	450	54.50	24,525.00
JOEL	MAY	ASSOCIATE	2000	450	43.00	19,350.00
ROBERT	MEDSKER*	ASSOCIATE	2006	300	7.30	2,190.00
ANNA	MOSCIONI	ASSOCIATE	2000	425	243.50	103,487.50
PENELOPE	NG	ASSOCIATE	2006	350	49.20	17,220.00
STEPHEN	PARRINELLO	ASSOCIATE	2007	325	177.20	57,590.00
DAVID	PHILLIPS	ASSOCIATE	2005	265	18.40	4,876.00
EMILY	POSNER	ASSOCIATE	2008	315	57.30	18,049.50
STEPHANIE	QUARANTA	ASSOCIATE	2003	325	53.00	17,225.00
BENJAMIN	ROSENBLUM	ASSOCIATE	2005	390	36.80	14,352.00
RYAN	ROUTH	ASSOCIATE	1999	450	770.40	346,680.00
ALAN	SCHWARTZWALD	ASSOCIATE	2006	350	39.40	13,790.00
DAVID	SHAFFER	ASSOCIATE	2008	275	330.10	90,777.50
WICKLIFFE	SHREVE	ASSOCIATE	2008	315	12.70	4,000.50
MICHAEL	SILBERFARB	ASSOCIATE	2005	425	113.10	48,067.50
PANTEA	STEVENSON*	ASSOCIATE	2008	315	9.40	2,961.00
DANIEL	SYPHARD	ASSOCIATE	2005	250	415.20	103,800.00
JOSEPH	TILLER	ASSOCIATE	2006	300	528.90	158,670.00
ZOE	VANTZOS*	ASSOCIATE	2006	350	9.70	3,395.00
LYNNE	FISCHER*	STAFF ATTY	1996	200	1.80	360.00

Timekeeper	Title	Bar Year	Billing Rate	Hours	Total Fees
ALBERTO	ZAMACONA*		75	4.40	330.00
ALICIA	FARRINGTON		250	382.10	95,525.00
MARY	HEMANN		175	48.00	8,400.00
BETTY	YAKOVICH		200	206.70	41,340.00
THOMAS	DINH		325	21.70	7,052.50
TOTALS				9,133.20	\$4,043,657.50
Less voluntary fee reduction				<u>(86.40)</u>	<u>(\$31,476.00)</u>
GRAND TOTAL				<u>9,046.80</u>	<u>\$4,012,181.50</u>

LAWYERS	TOTAL	8,470.30	\$3,891,010.00
	BLENDED RATE		\$459.37
NON-LAWYERS	TOTAL	662.90	\$152,647.50
	BLENDED RATE		\$230.27
GRAND TOTAL	TOTAL	9,133.20	\$4,043,657.50
	BLENDED RATE		\$442.74

The blended rates do not reflect the voluntary fee reduction of \$31,476.00.

METALDYNE CORPORATION
Jones Day Professional Fee Summary by Matter

May 27, 2009 through August 31, 2009

Timekeeper	Title	Bar Year	Billing Rate	Hours	Total Fees
<u>Case Administration</u>					
LAPE	RODD	PARTNER	1996	500	650.00
LENNOX	HEATHER	PARTNER	1992	700	10,850.00
VIETA	AMY	PARTNER	1999	550	4,950.00
HAMILTON	ROBERT	OF COUNSEL	1984	675	202.50
BARR*	ROSS	ASSOCIATE	2004	450	1,035.00
HOWARD	GEORGE	ASSOCIATE	2008	225	6,142.50
ROUTH	RYAN	ASSOCIATE	1999	450	20,475.00
SYPHARD	DANIEL	ASSOCIATE	2005	250	6,700.00
TILLER	JOSEPH	ASSOCIATE	2006	300	23,010.00
FARRINGTON	ALICIA	PARALEGAL		250	20,425.00
HEMANN	MARY	PARALEGAL		175	6,475.00
YAKOVICH	BETTY	PARALEGAL		200	3,780.00
				342.30	104,695.00
<u>Creditor Inquiries</u>					
LENNOX	HEATHER	PARTNER	1992	700	2,100.00
ROUTH	RYAN	ASSOCIATE	1999	450	1,215.00
SYPHARD	DANIEL	ASSOCIATE	2005	250	6,375.00
TILLER	JOSEPH	ASSOCIATE	2006	300	840.00
				34.00	10,530.00
<u>Meetings</u>					
LENNOX	HEATHER	PARTNER	1992	700	20,090.00
HOWARD	GEORGE	ASSOCIATE	2008	225	112.50
KREBS JR	ROBERT	ASSOCIATE	2002	425	3,655.00
ROUTH	RYAN	ASSOCIATE	1999	450	7,380.00
SHAFFER	DAVID	ASSOCIATE	2008	275	880.00
TILLER	JOSEPH	ASSOCIATE	2006	300	90.00
FARRINGTON	ALICIA	PARALEGAL		250	575.00
				60.00	32,782.50
<u>Executory Contracts/Unexpired Leases</u>					
ENGMAN	RICHARD	PARTNER	1997	700	1,400.00
LENNOX	HEATHER	PARTNER	1992	700	8,470.00
HAMILTON	ROBERT	OF COUNSEL	1984	675	6,480.00
HOWARD	GEORGE	ASSOCIATE	2008	225	4,207.50
KREBS JR	ROBERT	ASSOCIATE	2002	425	340.00
POSNER	EMILY	ASSOCIATE	2008	315	4,441.50
ROUTH	RYAN	ASSOCIATE	1999	450	30,510.00
SILBERFARB	MICHAEL	ASSOCIATE	2005	425	21,717.50
SYPHARD	DANIEL	ASSOCIATE	2005	250	13,125.00
TILLER	JOSEPH	ASSOCIATE	2006	300	15,210.00

* Professional time included in voluntary fee reduction.

Timekeeper		Title	Bar Year	Billing Rate	Hours	Total Fees
FARRINGTON	ALICIA	PARALEGAL		250	2.60	650.00
YAKOVICH	BETTY	PARALEGAL		200	1.90	380.00
					283.90	106,931.50
<u>Automatic Stay/Adequate Protection</u>						
LENNOX	HEATHER	PARTNER	1992	700	2.90	2,030.00
RITTS	GEOFFREY	PARTNER	1993	500	2.50	1,250.00
ROUTH	RYAN	ASSOCIATE	1999	450	2.00	900.00
SYPHARD	DANIEL	ASSOCIATE	2005	250	34.90	8,725.00
TILLER	JOSEPH	ASSOCIATE	2006	300	4.10	1,230.00
					46.40	14,135.00
<u>Plan of Reorganization/Disclosure Statement</u>						
LENNOX	HEATHER	PARTNER	1992	700	10.70	7,490.00
PURNELL	EDWARD	PARTNER	1990	600	14.00	8,400.00
ANDERSON	CHRISTOPHER	ASSOCIATE	2006	300	37.50	11,250.00
BRASSER	BRADLEY	ASSOCIATE	2000	450	54.90	24,705.00
MAY	JOEL	ASSOCIATE	2000	450	43.00	19,350.00
ROUTH	RYAN	ASSOCIATE	1999	450	32.80	14,760.00
SHAFFER	DAVID	ASSOCIATE	2008	275	1.90	522.50
SYPHARD	DANIEL	ASSOCIATE	2005	250	6.50	1,625.00
TILLER	JOSEPH	ASSOCIATE	2006	300	46.80	14,040.00
FARRINGTON	ALICIA	PARALEGAL		250	0.50	125.00
YAKOVICH	BETTY	PARALEGAL		200	1.30	260.00
					249.90	102,527.50
<u>Use, Sale, Lease of Assets</u>						
BARRAGATE	BRETT	PARTNER	1996	625	12.50	7,812.50
CORNELL	JOHN	PARTNER	1969	850	22.40	19,040.00
ENGMAN	RICHARD	PARTNER	1997	700	117.60	82,320.00
GORDON	HAROLD	PARTNER	1988	750	3.50	2,625.00
HARDIN JR	CHARLES	PARTNER	1987	675	31.80	21,465.00
HERZBERGER	WILLIAM	PARTNER	1987	500	37.60	18,800.00
JENKS	CARL	PARTNER	1982	850	58.00	49,300.00
KENNEDY	EDWARD	PARTNER	1993	700	112.30	78,610.00
LAPE	RODD	PARTNER	1996	500	137.00	68,500.00
LENNOX	HEATHER	PARTNER	1992	700	178.10	124,670.00
MANNING	GEORGE	PARTNER	1974	725	17.20	12,470.00
MERINO	FEDERICO	PARTNER	1986	625	8.30	5,187.50
MORIN	IGNACIO	PARTNER	1991	550	2.10	1,155.00
NOEL*	CHAROLETTE	PARTNER	1991	550	6.20	3,410.00
PURNELL	EDWARD	PARTNER	1990	600	0.20	120.00
RAWSON	RACHEL	PARTNER	1991	550	9.80	5,390.00
RIDGWAY*	CANDACE	PARTNER	1988	675	1.00	675.00
RIESGO	LUIS	PARTNER	1989	625	26.80	16,750.00
SHAW	RICHARD	PARTNER	1986	575	22.20	12,765.00
SMITH	TOM	PARTNER	1972	825	11.00	9,075.00
TEMPLETON	MICHAEL	PARTNER	1980	725	2.30	1,667.50
VIETA	AMY	PARTNER	1999	550	54.80	30,140.00
ZÖTTL	JOHANNES	PARTNER	1998	575	2.90	1,667.50
BASCHWITZ	PABLO	OF COUNSEL	1990	450	18.00	8,100.00
HAMILTON	ROBERT	OF COUNSEL	1984	675	9.10	6,142.50
WITALEC	JOSEPH	COUNSEL	1994	500	50.30	25,150.00

