

United States Bankruptcy Court Eastern District of Michigan

Name of Debtor
RPI, INC

Case Number
04-74392

Name of Creditor (The person or other entity to whom the debtor owes money or property)
Pension Benefit Guaranty Corporation

Check box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars

Name and address where notices should be sent
Pension Benefit Guaranty Corporation
Attn Kenneth J Cooper, Attorney
Office of the General Counsel Suite 340
1200 K Street, N W
Washington D C 20005-4026
Telephone number (202) 326-4020 Ext 3754

Check box if you have never received any notices from the bankruptcy court in this case
 Check box if the address differs from the address on the envelope sent to you by the

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Account or other number by which creditor identifies debtor
N/A

Check here replaces if this claim amends a previously filed claim, dated _____

1 Basis for Claim

- Goods sold
- Services performed
- Money loaned
- Personal injury/wrongful death
- Taxes
- Other Statutory liability under 29 U S C §§ 1362 1368 for unfunded benefit liabilities See attached statement

Retiree benefits as defined in 11 U S C § 1114(a)
 Wages, salaries, and compensation (fill out below)
Your SS# _____
Unpaid compensation for services performed from _____ to _____
(date) (date)

2 Date debt was incurred

Debt is contingent on termination of pension plan(s)

3 If court judgment, date obtained

N/A

4 Total Amount of Claim at Time Case Filed

\$ 3,269 200 (est)

If all or part of your claim is secured or entitled to priority also complete Item 5 or 6 below

Check this box if claim includes interest or other charges in addition to the principal amount of the claim. Attach itemized statement of all interest or additional charges

5 Secured Claim

Check this box if your claim is secured by collateral (including a right of setoff)

Brief Description of Collateral

- Real Estate Motor Vehicle
- Other _____

Value of Collateral _____

Amount of arrearage and other charges at time case filed included in secured claim if any \$ _____

6 Unsecured Priority Claim

Check this box if you have an unsecured priority claim

Amount entitled to priority \$ 3,269 200 (est)
Specify the priority of the claim

- Wages salaries or commissions (up to \$4300) * earned within 90 days before filing of the bankruptcy petition or cessation of the debtor's business whichever is earlier — 11 U S C § 507(a)(3)
- Contributions to an employee benefit plan — 11 U S C § 507(a)(4)
- Up to \$1 950* of deposits toward purchase lease or rental of property or services for personal family or household use—11 U S C § 507(a)(6)
- Alimony maintenance or support owed to a spouse former spouse or child 11 U S C § 507(a)(7)
- Taxes or penalties owed to governmental units—11 U S C § 507(a)(8)
- Other Specify applicable paragraph of 11 U S C § 507(a)(1), 503(b)(1)

* Amounts are subject to adjustment on 4/1/98 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment

7 Credits The amount of all payments on this claim has been credited and deducted for the purpose of making this proof of claim

8 Supporting Documents Attach copies of supporting documents such as promissory notes, purchase orders invoices, itemized statements of running accounts, contracts court judgments, mortgages, security agreements, and evidence of perfection of lien DO NOT SEND ORIGINAL DOCUMENTS If the documents are not available, explain If the documents are voluminous, attach a summary

9 Date-Stamped Copy To receive an acknowledgment of the filing of your claim, enclose a stamped, self-addressed envelope and copy of this proof of claim

Date
1/28/05

Sign and print the name and title if any of the creditor or other person authorized to file this claim (attach copy of power of attorney if any)
Stephen D Schreiber, Assistant General Counsel

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FILED
FEB 01 2005
BMC

Oxford Automotive Inc
01737

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF MICHIGAN

In re) Chapter 11
)
RPI, INC ,) Case No 04-74392
)
)
Debtor)

**STATEMENT OF THE PENSION BENEFIT GUARANTY CORPORATION
IN SUPPORT OF ITS CLAIM FOR UNFUNDED BENEFIT LIABILITIES**

The Pension Benefit Guaranty Corporation (“PBGC”) hereby submits this Statement in Support of its claim against the above-captioned debtor (“Debtor”) for unfunded benefit liabilities pursuant to 29 U S C § 1362, 1368, stating

1 PBGC is a wholly-owned United States government corporation, and an agency of the United States, that administers the defined benefit pension plan termination insurance program under Title IV of the Employee Retirement Income Security Act of 1974 (“ERISA”), 29 U S C §§ 1301-1461 (2000 & Supp I 2001) PBGC guarantees the payment of certain pension benefits upon the termination of a single-employer pension plan covered by Title IV of ERISA When an underfunded plan terminates, PBGC generally becomes trustee of the plan and, subject to certain statutory limitations, pays the plan's unfunded benefits with its insurance funds See 29 U S C §§ 1321-1322, 1342, 1361

2 Howell Industries, Inc is the contributing sponsor, 29 U S C § 1301(a)(13), of three single-employer defined benefit pension plans that are covered by Title IV of ERISA See 29 U S C § 1321 These pension plans (collectively, the “Pension Plans”) are

a) The Howell Industries, Inc Retirement Plan for Hourly Employees at LaPeer Plant,

b) The Howell Industries, Inc United Steelworkers of America Local 1618-2 Pension Plan,

c) The Howell Industries, Inc Retirement Income Plan

3 The Debtor is a member of the contributing sponsor's controlled group,
29 U S C § 1301(a)(14)

4 On December 7, 2004, the Debtor filed a voluntary petition under Chapter 11 of
the Bankruptcy Code

5 This claim is contingent on termination of one or more of the Pension Plans *See*
29 U S C §§ 1341-1342 If and when one or more of the Pension Plans terminate, PBGC will
amend this claim as necessary

