

**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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**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**

This matter coming before the Court on the 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 (the "Motion"),¹ filed by the debtors and debtors in possession in the above-captioned cases (collectively, the "Debtors"); the Court having reviewed the Motion and having heard the statements of counsel regarding the relief requested in the Motion at a hearing before the Court (the "Hearing"); and the Court having found that (a) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334, (b) this is a core proceeding pursuant to 28 U.S.C. § 157(b), (c) notice of the Motion and the Hearing was sufficient under the circumstances, and (d) a sound business purpose exists for the relief granted herein; and the Court having determined that the legal and factual bases set forth in the Motion and at the Hearing establish just cause for the relief granted herein;

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

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED.
2. The engagement of Larry Carroll as an officer of the Debtors on terms and conditions consistent with those set forth in the Motion and the Employment Agreement is authorized and approved, pursuant to sections 105(a) and 363(b) of the Bankruptcy Code, *nunc pro tunc* as of October 8, 2009, and the Debtors, and any successor thereto, are authorized and empowered to perform their obligations under the Employment Agreement.
3. The Debtors are authorized, as may become necessary or appropriate under the circumstances, to appoint Mr. Carroll to such additional officer positions and/or as a director on one or more boards of directors of the Debtors.
4. The Debtors and their officers, employees and agents are authorized to perform all acts and make all payments that may be necessary or appropriate in connection with the employment of Mr. Carroll as approved or authorized herein.
5. Pursuant to Rule 6004(h) of the Federal Rules of Bankruptcy Procedure, this Order is effective upon its entry, and the Debtors are authorized to take any and all actions and enter into all transactions authorized by this Order immediately.

Dated: October 30, 2009
New York, New York

/s/ Martin Glenn
United States Bankruptcy Judge