Timekeeper	Title	Bar Year	Billing Rate	Hours	Total Fees	
CHI*	DENNIS	ASSOCIATE	2007	275	1.90	522.50
CULLEN*	KELLY	ASSOCIATE	2003	325	6.00	1,950.00
CURRIE	KAREN	ASSOCIATE	2000	350	31.20	10,920.00
DELUCA	NICHOLAS	ASSOCIATE	2008	315	42.20	13,293.00
ERB	MIRJAM	ASSOCIATE	2008	300	1.50	450.00
GROVE	JASON	ASSOCIATE	2006	250	98.50	24,625.00
HOWARD	GEORGE	ASSOCIATE	2008	225	79.90	17,977.50
JESNER	LISA	ASSOCIATE	2001	550	12.30	6,765.00
KREBS JR	ROBERT	ASSOCIATE	2002	425	20.50	8,712.50
LATHROP	LISA	ASSOCIATE	2001	375	124.50	46,687.50
MATO YLLERA	PALOMA	ASSOCIATE	2000	450	47.70	21,465.00
MOSCIONI	ANNA	ASSOCIATE	2000	425	47.40	20,145.00
NG	PENELOPE	ASSOCIATE	2006	350	9.80	3,430.00
PARRINELLO	STEPHEN	ASSOCIATE	2007	325	121.90	39,617.50
PHILLIPS	DAVID	ASSOCIATE	2005	265	16.00	4,240.00
QUARANTA	STEPHANIE	ASSOCIATE	2003	325	50.40	16,380.00
ROUTH	RYAN	ASSOCIATE	1999	450	137.20	61,740.00
SHAFFER	DAVID	ASSOCIATE	2008	275	32.60	8,965.00
SILBERFARB	MICHAEL	ASSOCIATE	2005	425	19.80	8,415.00
SYPHARD	DANIEL	ASSOCIATE	2005	250	15.90	3,975.00
TILLER	JOSEPH	ASSOCIATE	2006	300	128.30	38,490.00
VANTZOS*	ZOE	ASSOCIATE	2006	350	8.20	2,870.00
ZAMACONA*	ALBERTO	LAW CLERK		75	4.40	330.00
FARRINGTON	ALICIA	PARALEGAL		250	25.90	6,475.00
YAKOVICH	BETTY	PARALEGAL		200	22.50	4,500.00
DINH	THOMAS	LEGAL SUPPORT		325	21.70	7,052.50
				2,081.20	993,000.50	
<u>Powertrain Asset Sale Transaction</u>						
CONNOR	ROSALIND	PARTNER	1998	£500	3.80	3,800.00
CORNELL	JOHN	PARTNER	1969	850	0.60	510.00
ENGMAN	RICHARD	PARTNER	1997	700	143.70	100,590.00
GORDON	HAROLD	PARTNER	1988	750	20.10	15,075.00
HAMILTON	THOMAS	PARTNER	1993	475	5.20	2,470.00
HARDIN JR	CHARLES	PARTNER	1987	675	21.60	14,580.00
HERZBERGER	WILLIAM	PARTNER	1987	500	7.80	3,900.00
JENKS	CARL	PARTNER	1982	850	1.00	850.00
KENNEDY	EDWARD	PARTNER	1993	700	20.70	14,490.00
LAPE	RODD	PARTNER	1996	500	367.80	183,900.00
LENNOX	HEATHER	PARTNER	1992	700	121.40	84,980.00
MANNING	GEORGE	PARTNER	1974	725	16.50	11,962.50
SHAW	RICHARD	PARTNER	1986	575	12.50	7,187.50
SMITH	TOM	PARTNER	1972	825	1.40	1,155.00
TEMPLETON	MICHAEL	PARTNER	1980	725	2.90	2,102.50
VIETA	AMY	PARTNER	1999	550	4.70	2,585.00
FRODYMA	SCOTT	OF COUNSEL	1994	425	5.70	2,422.50
HAMILTON	ROBERT	OF COUNSEL	1984	675	2.50	1,687.50
WITALEC	JOSEPH	COUNSEL	1994	500	101.50	50,750.00

Timekeeper		Title	Bar Year	Billing Rate	Hours	Total Fees
CURRIE	KAREN	ASSOCIATE	2000	350	5.90	2,065.00
DELUCA	NICHOLAS	ASSOCIATE	2008	315	27.50	8,662.50
GROVE	JASON	ASSOCIATE	2006	250	234.40	58,600.00
HOWARD	GEORGE	ASSOCIATE	2008	225	133.00	29,925.00
JESNER	LISA	ASSOCIATE	2001	550	12.40	6,820.00
LATHROP	LISA	ASSOCIATE	2001	375	315.80	118,425.00
MOSCIONI	ANNA	ASSOCIATE	2000	425	7.80	3,315.00
NG	PENELOPE	ASSOCIATE	2006	350	23.20	8,120.00
PARRINELLO	STEPHEN	ASSOCIATE	2007	325	7.70	2,502.50
POSNER	EMILY	ASSOCIATE	2008	315	0.40	126.00
QUARANTA	STEPHANIE	ASSOCIATE	2003	325	2.60	845.00
ROUTH	RYAN	ASSOCIATE	1999	450	104.30	46,935.00
SHAFER	DAVID	ASSOCIATE	2008	275	14.10	3,877.50
SILBERFARB	MICHAEL	ASSOCIATE	2005	425	11.90	5,057.50
SYPHARD	DANIEL	ASSOCIATE	2005	250	34.60	8,650.00
TILLER	JOSEPH	ASSOCIATE	2006	300	8.90	2,670.00
FARRINGTON	ALICIA	PARALEGAL		250	12.90	3,225.00
HEMANN	MARY	PARALEGAL		175	0.50	87.50
YAKOVICH	BETTY	PARALEGAL		200	6.90	1,380.00
					1,826.20	816,286.00

Chassis Asset Sale Transaction

CORNELL	JOHN	PARTNER	1969	850	3.40	2,890.00
ENGMAN	RICHARD	PARTNER	1997	700	26.90	18,830.00
GORDON	HAROLD	PARTNER	1988	750	1.20	900.00
HAMILTON	THOMAS	PARTNER	1993	475	7.40	3,515.00
HARDIN JR	CHARLES	PARTNER	1987	675	87.10	58,792.50
JENKS	CARL	PARTNER	1982	850	2.00	1,700.00
KENNEDY	EDWARD	PARTNER	1993	700	1.50	1,050.00
LAPE	RODD	PARTNER	1996	500	37.70	18,850.00
LENNOX	HEATHER	PARTNER	1992	700	41.70	29,190.00
MANNING	GEORGE	PARTNER	1974	725	1.60	1,160.00
MARTÍNEZ DEL C	JAVIER	PARTNER	1982	625	1.30	812.50
MORIN	IGNACIO	PARTNER	1991	550	13.00	7,150.00
SHAW	RICHARD	PARTNER	1986	575	9.00	5,175.00
TEMPLETON	MICHAEL	PARTNER	1980	725	1.00	725.00
BASCHWITZ	PABLO	OF COUNSEL	1990	450	4.50	2,025.00
FRODYMA	SCOTT	OF COUNSEL	1994	425	7.60	3,230.00
HAMILTON	ROBERT	OF COUNSEL	1984	675	3.30	2,227.50
WITALEC	JOSEPH	COUNSEL	1994	500	62.10	31,050.00
CURRIE	KAREN	ASSOCIATE	2000	350	8.00	2,800.00
DELGADO ECHEV	MARTA	ASSOCIATE		450	3.00	1,350.00
DELUCA	NICHOLAS	ASSOCIATE	2008	315	5.70	1,795.50
GROVE	JASON	ASSOCIATE	2006	250	3.90	975.00
HENRY*	WILLIAM	ASSOCIATE	2007	225	4.00	900.00