6 In the event of a termination of one or more of the Pension Plans, the assets of
each terminating pension plan may be insufficient to cover the respective benefit liabilities This
insufficiency is the amount of the unfunded benefit liabilities of each of the Pension Plans
See 29 U S C § 1362(b)

7 Upon termination of one or more of the Pension Plans, the contributing sponsor
and each member of the contributing sponsor's controlled group become jointly and severally
liable to PBGC for the amount of the unfunded benefit liabilities of each terminating pension
plan 29 U S C § 1362(a), (b), *see* 29 U S C § 1301(a)(18)

8 The estimated total amount of the Pension Plans' unfunded benefit liabilities is
\$3,269,200 The total amount of this claim will depend upon which of the Pension Plans, if any,
are terminated The estimated unfunded benefit liabilities of each of the Pension Plans is as
follows

a) The Howell Industries, Inc Retirement Plan for Hourly Employees at LaPeer Plant \$882,000

b) The Howell Industries, Inc United Steelworkers of America Local 1618-2 Pension Plan \$2,188,500

c) The Howell Industries, Inc Retirement Income Plan \$198,700

9 If any person liable to PBGC under 29 U S C § 1362 fails to pay the liability after demand, a lien arises in favor of PBGC as of the termination date of the plan The amount of the lien is limited to 30% of the collective net worth of all the liable parties 29 U S C § 1368(a) For purposes of the Bankruptcy Code, the lien is “treated in the same manner as a tax due and owing to the United States ” 29 U S C § 1368(c)(2)

10 This claim is an administrative expense entitled to priority as a tax incurred by the estate, in an amount up to 30% of the controlled group’s collective net worth 11 U S C §§ 503(b)(1)(B), 507(a)(1), 29 U S C § 1368(a), (c)(2) Independently, it also meets the definition of a “tax” for bankruptcy purposes because it is an involuntary pecuniary burden imposed on individuals or their property for public purposes, including to defray the government’s expenses

11 Alternatively, this claim is entitled to tax priority under 11 U S C § 507(a)(8), in an amount up to 30% of the controlled group’s collective net worth

12 Any amount not entitled to priority is asserted as a general unsecured claim

13 By filing this claim, PBGC asserts its contingent claim and demands payment of the unfunded benefit liabilities of the Pension Plans

14 Documents supporting this claim include the plan document for each of the Pension Plans, with applicable amendments, relevant collateral agreements, if any, United States

Internal Revenue Service Form 5500s, and annual actuarial valuation reports for the Pension Plans. On information and belief, the Debtor, the contributing sponsor or a member of its controlled group has in its possession and control copies or originals of these documents.

15 PBGC's investigation of this matter is continuing. The agency reserves the right to amend, modify and supplement this proof of claim and/or to file additional proofs of claim. This claim may be subject to a right of setoff by PBGC as an agency of the United States government, and the right of the United States to withhold subject to offset amounts due from other federal entities. The filing of this proof of claim is not intended to be and shall not be construed as (1) an election of remedy or (2) a waiver or limitation of any rights of PBGC, the Pension Plans or any of their beneficiaries or participants.

STEPHEN D SCHREIBER
Assistant General Counsel
KENNETH J COOPER
Attorney
Office of the General Counsel
PENSION BENEFIT GUARANTY CORPORATION
1200 K Street, N W
Washington, D C 20005-4026
(202) 326-4020 ext 3754
FAX (202) 326-4112



Pension Benefit Guaranty Corporation
1200 K Street, N W , Washington, D C 20005-4026

VIA FEDERAL EXPRESS

JAN 31 2005

Oxford Automotive, Inc *et al*
c/o The BMC Group, Inc
1330 East Franklin Avenue
El Segundo, CA 90245

Re Oxford Automotive, Inc *et al*
Case Nos 04-74733 *et al*

Dear Sir/Madam

Enclosed are one-hundred and sixty eight (168) proofs of claim and supporting statements for filing in the above- captioned cases Please note that there are fourteen (14) separate claims being filed against each of the twelve (12) debtors

Also enclosed is one copy of each proof of claim form Please file-stamp these copies and return them to me in the enclosed, pre-paid envelope

If you have any questions, please feel free to call me at (202) 326-4020, ext 3754

Very truly yours,

A handwritten signature in black ink, appearing to read "Kenneth J. Cooper".

Kenneth J Cooper
Attorney
Office of the General Counsel

cc Dennis Kayes, Esq

From Origin ID (202)326-4020
Arlene Hill
PENSION BENEFIT GUARANTY CORP
1200 K St NW
Washington, DC 20005



CLERK 14483828

SHIP TO (000)006-0006 BILL SENDER
THE BMC GROUP, INC
OXFORD AUTOMOTIVE, INC ET AL
1330 EAST FRANKLIN AVENUE
EL SEGUNDO, CA 90245

Ship Date 31JAN05
Actual Wgt 9 LB
System# 13209861/NET2000
Account# S *****

REF OXFORD AUTOMOTIVE / KJC



Delivery Address Bar Code

PRIORITY OVERNIGHT

TUE

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FORM 0201

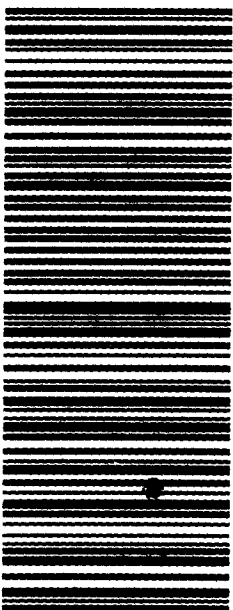
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