

AARON M. SILVER, ESQ.
HONIGMAN MILLER SCHWARTZ AND COHN LLP
2290 First National Building
Detroit, MI 48226
Telephone: (313) 465-7650
Facsimile: (313) 465-7651
asilver@honigman.com

Attorneys for Hi-Vol Products, LLC

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

In Re:

Chapter 11

METALDYNE CORPORATION, *et al.*,

Case No. 09-13412
(Jointly Administered)

Debtors.

Hon. Martin Glenn

**LIMITED OBJECTION OF HI-VOL PRODUCTS, LLC TO
ASSUMPTION AND ASSIGNMENT OF CERTAIN
EXECUTORY CONTRACTS AND UNEXPIRED LEASES**

Hi-Vol Products, LLC (“Hi-Vol”) through its undersigned counsel and for its limited objection to the assumption and assignment of the Hi-Vol Sublease (as defined herein) (this “Objection”), states as follows:

1. On May 27, 2009 (the “Petition Date”), Metaldyne Corporation and certain of its affiliates (collectively the “Debtors”) commenced these voluntary cases under chapter 11 of title 11 of the United States Code 11 U.S.C. §§ 101 *et. seq.* (the “Bankruptcy Code”).

2. Metaldyne Company, LLC as lessee, and Spirit SPE Portfolio 2005-1, LLC (“Spirit”), as lessor, are parties to an unexpired lease (the “Master Lease”) of non-residential real property located at 12955 Inkster Road, Livonia, Michigan (the “Livonia Property”).

3. Hi-Vol, as sublessee, and Metaldyne Company, LLC, as sublessor, are parties to a sublease of the Livonia Property (the “Hi-Vol Sublease” and collectively with the Master Lease, the “Livonia Agreements”).

4. On September 9, 2009, Debtors filed their *Third Omnibus Motion of Debtors and Debtors in Possession, Pursuant to Section 365 of the Bankruptcy Code and Bankruptcy Rule 6006, for an Order Authorizing the Rejection of Certain Executory Contracts and Unexpired Leases* [Docket No. 764] (the “Rejection Motion”); seeking authorization to reject the Master Lease and the Hi-Vol Sublease.

5. Hi-Vol does not object to the relief sought in the Rejection Motion.

6. Upon information and belief, on September 29, 2009, immediately prior to hearing on the Rejection Motion, Debtors and Spirit reached an agreement to adjourn hearing on rejection of the Livonia Agreements, and Debtors filed a *Revised Notice of Hearing* [Docket No. 821] scheduling hearing on the rejection of the Livonia Agreements for October 6, 2009 at 10:00 a.m. EST. Pursuant to Debtors’ *Notice of Agenda of Matters Scheduled for Hearing on October 29, 2009* [Docket No. 903] hearing on Debtors’ rejection of the Livonia Agreements has been further postponed until November 10, 2009.

7. Upon information and belief, during this adjournment period, the Debtors and Spirit are negotiating a potential assumption and assignment of the Livonia Agreements to Spirit rather than rejection of the same.

8. To date, Hi-Vol has not been a party to the negotiations between the Debtors and Spirit relating to an assignment of the Hi-Vol Sublease; however, any decision or agreement among Debtors and Spirit to assume and assign rather than reject the Hi-Vol Sublease is beyond the relief sought in the Rejection Motion and should not be allowed without first affording Hi-

Vol notice and the opportunity to evaluate the assignee of the Hi-Vol Sublease and whether the proposed assumption complies with 11 U.S.C. § 365; and to object to the assumption and assignment of the Hi-Vol Sublease.

9. As such, Hi-Vol files this protective objection in the event the Debtors and Spirit reach an agreement to assume and assign the Hi-Vol Sublease without having provided Hi-Vol notice and an opportunity to object.

Respectfully submitted,

HONIGMAN MILLER SCHWARTZ AND COHN LLP
Attorneys for Hi-Vol Products, LLC

Dated: October 28, 2009

By: /s/ Aaron M. Silver
Aaron M. Silver (P65481)
2290 First National Building
660 Woodward Avenue
Detroit, MI 48226
Telephone: (313) 465-7560
Facsimile: (313) 465-7561
Email: asilver@honigman.com

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