Timekeeper	Title	Bar Year	Billing Rate	Hours	Total Fees	
HOWARD	GEORGE	ASSOCIATE	2008	225	142.30	32,017.50
JESNER	LISA	ASSOCIATE	2001	550	16.50	9,075.00
MATO YLLERA	PALOMA	ASSOCIATE	2000	450	6.80	3,060.00
MOSCIONI	ANNA	ASSOCIATE	2000	425	187.90	79,857.50
NG	PENELOPE	ASSOCIATE	2006	350	6.50	2,275.00
PARRINELLO	STEPHEN	ASSOCIATE	2007	325	1.80	585.00
ROUTH	RYAN	ASSOCIATE	1999	450	34.90	15,705.00
SHAFER	DAVID	ASSOCIATE	2008	275	3.00	825.00
SILBERFARB	MICHAEL	ASSOCIATE	2005	425	1.10	467.50
TILLER	JOSEPH	ASSOCIATE	2006	300	38.80	11,640.00
FARRINGTON	ALICIA	PARALEGAL		250	10.50	2,625.00
HEMANN	MARY	PARALEGAL		175	4.00	700.00
YAKOVICH	BETTY	PARALEGAL		200	10.10	2,020.00
					801.10	357,945.50
<u>Cash Collateral/DIP Financing/Other Financing</u>						
JENKS	CARL	PARTNER	1982	850	3.50	2,975.00
KENNEDY	EDWARD	PARTNER	1993	700	5.50	3,850.00
LENNOX	HEATHER	PARTNER	1992	700	110.70	77,490.00
MANNING	GEORGE	PARTNER	1974	725	1.40	1,015.00
RAWSON	RACHEL	PARTNER	1991	550	28.70	15,785.00
TEMPLETON	MICHAEL	PARTNER	1980	725	1.90	1,377.50
CHI*	DENNIS	ASSOCIATE	2007	275	6.90	1,897.50
HOWARD	GEORGE	ASSOCIATE	2008	225	1.50	337.50
KREBS JR	ROBERT	ASSOCIATE	2002	425	192.10	81,642.50
LATHROP	LISA	ASSOCIATE	2001	375	1.40	525.00
PARRINELLO	STEPHEN	ASSOCIATE	2007	325	5.20	1,690.00
PHILLIPS	DAVID	ASSOCIATE	2005	265	2.10	556.50
ROUTH	RYAN	ASSOCIATE	1999	450	16.40	7,380.00
SHAFER	DAVID	ASSOCIATE	2008	275	191.30	52,607.50
SYPHARD	DANIEL	ASSOCIATE	2005	250	0.20	50.00
TILLER	JOSEPH	ASSOCIATE	2006	300	13.30	3,990.00
FARRINGTON	ALICIA	PARALEGAL		250	2.80	700.00
HEMANN	MARY	PARALEGAL		175	2.00	350.00
YAKOVICH	BETTY	PARALEGAL		200	12.20	2,440.00
					599.10	256,659.00
<u>Claims Administration</u>						
LENNOX	HEATHER	PARTNER	1992	700	9.90	6,930.00
WITALEC	JOSEPH	COUNSEL	1994	500	12.50	6,250.00
HOWARD	GEORGE	ASSOCIATE	2008	225	37.30	8,392.50
JESNER	LISA	ASSOCIATE	2001	550	0.50	275.00
KREBS JR	ROBERT	ASSOCIATE	2002	425	0.80	340.00
ROUTH	RYAN	ASSOCIATE	1999	450	147.30	66,285.00
SYPHARD	DANIEL	ASSOCIATE	2005	250	82.50	20,625.00
TILLER	JOSEPH	ASSOCIATE	2006	300	72.00	21,600.00
FARRINGTON	ALICIA	PARALEGAL		250	0.20	50.00
HEMANN	MARY	PARALEGAL		175	0.50	87.50
YAKOVICH	BETTY	PARALEGAL		200	10.60	2,120.00
					374.10	132,955.00

<u>Timekeeper</u>	<u>Title</u>	<u>Bar Year</u>	<u>Billing Rate</u>	<u>Hours</u>	<u>Total Fees</u>	
<u>Court Hearings</u>						
ENGMAN	RICHARD	PARTNER	1997	700	21.00	14,700.00
GORDON	HAROLD	PARTNER	1988	750	83.50	62,625.00
LAPE	RODD	PARTNER	1996	500	1.10	550.00
LENNOX	HEATHER	PARTNER	1992	700	95.60	66,920.00
MANNING	GEORGE	PARTNER	1974	725	23.60	17,110.00
RAWSON	RACHEL	PARTNER	1991	550	6.40	3,520.00
TEMPLETON	MICHAEL	PARTNER	1980	725	54.00	39,150.00
HAMILTON	ROBERT	OF COUNSEL	1984	675	20.30	13,702.50
WITALEC	JOSEPH	COUNSEL	1994	500	1.80	900.00
BECK*	MICHELLE	ASSOCIATE	2008	325	2.10	682.50
BUETTNER*	TAMARA	ASSOCIATE	2003	325	5.00	1,625.00
CROSS	JASON	ASSOCIATE	2004	300	2.70	810.00
HOWARD	GEORGE	ASSOCIATE	2008	225	43.10	9,697.50
KREBS JR	ROBERT	ASSOCIATE	2002	425	37.00	15,725.00
LATHROP	LISA	ASSOCIATE	2001	375	0.90	337.50
MOSCIONI	ANNA	ASSOCIATE	2000	425	0.30	127.50
ROUTH	RYAN	ASSOCIATE	1999	450	59.90	26,955.00
SCHWARTZWALI	ALAN	ASSOCIATE	2006	350	27.70	9,695.00
SHAFFER	DAVID	ASSOCIATE	2008	275	19.40	5,335.00
SILBERFARB	MICHAEL	ASSOCIATE	2005	425	13.40	5,695.00
SYPHARD	DANIEL	ASSOCIATE	2005	250	22.30	5,575.00
TILLER	JOSEPH	ASSOCIATE	2006	300	19.90	5,970.00
FARRINGTON	ALICIA	PARALEGAL		250	221.20	55,300.00
HEMANN	MARY	PARALEGAL		175	2.00	350.00
YAKOVICH	BETTY	PARALEGAL		200	38.70	7,740.00
				822.90		370,797.50
<u>General Corporate/Real Estate</u>						
ANDREINI	MARK	PARTNER	1994	500	1.90	950.00
LAPE	RODD	PARTNER	1996	500	3.50	1,750.00
LENNOX	HEATHER	PARTNER	1992	700	6.30	4,410.00
VIETA	AMY	PARTNER	1999	550	1.50	825.00
GIBLIN*	STEPHEN	OF COUNSEL	1980	500	0.80	400.00
BRASSER	BRADLEY	ASSOCIATE	2000	450	15.80	7,110.00
MOSCIONI	ANNA	ASSOCIATE	2000	425	0.10	42.50
ROUTH	RYAN	ASSOCIATE	1999	450	5.20	2,340.00
VANTZOS*	ZOE	ASSOCIATE	2006	350	1.50	525.00
				36.60		18,352.50
<u>Schedules/SOFA/U.S. Trustee Reports</u>						
LENNOX	HEATHER	PARTNER	1992	700	1.50	1,050.00
CHI*	DENNIS	ASSOCIATE	2007	275	0.70	192.50
HOWARD	GEORGE	ASSOCIATE	2008	225	0.40	90.00
KREBS JR	ROBERT	ASSOCIATE	2002	425	11.00	4,675.00
ROUTH	RYAN	ASSOCIATE	1999	450	22.00	9,900.00
SHAFFER	DAVID	ASSOCIATE	2008	275	1.80	495.00
SYPHARD	DANIEL	ASSOCIATE	2005	250	26.30	6,575.00
TILLER	JOSEPH	ASSOCIATE	2006	300	28.80	8,640.00
FARRINGTON	ALICIA	PARALEGAL		250	7.00	1,750.00
YAKOVICH	BETTY	PARALEGAL		200	8.70	1,740.00
				108.20		35,107.50

Timekeeper	Title	Bar Year	Billing Rate	Hours	Total Fees	
<u>Employee Matters</u>						
CORNELL	JOHN	PARTNER	1969	850	29.60	25,160.00
JENKS	CARL	PARTNER	1982	850	1.00	850.00
LENNOX	HEATHER	PARTNER	1992	700	17.50	12,250.00
SHAW	RICHARD	PARTNER	1986	575	15.30	8,797.50
MCCLURE	SARAH	OF COUNSEL	1994	500	17.80	8,900.00
CULLEN*	KELLY	ASSOCIATE	2003	325	1.20	390.00
CURRIE	KAREN	ASSOCIATE	2000	350	3.00	1,050.00
DELUCA	NICHOLAS	ASSOCIATE	2008	315	69.60	21,924.00
GROVE	JASON	ASSOCIATE	2006	250	0.60	150.00
JESNER	LISA	ASSOCIATE	2001	550	33.50	18,425.00
KREBS JR	ROBERT	ASSOCIATE	2002	425	11.80	5,015.00
MEDSKER*	ROBERT	ASSOCIATE	2006	300	7.30	2,190.00
NG	PENELOPE	ASSOCIATE	2006	350	9.70	3,395.00
ROUTH	RYAN	ASSOCIATE	1999	450	7.30	3,285.00
SHREVE	WICKLIFFE	ASSOCIATE	2008	315	12.70	4,000.50
SYPHARD	DANIEL	ASSOCIATE	2005	250	12.30	3,075.00
TILLER	JOSEPH	ASSOCIATE	2006	300	0.80	240.00
HEMANN	MARY	PARALEGAL		175	2.00	350.00
				253.00		119,447.00
<u>Tax Advice</u>						
CORNELL	JOHN	PARTNER	1969	850	2.10	1,785.00
JENKS	CARL	PARTNER	1982	850	29.00	24,650.00
KENNEDY	EDWARD	PARTNER	1993	700	26.80	18,760.00
LENNOX	HEATHER	PARTNER	1992	700	1.60	1,120.00
NOEL*	CHAROLETTE	PARTNER	1991	550	0.60	330.00
RIDGWAY*	CANDACE	PARTNER	1988	675	4.80	3,240.00
SHAH*	MANAN	PARTNER	1999	550	7.30	4,015.00
WILSON	RACHEL	COUNSEL	1999	450	12.20	5,490.00
CURRIE	KAREN	ASSOCIATE	2000	350	0.80	280.00
HARRIS	VANDANA	ASSOCIATE	2002	475	68.20	32,395.00
PARRINELLO	STEPHEN	ASSOCIATE	2007	325	40.60	13,195.00
ROUTH	RYAN	ASSOCIATE	1999	450	7.10	3,195.00
SHAFER	DAVID	ASSOCIATE	2008	275	4.60	1,265.00
SYPHARD	DANIEL	ASSOCIATE	2005	250	1.10	275.00
TILLER	JOSEPH	ASSOCIATE	2006	300	5.30	1,590.00
				212.10		111,585.00
<u>Litigation/Adversary Proceedings</u>						
CORNELL	JOHN	PARTNER	1969	850	1.10	935.00
ENGMAN	RICHARD	PARTNER	1997	700	4.70	3,290.00
GORDON	HAROLD	PARTNER	1988	750	70.20	52,650.00
LENNOX	HEATHER	PARTNER	1992	700	11.20	7,840.00
RITTS	GEOFFREY	PARTNER	1993	500	8.10	4,050.00
TEMPLETON	MICHAEL	PARTNER	1980	725	205.80	149,205.00
BERGMAN	MARLA	COUNSEL	1988	550	65.90	36,245.00
BUETTNER*	TAMARA	ASSOCIATE	2003	325	3.00	975.00
CROSS	JASON	ASSOCIATE	2004	300	37.30	11,190.00
FRANKLYN	SASHAY	ASSOCIATE	2008	315	89.40	28,161.00
HOWARD	GEORGE	ASSOCIATE	2008	225	2.10	472.50
JESNER	LISA	ASSOCIATE	2001	550	6.90	3,795.00

Timekeeper		Title	Bar Year	Billing Rate	Hours	Total Fees
KREBS JR	ROBERT	ASSOCIATE	2002	425	44.40	18,870.00
PHILLIPS	DAVID	ASSOCIATE	2005	265	0.30	79.50
POSNER	EMILY	ASSOCIATE	2008	315	42.80	13,482.00
ROSENBLUM	BENJAMIN	ASSOCIATE	2005	390	36.80	14,352.00
ROUTH	RYAN	ASSOCIATE	1999	450	30.50	13,725.00
SCHWARTZWALI	ALAN	ASSOCIATE	2006	350	11.70	4,095.00
SHAFER	DAVID	ASSOCIATE	2008	275	58.20	16,005.00
SILBERFARB	MICHAEL	ASSOCIATE	2005	425	15.80	6,715.00
STEVENSON*	PANTEA	ASSOCIATE	2008	315	9.40	2,961.00
TILLER	JOSEPH	ASSOCIATE	2006	300	28.20	8,460.00
FARRINGTON	ALICIA	PARALEGAL		250	8.50	2,125.00
YAKOVICH	BETTY	PARALEGAL		200	2.00	400.00
					794.30	400,078.00
<u>Professional Retention/Fee Issues</u>						
LENNOX	HEATHER	PARTNER	1992	700	8.10	5,670.00
HOWARD	GEORGE	ASSOCIATE	2008	225	7.10	1,597.50
ROUTH	RYAN	ASSOCIATE	1999	450	17.90	8,055.00
SYPHARD	DANIEL	ASSOCIATE	2005	250	73.80	18,450.00
TILLER	JOSEPH	ASSOCIATE	2006	300	3.20	960.00
FISCHER*	LYNNE	STAFF ATTY	1996	200	1.80	360.00
FARRINGTON	ALICIA	PARALEGAL		250	5.80	1,450.00
YAKOVICH	BETTY	PARALEGAL		200	13.30	2,660.00
					131.00	39,202.50
<u>Fee Application Preparation</u>						
LENNOX	HEATHER	PARTNER	1992	700	3.90	2,730.00
ROUTH	RYAN	ASSOCIATE	1999	450	13.20	5,940.00
FARRINGTON	ALICIA	PARALEGAL		250	0.20	50.00
YAKOVICH	BETTY	PARALEGAL		200	59.60	11,920.00
					76.90	20,640.00
TOTAL					9,133.20	4,043,657.50
Less Voluntary fee reduction					(86.40)	(31,476.00)
GRAND TOTAL					9,046.80	\$4,012,181.50

* Professional time included in voluntary fee reduction.

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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)
-----X

**FIRST INTERIM APPLICATION
OF JONES DAY, COUNSEL FOR THE
DEBTORS, FOR ALLOWANCE OF COMPENSATION
FOR PROFESSIONAL SERVICES RENDERED AND FOR
REIMBURSEMENT OF ACTUAL AND NECESSARY EXPENSES
INCURRED FOR THE PERIOD MAY 27, 2009 THROUGH AUGUST 31, 2009**

TO THE HONORABLE MARTIN GLENN,
UNITED STATES BANKRUPTCY JUDGE:

Jones Day, counsel to the above-captioned debtors and debtors in possession (collectively, the "Debtors"), hereby makes its first application (the "Application") for interim allowance of compensation in the amount of \$4,012,181.50¹ for professional services rendered and reimbursement of actual and necessary expenses incurred in the amount of \$128,058.48 for the period May 27, 2009 through August 31, 2009 (the "Compensation Period") for services performed for the Debtors. In support of this Application, Jones Day respectfully represents as follows:

Background

General 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 the Petition Date, the Debtors' chapter 11 cases have been consolidated for procedural purposes only and are being administered jointly. 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, pursuant to section 1102 of the Bankruptcy Code, the United States Trustee appointed an official committee of unsecured creditors (Docket No. 129) (the "Creditors' Committee").

¹ Total fees billed during the period from May 27, 2009 through August 31, 2009 were \$4,043,657.50. In preparing this Application (as defined below), Jones Day has voluntarily further reduced its fees by \$31,476.00 such that it seeks interim allowance of \$4,012,181.50 for professional services rendered during this Compensation Period.

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 ("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 (Doc. 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 MD Investors Transaction closed on October 16, 2009. The Debtors presently are working to 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 have 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.

Relevant Facts

Status of the Debtors' Chapter 11 Cases

9. In the very short time since these cases were commenced, the Debtors have achieved remarkable progress. Since the commencement of these cases, the majority of the

Debtors' time and efforts has been devoted between maintaining their operations in compliance with the Bankruptcy Code in order to preserve the going-concern value of their businesses while planning, preparing and completing the process of selling a majority of their assets pursuant to the Sale Processes. The Debtors have been working diligently to accomplish these tasks by, among other things: (a) implementing the various forms of relief granted by the Court on or shortly after the Petition Date to allow the Debtors to a maintain business as usual atmosphere to the fullest extent possible and to preserve the Debtors' relationships with their employees, customers, suppliers, lenders and other parties; (b) retaining professionals necessary to the Debtors' reorganization efforts; (c) negotiating, documenting and obtaining Court approval of the Debtors' postpetition financing facility (the "DIP Facility") and several extensions thereof; (d) commencing and completing the time-consuming process of preparing the Debtors' schedules of assets and liabilities and statements of financial affairs (as they may be amended, the "Schedules"), which were filed on July 7, 2009; (e) seeking and obtaining approval of bidding procedures for the sale of the Debtors' powertrain and chassis operations; (f) conducting the sale of the Debtors' powertrain and chassis operations in accordance with the bidding procedures orders entered by the Court, including conducting the Auction; (g) seeking and gaining the Court's approval of the sale of the majority of the Debtors' assets to MD Investors at the conclusion of the Auction; (h) addressing various pleadings and objections of various parties, including key customers and suppliers throughout the Sale Processes; and (g) filing monthly operating reports and paying quarterly fees to the U.S. Trustee. In addition, the Debtors have been preparing for the next phase of these cases in which the Debtors will wind down their remaining operations and propose and seek confirmation of a liquidating chapter 11 plan.

Jones Day's Retention and Terms of Engagement

10. On May 28, 2009, the Debtors filed their application to retain and employ Jones Day as their counsel (Doc. No. 44) (the "Retention Application"). On June 22, 2009, the Court entered an order (Doc. No. 269) (the "Retention Order") authorizing the retention of Jones Day as the Debtors' counsel to perform any and all necessary or appropriate legal services on behalf of the Debtors in connection with these chapter 11 cases, nunc pro tunc as of the Petition Date.

11. As described in the Retention Application, Jones Day has: (a) charged for its legal services, from the period February 1, 2009 through September 30, 2009, on an hourly basis in accordance with the ordinary and customary hourly rates that were in effect at Jones Day as of January 31, 2008; (b) from October 1, 2009 through the conclusion of these chapter 11 cases, charged for its legal services on an hourly basis in accordance with Jones Day's ordinary and customary hourly rates in effect as of January 31, 2009, notwithstanding any change to its normal billing rates thereafter; and (c) sought reimbursement of actual and necessary out of pocket expenses. In addition, Jones Day has further agreed not to, and has not, (y) charged the Debtors for fees relating to non-working travel time by any professionals prior to or during the pendency of these chapter 11 cases and (z) charged fees for any professionals that bill fewer than 10 hours in a month unless agreed to by the Debtors in connection with a specific project. The rates Jones Day charges for services rendered by its professionals and paraprofessionals in these chapter 11 cases are the same rates Jones Day charges for professional and paraprofessional services rendered in comparable non-bankruptcy matters during their respective billing period.

Relief Requested and Reasons Therefor

Authority for Relief

12. Jones Day makes this Application pursuant to the following:

(a) sections 330(a) and 331 of the Bankruptcy Code; (b) Rule 2016 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"); (c) Rule 2016-1 of the Local Rules for the United States Bankruptcy Court for the Southern District of New York (the "Local Bankruptcy Rules"); (d) the U.S. Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330, adopted on January 30, 1996 (the "U.S. Trustee Guidelines"); (e) General Order M-151, Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases (the "Local Guidelines"); and (f) the Order, Pursuant to Sections 105(a) and 331 of the Bankruptcy Code, Bankruptcy Rule 2016(a) and Local Bankruptcy Rule 2016-1, Establishing Procedures for Interim Monthly Compensation for Professionals, entered in this case on June 23, 2009 (Docket No. 287) (the "Interim Compensation Order" and, collectively with the U.S. Trustee Guidelines and the Local Guidelines, the "Guidelines").

Request for Interim Allowance of Compensation and Reimbursement of Expenses

13. Jones Day hereby seeks interim allowance of compensation for professional services rendered during the Compensation Period in the aggregate amount of \$4,012,181.50 and reimbursement of expenses incurred in connection with such services in the aggregate amount of \$128,058.48. During the Compensation Period, Jones Day attorneys and paraprofessionals expended a total of 9,046.80 hours for which compensation is requested.

14. Prefixed to this Application is the cover sheet required by the U.S. Trustee Guidelines, which includes a schedule setting forth the names of all Jones Day professionals and

paraprofessionals who have performed services for which compensation is sought, the person's position in the firm and the year each attorney first was admitted to practice law. In addition, the schedule sets forth for each person (a) the hourly rate during the Compensation Period; (b) the total hours billed for which compensation is sought and (c) the total compensation for such hours.

15. Annexed hereto as Exhibit 1 is a summary of the services rendered by Jones Day for which compensation is sought, by project category. Annexed hereto as Exhibit 2 is a listing of the detailed time entries of Jones Day professionals and paraprofessionals, by project category, with respect to the compensation requested. Annexed hereto as Exhibit 3 is a summary of the types of expenses for which reimbursement is sought. Annexed hereto as Exhibit 4 is a detailed itemization of such expenses. Annexed hereto as Exhibit 5 is the Nondebtor Fee Disclosure (as defined below). Annexed hereto as Exhibit 6 is the certification of Heather Lennox with respect to the Application pursuant to the Local Guidelines. Annexed hereto as Exhibit 7 is a proposed form of order granting the Application.

The Retainer and Prior Payments to Jones Day

16. As described in the Retention Application, prior to the Petition Date, on or about March 12, 2009, the Debtors provided Jones Day with an advance payment of \$225,000 (the "Deposit") to establish a retainer (the "Retainer") to pay for legal services to be rendered by Jones Day in connection with the Debtors' preparation for the commencement of these chapter 11 cases and certain other matters as more fully set forth in the Retention Application, which Retainer was replenished from time to time prior to the Petition Date. As detailed in the Disclosure of Jones Day with respect to the Reconciliation of Prepetition Fees and Expenses,

which was contemporaneously filed herewith, the Retainer has been fully applied to Jones Day's prepetition fees and expenses, and no amount remains in the Retainer at this time.

17. Further, pursuant to the Interim Compensation Order, Jones Day has submitted the following monthly statements (collectively, the "Monthly Statements") to the Debtors with respect to the Compensation Period:

- (a) For May 27, 2009 through May 31, 2009 — fees of \$208,113.50 and expenses of \$15,287.04 (the "May Statement");
- (b) For June 1, 2009 through June 30, 2009 — fees of \$1,443,097.50 and expenses of \$16,292.73 (the "June Statement");
- (c) For July 1, 2009 through July 31, 2009 — fees of \$1,520,773.50 and expenses of \$37,685.92 (the "July Statement"); and
- (d) For August 1, 2009 through August 31, 2006 — fees of \$871,673.00 and expenses of \$58,792.79 (the "August Statement").

18. In total, therefore, Jones Day has submitted Monthly Statements during the Compensation Period for fees of \$4,012,181.50 and expenses of \$128,058.48. As of the date of this Application, none of the Notice Parties have objected to Jones Day's Monthly Statements for the Compensation Period.

19. During the Compensation Period and thereafter through the date of this Application, Jones Day received the following payments from the Debtors:

- (a) on August 7, 2009, a payment of \$181,777.84, which was applied in satisfaction of 80% of Jones Day's fees and all of Jones Day's expenses in the May Statement;
- (b) on August 27, 2009, a payment of \$1,170,770.73, which was applied in satisfaction of 80% of Jones Day's fees and all of Jones Day's expenses in the June Statement; and

(c) on September 30, a payment of \$1,254,484.72² which was applied in satisfaction of 80% of Jones Day's fees and all of Jones Day's expenses in the July Statement.

20. Other than as permitted by section 504 of the Bankruptcy Code, none of the foregoing payments have been shared by Jones Day with any other party, nor are these or any other payments subject to a sharing agreement between Jones Day and any third party. The source of these payments was the Debtors' operating cash. As of the date of this Application, Jones Day had not yet received any payment from the Debtors relating to fees and expenses in the August Statement.

21. Except as described in paragraphs 16 through 20 above, Jones Day did not receive any payments or promises of payments during the Compensation Period from any source for services rendered or to be rendered in connection with these chapter 11 cases.

Jones Day's Services

22. The following is a brief description of the principal activities of Jones Day professionals and paraprofessionals during the Compensation Period, listed by project category in the order set forth in Exhibit 1. A detailed description of each individual's activities is found in the time records annexed hereto as Exhibit 2.

Case Administration — 342.30 hours — \$104,695.00³

23. Due to the size and complexity of the Debtors' chapter 11 cases, daily case administration matters necessarily required substantial attention from Jones Day during the

² Due to a miscommunication between Jones Day and the Debtors, the Debtors remitted an additional \$180.00 in connection with the payment for the July Statement, which amount is reflected in the figure above. The Debtors have accounted for this over-payment in the amount sought hereunder.

³ The hours and fees for each project category reflect the total amount billed by the Debtors for the Compensation Period (\$4,043,657.50). In preparing this Application, Jones Day has voluntarily further reduced its fees and hours by \$31,476.00 and 86.40, respectively, such that it seeks interim allowance of \$4,012,181.50 for 9,046.80 hours of professional services rendered during this Compensation Period.

Compensation Period. Specifically, Jones Day provided the following case administration services, among others:

- Jones Day professionals finalized "first day" pleadings and coordinated the filing of such pleadings.
- Jones Day professionals monitored the bankruptcy docket to ensure timely responses to all developments in these cases and prepared and filed certain pleadings necessary for the day-to-day administration of the Debtors' estates.
- Jones Day professionals communicated with this Court, the U.S. Trustee, the Creditors' Committee and other parties in interest seeking generalized information about the chapter 11 cases and, where appropriate, worked with the Debtors to provide such parties with the requested information.
- Jones Day professionals corresponded electronically, participated in conference calls and/or attended meetings with the Debtors' management and/or various of the Debtors' professionals to coordinate all activities in these cases and provide updates regarding the progress of these cases and the strategy with respect thereto.
- Jones Day professionals communicated with the Debtors and the Debtors' utilities in response to request for adequate assurance under section 366 of the Bankruptcy Code. In connection with such requests, Jones Day negotiated and proposed various agreements with the utilities to resolve any issues between the parties.
- Jones Day professionals drafted numerous confidentiality agreements for the Creditors' Committee's members and advisors and potential bidders and communicated with the Debtors, the Creditors' Committee and potential bidders on the same.
- Jones Day professionals maintained a detailed work in process report and case calendar, which were distributed on a regular basis to the Debtors' management and professionals (including Jones Day lawyers and the Debtors' conflicts counsel) to: (a) track the progress of pending matters, upcoming deadlines and other activities relating to these chapter 11 cases; (b) ensure the coordination and timely completion of these activities; and (c) avoid duplication of effort with respect to the numerous matters pending in these cases.
- Finally, Jones Day professionals worked closely with the Debtors' noticing agent to maintain and update the service lists, provide service of motions and other pleadings and maintain the website with respect to documents relevant to the Debtors, their operations and their chapter 11 cases.

Creditor Inquiries — 34.00 hours — \$10,530.00.

24. During the Compensation Period, Jones Day professionals and paraprofessionals responded to numerous inquiries from the Debtors' creditors, customers, suppliers, bondholders, current and retired employees and other parties in interest regarding (a) the status of the Debtors' chapter 11 cases, (b) the impact of the Debtors' chapter 11 filings on claims against and obligations of the Debtors, (c) the filing of proposed claims prior to the bar date, (d) requests for copies of documents filed in these cases and (e) other general case information.

Meetings — 60.00 hours — \$32,782.50.

25. During the Compensation Period, Jones Day lawyers participated in and prepared for numerous meetings with the Debtors, the Creditors' Committee and other parties in interest, among other things, to: (a) keep all major constituencies in these cases and their professionals informed of the status of chapter 11 events; (b) address specific case initiatives with the creditors and their representatives; and (c) provide assistance and guidance to the Debtors' management in completing a smooth transition to operations in chapter 11 and addressing the numerous other matters arising in these cases. In particular, Jones Day participated in a Creditors' Committee formation meeting and prepared for and participated in the meeting of creditors required under section 341 of the Bankruptcy Code.

Executory Contracts/Unexpired Leases — 283.90 hours — \$106,931.50.

26. During the Compensation Period, Jones Day assisted the Debtors in addressing numerous matters relating to executory contracts and unexpired leases, including the following:

- Jones Day professionals worked closely with the Debtors regarding the proposed assumption and rejection of certain real property leases with Dyne (DE) LP ("Dyne"). In conjunction with the proposed assumption and rejection of the Dyne

leases, Jones Day: (a) researched and analyzed various issues related to the severability of contracts and leases; (b) drafted a motion to reject certain of the Dyne leases and legal memoranda in support of assumption of certain of the Dyne leases; and (c) communicated with the Debtors and Dyne's counsel regarding these leases.

- Jones Day professionals worked with the Debtors in reviewing their equipment leases, particularly with respect to the sale of the Debtors' assets. In connection with the Debtors' equipment leases, Jones Day: (a) corresponded electronically, participated in conference calls and/or attended meetings with the Debtors' management and/or several of the Debtors' professionals; (b) negotiated with the lessors for various relief; and (c) drafted lease documents.
- Jones Day professionals drafted, reviewed and revised numerous documents, including: (a) motions to reject certain executory contracts and leases; (b) a motion to extend the deadline to assume or reject nonresidential real property leases; (c) executory contracts; and (d) amendments to contracts.
- Jones Day professionals researched and analyzed various issues related to executory contracts and unexpired leases, including: (a) adequate assurance; (b) confidentiality provisions; (c) the business judgment standard; and (d) proration of rent.
- Jones Day professionals corresponded electronically, participated in conference calls and/or attended meetings with the Debtors' management and/or various of the Debtors' professionals to coordinate closely all activities in these cases, and provide updates, regarding the strategy to assume and reject executory contracts and leases.

Automatic Stay/Adequate Protection — 46.40 hours — \$14,135.00.

27. During the Compensation Period, the Debtors were faced with issues relating to the imposition of the automatic stay under section 362 of the Bankruptcy Code. Jones Day, therefore, devoted time to: (a) advising the Debtors on the application and effects of the automatic stay; (b) addressing requests from third parties or advising such parties regarding the automatic stay; and (c) resolving issues relating to actions taken, or proposed to be taken, by third parties in violation of the automatic stay. Jones Day's efforts on these matters specifically included the following:

- Jones Day professionals provided advice to the Debtors regarding a motion to lift the automatic stay filed by the plaintiffs regarding a purported securities class

action against the Debtors commenced in the United States District Court for the Eastern District of Michigan in January 2009. In particular, Jones Day: (a) corresponded electronically, participated in conference calls and attended meetings with the Debtors' management regarding the objection to the motion and a potential settlement of the same; (b) researched issues relating to the Second Circuit's requirements to lift the stay; and (c) drafted, reviewed and revised an objection.

- Jones Day professionals communicated with the Debtors' management and conducted research relating to the affect of the automatic stay on state workers' compensation programs.

Plan of Reorganization/Disclosure Statement — 249.90 hours — \$102,527.50.

28. During the Compensation Period, Jones Day assisted the Debtors in addressing numerous matters relating to their plan of reorganization and disclosure statement. Specifically, Jones Day spent substantial time preparing first drafts of a proposed plan of liquidation, a disclosure statement, a proposed motion to approve the disclosure statement and a liquidating trust agreement that would be implemented with a plan. In addition, Jones Day prepared and filed a motion to extend the exclusive periods to file a plan and solicit acceptances thereto, which motion was granted by this Court after the close of the Compensation Period.

Use, Sale or Lease of Assets — 2,081.20 hours — \$993,000.50.

29. During the Compensation Period, a majority of Jones Day's services related to assisting the Debtors in obtaining Court approval for the sale of a majority of the Debtors' assets. The sale of a majority of the Debtors' assets was the purpose behind the commencement of these chapter 11 cases and was a key milestone condition in the DIP Facility and an essential element of the Debtors' successful chapter 11 strategy. In order to ensure that the majority of the Debtors' assets were sold for the best possible value on an expedited timeframe, Jones Day assisted the Debtors in exploring a number of options, including the separate sale of the Debtors' powertrain and chassis operations, as was consistent with feedback received from the market, as well as the potential sale of the majority of the Debtors' assets as a

whole. As part of this process, Jones Day: (a) assisted the Debtors in negotiating multiple asset purchase agreements and related schedules with interested buyers; (b) assisted in coordinating due diligence for interested buyers on environmental, tax, employee benefits, contract and other issues; and (c) assembled a multi-national team to address the unique and challenging questions of international law related to the divestiture of certain of Metaldyne Companies' operations in Spain, Korea, Mexico and India. In addition, Jones Day continuously advised the Debtors and the Special Committee of the Metaldyne Board of Directors with respect to the ongoing purchase agreement negotiations and bankruptcy sale processes and planned for, prepared, and filed all of the pleadings necessary to keep this Court abreast of the constantly shifting (and oft times contentious) Sale Processes and all of the necessary and appropriate pleadings in order to gain approval of the Debtors' bidding procedures for and ultimate sale of the majority of their assets. In the end, after intensive marketing efforts and negotiations with multiple parties expressing significant interest in the Debtors' various assets, Jones Day assisted the Debtors in conducting the Auction. At the Auction, Jones Day assisted the Debtors in comparing an offer to purchase the combined majority of the assets (including powertrain, chassis, balance shaft module and tubular businesses) of the Debtors by MD Investors with the other available offers. After MD Investors' bid was selected as the highest and best bid, Jones Day assisted the Debtors in finalizing a purchase agreement with MD Investors for the majority of the Debtors' assets and obtaining approval of the sale pursuant to section 363 of the Bankruptcy Code over the objection of BDC Finance, LLC. After the entry of the sale order, Jones Day has worked to assist the Debtors in their efforts to close this transaction.

30. Specifically, as part of the Sale Processes, Jones Day, among other things, performed the following tasks:

- Jones Day professionals corresponded electronically, participated in conference calls and/or attended meetings with the Debtors' management and/or various of their professionals, and the Special Committee and its professionals, regarding, among other things: (a) the sale and purchase agreements and divestiture strategy for the Debtors' powertrain and chassis operations as well as certain other of the Debtors' smaller operations; and (b) de minimis assets sales procedures.
- Jones Day professionals conducted research regarding, or advised the Debtors regarding certain specific legal issues including, among other issues: (a) the sale of de minimis assets; (b) holders in due course; (c) the enforceability of transfer restriction provisions in the Second Circuit; (d) intellectual property transfer issues; (e) setoff and recoupment; (f) the sale or use of property in the ordinary course of business; (g) the transferability of joint venture interests; (h) significant foreign tax issues and restructuring issues; (i) standards for bidding procedures, bidder protections and sales pursuant to section 363 of the Bankruptcy Code; (k) standards for credit bidding pursuant to section 363(k) of the Bankruptcy Code; and (j) other issues surrounding the sale of the majority of the Debtors' assets pursuant to section 363 of the Bankruptcy Code.
- Jones Day professionals drafted, reviewed and revised motions and other pleadings to: (a) approve de minimis asset sales procedures; (b) approve bidding procedures for the sale of the Debtors' powertrain and chassis operations; (c) approve amendments to the bidding procedures and the stalking horse bids submitted by multiple purchasers; (d) address and/or reply to objections filed by, among others, certain of the Debtors' suppliers and lenders; and (e) approve the sale of the majority of the Debtors' assets.
- Jones Day professionals drafted, reviewed and revised numerous documents, including: (a) various asset purchase agreements and related documents and schedules submitted by multiple interested bidders for the Debtors' assets; (b) asset sale notices under the de minimis asset sale procedures; (c) multiple declarations of the Debtors and their advisors in support of the various motions filed regarding the Sale Processes; (d) asset sale bidding procedures and timelines related thereto; and (e) agreements to address and resolve the myriad objections received with regard to the Sale Processes.

Powertrain Asset Sale Transaction — 1,826.20 hours — \$816,286.00⁴

31. During the months of June and July, Jones Day spent a substantial amount of time working on the proposed separate sale of the Debtors' powertrain assets. Jones Day spent significant time coordinating the bidding process for the Debtors' powertrain assets, filing necessary pleadings with the Bankruptcy Court (of the types described above), negotiating with the four separate interested purchasers that bid separately for the powertrain assets at different times in the process. Such negotiations led to the drafting of asset purchase agreements and related schedules, assisting in the performance of due diligence and preparing for and holding an auction for the Debtors' powertrain assets. In addition to those specific activities described in paragraph 30 above, because of the significant challenges with respect to certain international tax issues related to disaggregating the Debtors' powertrain operations from certain other operations in those foreign jurisdictions, Jones Day spent significant time working to resolve such complex issues in conjunction with certain interested purchases for the Debtors' powertrain operations. Jones Day addressed through litigation in this Court the resolution of which party would serve as the stalking horse bidder for the Debtors' powertrain assets. As a result of these and other complex issues, Jones Day spent more time dealing with issues related to the sale of the Debtors' powertrain assets in June and July than was spent on other matters. In addition, Jones Day assisted in conducting an auction for the powertrain assets.

⁴ In order to better track the amount of time spent on the sale process for the Debtors' powertrain operations, during the months of June and July, Jones Day created a separate billing code for all of Jones Day's professional time spent on the powertrain sale process. After MD Investors was identified as the successful bidder, however, Jones Day determined that separately billing the powertrain matter was no longer meaningful and began billing all sale-related time to the "Use, Sale or Lease of Assets" billing code.

Chassis Asset Sale Transaction — 801.10 hours — \$357,945.50⁵

32. The majority of Jones Day's time was spent, as described in paragraphs 30 and 31 above, on coordinating the bidding process for the Debtors' assets, including various services relating exclusively to the sale of the chassis assets. Such services included filing necessary pleadings with the Bankruptcy Court, negotiating with interested purchasers (including the Carlyle entities, Revstone Industries and other parties), obtaining a stalking horse bidder for the Debtors' chassis assets and preparing for the auction of the Debtors' chassis assets and undertaking the other tasks described in paragraph 30 above.

Cash Collateral/DIP Financing — 599.10 hours — \$256,659.00.

33. During the Compensation Period, Jones Day devoted a significant amount of time addressing issues necessary to obtain Court approval of and implement the terms of the DIP Facility, including by responding to formal and informal objections to the DIP Facility (collectively, the "DIP Facility Objections"), including the objections asserted by the senior secured term lenders (at the interim hearing) and by the Creditors' Committee (at the final hearing). Jones Day also assisted the Debtors in complex negotiations with the lenders under the DIP Facility for multiple extensions of the facility. Among other things, Jones Day engaged in the following activities relating to the DIP Facility:

- Jones Day professionals corresponded electronically, participated in conference calls and/or attended meetings with the Debtors' management and/or various of their professionals, lenders and customers regarding the DIP Facility, the budget governing the facility and stipulations to amend and extend the facility.

⁵

In order to better track the amount of time spent on the sale process for the Debtors' chassis operations, during the months of June and July, Jones Day created a separate billing code for all of Jones Day's professional time spent on the chassis sale process. After MD Investors was identified as the successful bidder, however, Jones Day determined that separately billing the chassis matter was no longer meaningful and began billing all sale-related time to the "Use, Sale or Lease of Assets" billing code.

- Jones Day professionals assisted the Debtors in: (a) negotiating a resolution of the DIP Facility Objections; (b) negotiating and preparing orders approving the DIP Facility on an interim and final basis; (c) negotiating and preparing three stipulations to amend and extend the DIP Facility; and (d) preparing declarations, evidence and argument for the interim and final hearings.
- In addition, Jones Day professionals devoted significant time to: (a) negotiating open issues with the DIP Lenders relating to the terms of the DIP Facility; (b) finalizing various exhibits and other documents related to the DIP Facility; (c) assisting the Debtors in the preparation and negotiation of the DIP Facility budget; (d) performing necessary legal research on matters related to the DIP Facility documents; and (e) taking the other steps necessary to implement the DIP Facility.

Claims Administration — 374.10 hours — \$132,955.00.⁶

34. During the Compensation Period, Jones Day assisted the Debtors in addressing numerous matters relating to claims asserted by the Debtors' trade vendors and the general administration of claims asserted against the Debtors. Among other things, Jones Day participated in the following claims administration activities during the Compensation Period:

- Jones Day professionals worked closely with the Debtors' management to negotiate with various suppliers for payment of some of their prepetition claims under first-day essential supplier, foreign vendor or lienholder orders. Jones Day participated in discussions with suppliers and drafted postpetition agreements with certain suppliers to ensure that their supply chain remained undisturbed during the initial stages of these chapter 11 cases.
- Jones Day professionals corresponded electronically, participated in conference calls and/or attended meetings with the Debtors' management and/or various of their professionals regarding, among other things: (a) an initial plan for addressing proofs of claim filed in these cases; (b) strategies for addressing the demands of potentially repudiating vendors; (c) supplier issues; (d) intercompany claim issues; (e) setoff issues; (f) reclamation demand issues; and (g) bar date issues.
- Jones Day professionals drafted, reviewed and revised documents, including: (a) a motion to establish a claims bar date in these chapter 11 cases; (b) a claim stipulation with the Pension Benefit Guaranty Corporation ("PBGC"); and (c) motions to approve certain setoff stipulations.

⁶ Certain of the time records attached as Exhibit 2 for this billing category have been redacted to preserve confidentiality for certain sensitive commercial matters.

- Finally, Jones Day professionals also reviewed reclamation demands received by the Debtors and reviewed charts detailing such claims. In connection with the reclamation claims, Jones Day professionals researched issues related to the payment of such claims and began preparing a notice regarding reclamation demands.

Court Hearings — 822.90 hours — \$370,797.50.

35. Jones Day's activities during the Compensation Period included preparation for and participation in approximately 14 hearings before this Court and other status conferences on a variety of matters described elsewhere in this Application. In particular, Jones Day devoted significant time preparing for testimony of witnesses for and participating in hearings relating to: (a) the Debtors' requested first day relief; (b) the approval of the DIP Facility; (c) the approval of bidding procedures for their powertrain and chassis businesses; and (d) the approval of the sale of the majority of the Debtors' assets. Jones Day's lawyers also spent a significant amount of time resolving disputes relating to matters prior to hearings to ensure that critical relief could be obtained for the benefit of the Debtors' estates in a timely and efficient manner. Finally, Jones Day professionals devoted time to the preparation of agenda letters, hearing binders and other required documents and attended to the other administrative tasks relating to each hearing conducted before the Court in these cases.

General Corporate/Real Estate — 36.60 hours — \$18,352.50.

36. Jones Day lawyers assisted the Debtors in connection with the following general corporate matters during the Compensation Period:

- Jones Day professionals corresponded electronically, participated in conference calls and/or attended meetings with the Debtors' management and/or various of their professionals regarding, among other things: (a) the DIP Facility; (b) insurance issues; (c) the preparation and editing of press releases; and (d) advising the Debtors on corporate governance issues.
- Jones Day professionals also prepared materials for and participated in Board meetings, including meetings of the Special Committee.

Schedules/SOFA/U.S. Trustee Reports — 108.20 hours — \$35,107.50.

37. Pursuant to an order entered by this Court on May 29, 2009, the Debtors obtained an extension of time through July 13, 2009 (the "Schedules Deadline") to file their Schedules. During the Compensation Period, Jones Day assisted the Debtors in completing the Schedules, which were filed on July 7, 2009. To accomplish this result, Jones Day devoted significant time to: (a) working closely with the Debtors and AlixPartners, LLP ("AlixPartners"), the Debtors' financial advisors; (b) advising the Debtors with respect to the nature and scope of the disclosures required in the Schedules and related issues; (c) conducting research related to the foregoing; and (d) reviewing, revising and commenting on drafts of the Schedules.

38. In addition, Jones Day: (a) researched the scope of Bankruptcy Rule 2015.3, prepared and filed a motion to extend the reporting deadline under Bankruptcy Rule 2015.3 and filed the related report; (b) reviewed and revised the monthly operating reports required by the U.S. Trustee; (c) coordinated the payments of the Debtors' quarterly fees to the U.S. Trustee; and (d) communicated with the U.S. Trustee on a number of issues relating to these cases.

Employee Matters — 253.00 hours — \$119,447.00.

39. At the commencement of the Debtors' chapter 11 cases, the Metaldyne Companies employed approximately 4,450 employees, of which approximately 2,500 are employees of the Debtors. Accordingly, during the Compensation Period, Jones Day devoted a significant time to identifying, analyzing and addressing a number of critical and complex employee matters, some of which were critical to the Sale Processes. Among others, Jones Day performed the following services with respect to employee matters during the Compensation Period:

- Jones Day professionals corresponded electronically, participated in conference calls and/or attended meetings with the Debtors' management and/or various of their professionals regarding, among other things: (a) employee benefits; (b) retiree medical benefits; (c) workers' compensation issues; (d) pension issues; (e) compensation issues; (f) the Debtors' labor strategy; and (g) Employee Retirement Income Security Act ("ERISA") issues.
- Jones Day professionals reviewed and analyzed the Debtors': (a) defined benefit plans; (b) defined contribution plans; (c) other benefit plans; and (d) collective bargaining agreements.
- Jones Day professionals conducted research and drafted memoranda or other documents regarding, among other issues: (a) sections 1113 and 1114 of the Bankruptcy Code; (b) employee incentive programs; (c) pension and labor issues; and (d) ERISA issues.
- Jones Day professionals participated in telephone conferences with representatives of the PBGC regarding Metaldyne's defined benefit pension plans and the status of these chapter 11 cases. Jones Day also assisted the Debtors with responding to a PBGC document request and negotiating with the PBGC regarding PBGC's objections to the Sale Processes.
- Jones Day professionals corresponded electronically, participated in conference calls and/or attended meetings with the Creditors' Committee regarding employee compensation, director compensation, employee and retiree benefits and other issues.

Tax Advice — 212.10 hours — \$111,585.00.

40. During the Compensation Period, Jones Day tax lawyers provided advice to the Debtors on a variety of matters, including, most significantly, advice regarding the tax issues related to the sale of the majority of the Debtors' assets, particularly in foreign jurisdictions. Specifically, during the Compensation Period:

- Jones Day professionals corresponded electronically, participated in conference calls and/or attended meetings with the Debtors' management and/or various of their professionals regarding, among other things: (a) international tax issues; (b) property taxes; (c) the tax implications of the structure of the DIP Facility; (d) tax implications of the treatment non-debtor Metaldyne Companies' debt in bankruptcy and in the Sale Process; and (e) treatment of prepetition and postpetition tax claims.
- Jones Day professionals conducted research regarding, among other issues: (a) the application section 505 of the Bankruptcy Code to certain pending tax

appeals; (b) net operating loss preservation; (c) tax withholding issues relating to executive compensation; and (d) proration of property taxes.

- Jones Day professionals drafted documents related to tax issues, including: (a) a motion to pay secured tax claims; and (b) a memorandum on the proration of taxes.

Litigation/Adversary Proceedings — 794.30 hours — \$400,078.00.

41. During the Compensation Period, Jones Day lawyers advised and assisted the Debtors in connection with certain litigation or potential litigation matters. Among others, Jones Day participated in the following litigation-related activities:

- Jones Day professionals assisted the Debtors with litigation issues with the Creditors' Committee, including: (a) corresponding electronically, participating in conference calls and/or attending meetings with the Debtors' management and/or various of their professionals regarding various Creditors' Committee discovery requests; (b) analyzing and responding to such discovery requests and deposition notices; and (c) reviewing documents related to such discovery requests.
- Jones Day professionals assisted the Debtors with litigation regarding suppliers who repudiated their contracts with the Debtors, including: (a) corresponding electronically, participating in conference calls and/or attending meetings with the Debtors' management and/or various of their professionals regarding repudiating vendors and their breach of their agreements; (b) preparing motions seeking the court to issue orders to appear and show cause or orders requiring the Debtors' vendors to honor their contracts; (c) preparing legal memoranda regarding the repudiating vendors; (d) researching issues relating to contract breaches; and (e) preparing related discovery and other documents.
- Jones Day professionals assisted the Debtors with litigation issues related to their pension plans, including: (a) corresponding electronically, participating in conference calls and/or attending meetings with the Debtors' management and/or various of their professionals regarding pension issues; and (b) analyzing and researching issues related to the termination of their pension plans.
- Jones Day professionals planned, prepared for and participated in discovery, and Court hearings with respect to various other litigation issues that have arisen with respect to discrete issues in these cases.

Professional Retention/Fee Issues — 131.00 hours — \$39,202.50.

42. Due to the size and complexity of the Debtors' chapter 11 cases, the Debtors have retained a variety of professionals to provide them with advice and assistance with respect to the wide range of issues arising in these chapter 11 cases. These professionals include counsel, financial advisors, investment bankers, tax advisors and real estate advisors. During the Compensation Period, Jones Day provided a variety of services relating to the retention of professionals in these chapter 11 cases, including the following:

- Jones Day professionals corresponded electronically, participated in conference calls and/or attended meetings with the Debtors' management and/or various of their professionals regarding, among other things: (a) the status of the professionals' retention applications; (b) ordinary course professional reports, fee caps and other issues; (c) the designation of certain professionals as ordinary course professionals; (d) supplemental disclosures for various professionals; (e) completing prepetition fee reconciliations; and (f) resolving issues raised by the Creditors' Committee regarding various retention applications.
- Jones Day professionals drafted, reviewed and revised numerous documents, including: (a) retention applications, engagement letters and supplemental disclosures for the Debtors' other professionals, including AlixPartners, Lazard Freres & Co. LLC, Donnelly Penman & Partners, Signature Associates and Deloitte Tax LLP; and (b) Jones Day's supplemental declaration, monthly fee statements and fee reconciliation.
- Finally, Jones Day professionals reviewed and analyzed the professional retention applications filed by the Creditors' Committee and conducted conferences with counsel to the Creditors' Committee to resolve issues presented by such applications.

Fee Application Preparation — 76.90 hours — \$20,640.00.

43. During the Compensation Period, Jones Day devoted time to completing certain advance activities in preparation of this Application, including (a) the review and preparation of Monthly Statements in accordance with the Guidelines, including reasonableness; and (b) the preparation of the first draft of this Application and related fee application exhibits.

Expenses Incurred By Jones Day

44. Section 330 of the Bankruptcy Code authorizes "reimbursement for actual, necessary expenses" incurred by professionals employed in a chapter 11 case. 11 U.S.C. § 330. Accordingly, Jones Day seeks reimbursement for expenses incurred in rendering services to the Debtors during the Compensation Period.

45. In accordance with the requirements of the Bankruptcy Code, the Bankruptcy Rules and the Guidelines, Jones Day maintains the following policies with respect to expenses for which reimbursement is sought herein:

- (a) No amortization of the cost of any investment, equipment or capital outlay is included in the expenses. In addition, for those items or services that Jones Day purchased or contracted from a third party (such as outside copy services), Jones Day seeks reimbursement only for the exact amount billed to Jones Day by the third party vendor and paid by Jones Day to the third party vendor.
- (b) Photocopying by Jones Day was charged at 20 cents per page. To the extent practicable, Jones Day utilized less expensive outside copying services.
- (c) Telecopying by Jones Day was charged at the cost of the long distance call required to send the facsimile; however, Jones Day did not bill for inbound facsimiles, interoffice facsimiles or facsimiles costing less than \$1.00.
- (d) Cellular telephone calls were reimbursed at reasonable rates.
- (e) Meals charged to the Debtors either were associated with (i) out-of-town travel; (ii) meetings at Jones Day with the Debtors or other constituencies; or (iii) attorneys working late on matters concerning the Debtors' chapter 11 cases.
- (f) Computer-assisted research is billed on a per-search and/or per-minute basis, depending upon the provider.
- (g) Charges for airline and train travel include the cost of each airline or train ticket used in connection with the provision of services to the Debtors' estates plus, for each airline or train ticket issued by the travel service regularly used by Jones Day, a \$40 transaction fee to cover travel service expenses.
- (h) The time pressures associated with the timetable established by the DIP Lenders in these cases frequently required Jones Day's professionals and paraprofessionals to devote substantial amounts of time during the evenings and on weekends. Jones Day has charged the Debtors for secretarial and other staff overtime expense that is directly associated with such after-hours work and is absolutely necessary. Jones Day does not consider these to be part of its ongoing overhead expenses because they are special incremental expenses arising from the specific

services being provided to the Debtors. In this regard, Jones Day has sought reimbursement for \$6,510.44 in staff overtime charges incurred during the Compensation Period.

- (i) The reasonable meal expenses of a professional required to work on these cases after 8:00 p.m. are reimbursable provided that, if the professional dines in the professional's home office before 8:00 p.m., the expense is reimbursable only if the professional returns to the office to work for at least one and one-half hours. In any event, the expense for an individual's home office meal may not exceed \$20.00. Moreover, daytime meals at a professional's home office during the week are not reimbursable unless the individual is participating, during the meal, in a necessary meeting respecting these chapter 11 cases.

Adjustment to Fees and Expenses

46. Consistent with its own internal policies and to comply with the "reasonableness" requirements of section 330 of the Bankruptcy Code, Jones Day has reviewed its monthly service descriptions and expense detail and has determined that certain fees should not be charged to the Debtors. This Application reflects these adjustments. The adjustments made by Jones Day result from, among other things: (a) the reduction (or elimination) of fees where the time charged for the particular services exceeded the amount of time that, in Jones Day's estimation, it should have taken the lawyer or the paraprofessional to render the services; (b) the deletion of charges for duplicative or nonproductive services; and (c) other adjustments considered appropriate by Jones Day or required by applicable rules.

47. Moreover, Jones Day has agreed with the Debtors that it will not charge the Debtors for any non-working travel time during these cases. Accordingly, Jones Day has not charged the Debtors for non-working travel time during this Compensation Period and, as such, this Application does not request approval of such amounts. The aggregate amount of savings for the Debtors as a result of these voluntary write-offs related to travel time is \$105,820.00 for the Compensation Period.

48. In total, for this Compensation Period, Jones Day has also voluntarily written off: (a) 701.60 hours of time charges aggregating \$304,640.50; (b) time charges

aggregating \$105,820.00 relating to nonworking travel, as described above; and (c) expenses aggregating \$6,720.49. Jones Day wrote off approximately 10% of all fees and expenses incurred during the Compensation Period.

The Requested Compensation Should Be Allowed

49. Section 330 of the Bankruptcy Code provides that the Court may award a professional person employed under section 327 or 1103 of the Bankruptcy Code:

- (A) reasonable compensation for actual, necessary services rendered by the U.S. Trustee, examiner, professional person, or attorney and by any paraprofessional person employed by any such person; and
- (B) reimbursement for actual, necessary expenses.

11 U.S.C. § 330(a)(1). Section 330(a)(3)(A) further provides the following standards for the Court's review of a fee application:

In determining the amount of reasonable compensation to be awarded, the court shall consider the nature, the extent, and the value of such services, taking into account all relevant factors, including--

- (A) the time spent on such services;
- (B) the rates charged for such services;
- (C) whether the services were necessary to the administration of, or beneficial at the time the service was rendered toward the completion of, a case under this title;
- (D) whether the services were performed within a reasonable amount of time commensurate with the complexity, importance, and nature of the problem, issue, or task addressed; and
- (E) whether the compensation is reasonable, based on the customary compensation charged by comparably skilled practitioners in cases other than cases under this title.

11 U.S.C. § 330(a)(3)(A).

50. Jones Day respectfully submits that it has satisfied the requirements for the allowance of the compensation and reimbursement of expenses sought herein. The services

described above were necessary to the administration of the Debtors' chapter 11 cases and were beneficial to the Debtors and parties in interest. Jones Day's services were performed in a timely manner and commensurate with the complexity of the issues facing the Debtors. Furthermore, the compensation sought by Jones Day is reasonable because it is based on the customary compensation charged by comparably skilled practitioners outside of bankruptcy.

Review by the Debtors

51. A copy of this Application has been sent to the Debtors for their review. To date, the Debtors have not expressed whether they approve the amounts requested in this Application.

Nondebtor Fee Disclosure

52. The Retention Application disclosed that Jones Day had performed, and would continue to perform, services for certain of the Metaldyne affiliates that are not Debtors in these cases (collectively, the "Nondebtor Metaldyne Companies"), including the Debtors' foreign affiliates. Further, the Retention Application provided that, out of an abundance of caution, Jones Day would disclose the amount of all fees and expenses sought from the Nondebtor Metaldyne Companies (the "Nondebtor Fee Disclosure"), and the nature of the work performed for these entities, in its fee statements and fee applications submitted in connection with these cases. The Nondebtor Fee Disclosure is attached hereto as Exhibit 5.

Notice

53. 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 (a) the Special Service List and General Service List (as such terms are defined in the Case Management Order) and (b) the Notice

Parties as defined in paragraph 2(a) of the Interim Compensation Order. The Debtors submit that no other or further notice need be provided.

WHEREFORE, Jones Day respectfully requests that the Court enter an order, substantially in the form annexed hereto as Exhibit 7: (a) granting this Application; (b) allowing on an interim basis compensation in the amount of \$4,012,181.50 for services rendered in connection with these chapter 11 cases during the Compensation Period; (c) allowing reimbursement of the expenses in the amount of \$128,058.48; (d) authorizing and directing the Debtors to pay the unpaid balance of all approved fees and expenses to Jones Day; and (e) granting such other and further relief to Jones Day as is just.

Dated: October 26, 2009
New York, New York

Respectfully submitted,

/s/ Ryan T. Routh
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- and -

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DEBTORS IN POSSESSION