


**ORIGINAL**

<b>UNITED STATES BANKRUPTCY COURT EASTERN DISTRICT OF MICHIGAN SOUTHERN DIVISION</b>		<b>PROOF OF CLAIM Chapter 11</b>	THIS SPACE IS FOR COURT USE ONLY
Name of Debtor Against Which You Assert Your Claim <b>Oxford Automotive Alabama, Inc</b>		Case Number <b>04-74387</b>	
NOTE This form should not be used to make a claim for an administrative expense arising after the date of commencement of the case A "request" for payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503			
<b>A Name of address of Creditor (The person or other entity to whom the debtor owes money or property)</b>  W P CAREY & CO LLC OX (AL) LLC ATTN HOLLY MAURO 50 ROCKEFELLER PLAZA NEW YORK NEW YORK 10020 (212) 492-1100  With a copy to ALAN J LIPKIN ESQ WILLKIE FARR & GALLAGHER LLP 787 SEVENTH AVENUE NEW YORK NY 10019 6373		<input type="checkbox"/> 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 <input type="checkbox"/> Check box if you have never received any notices from the bankruptcy court in this case <input type="checkbox"/> Check box if the address differs from the address on the envelope sent to you by the court	
Account or other number by which creditor identifies debtor		<b>Check here if this claim</b> <input type="checkbox"/> replaces OR <input type="checkbox"/> amends a previously filed claim dated _____	
<b>1 Basis for Claim</b> <input type="checkbox"/> Goods sold <input type="checkbox"/> Services performed <input type="checkbox"/> Money loaned <input type="checkbox"/> Personal injury/wrongful death <input type="checkbox"/> Taxes <input checked="" type="checkbox"/> Other <u>See attached Exhibit A</u>		<input type="checkbox"/> Retiree benefits as defined in 11 U.S.C. § 1114(a) <input type="checkbox"/> Wages salaries and compensation (fill out below) Your SS # _____ Unpaid compensation for services performed from _____ to _____ (date) (date)	
<b>2 Date debt was incurred</b> <u>See attached Exhibit A</u>		<b>3 If court judgment, date obtained</b>	
<b>4 Total Amount of Claim at Time Case Filed</b> \$ <u>See attached Exhibit A</u>			
If all or part of your claim is secured or entitled to priority also complete Item 5 or 6 below <input type="checkbox"/> 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			
<b>5 Secured Claim</b> <input checked="" type="checkbox"/> Check this box if your claim is secured by collateral (including a right of setoff) Brief Description of Collateral <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input checked="" type="checkbox"/> Other <u>See attached Exhibit A</u>  Value of Collateral \$ _____  Amount of arrearage and other charges at time case filed included in secured claim if any \$ _____		<b>6 Unsecured Priority Claim</b> <u>See Exhibit A</u> <input type="checkbox"/> Check this box if you have an unsecured priority claim Amount entitled to priority \$ _____ Specify the priority of the claim <input type="checkbox"/> Wages, salaries or commissions (up to \$4 650) * 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) <input type="checkbox"/> Contributions to an employee benefit plan 11 U.S.C. § 507(a)(4) <input type="checkbox"/> Up to \$2 100 of deposits toward purchase lease or rental of property or services for personal family or household use 11 U.S.C. § 507(a)(6) <input type="checkbox"/> Alimony, maintenance or support owed to a spouse former spouse or child 11 U.S.C. § 507(a)(7) <input type="checkbox"/> Taxes or penalties owed to governmental units 11 U.S.C. § 507(a)(8) <input type="checkbox"/> Other - Specify applicable paragraph of 11 U.S.C. § 507(a) _____ * Amounts are subject to adjustment on 4/1/04 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment	
<b>7 CREDITS</b> The amount of all payments on this claim has been credited and deducted for the purpose of making this proof of claim			
<b>8 SUPPORTING DOCUMENTS</b> <u>Attach copies of supporting documents</u> 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 <u>See attached Exhibit A</u>			
<b>9 DATE-STAMPED COPY</b> To receive an acknowledgment of the filing of your claim enclose a stamped self-addressed envelope and copy of this proof of claim			
DATE SIGNED  1/19/05	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) OX (AL) LLC By <u>Holly Mauro</u> Holly Mauro		THIS SPACE IS FOR COURT USE <b>FILED</b> JAN 20 2005 <b>BMC</b> Oxford Automotive Inc  01924
Penalty for presenting fraudulent claim Fine of up to \$500 000 or imprisonment for up to 5 years or both 18 U.S.C. §§ 152 and 3571			

**Exhibit A to Proof of Claim re: Oxford Automotive Alabama, Inc., Case No. 04-74387****Item 1      Basis for Claim**

OX (AL) LLC and its successors, and assigns (collectively, "Claimant") assert the following claims (collectively, the "Claim") against OXFORD AUTOMOTIVE ALABAMA, INC (the "Debtor")

- A      Any and all claims, rights and/or remedies Claimant may have, arising out of and/or relating to that certain Lease, dated as of March 28, 2003 (the "Lease") between Claimant, as landlord, and Debtor, as tenant, with respect to certain real property and improvements located in McCalla, Alabama, including (i) the tract of real property described on Exhibit A to the Lease, together with all appurtenances thereto (collectively, the "Land"), (ii) the building, structures and other improvements on or constructed on the Land, and (iii) the fixtures, equipment and other personal property described on Exhibit B to the Lease
- B      On December 1, 2004, Claimant, as landlord, and Protective Life Insurance Company, as lender, signed a Consent to Assignment Agreement (the "Assignment Agreement") to Debtor, as tenant, and Oxford Automotive, Inc , as guarantor ("Guarantor") In accordance with the Assignment Agreement, (i) assignee under the Lease expressly assumed and agreed to bound by and to perform and comply with, all obligations under the Lease after the effective date of the assignment, (ii) Debtor affirmed its obligations under the Lease, and (iii) Guarantor affirmed its obligations under the Original Guaranty (as defined in the Assignment Agreement) Claimant is filing this Claim as a protective claim and seeks recovery for any and all liability in connection with the Lease arising as a matter of law or equity prior to the effective date of the Assignment (as defined in the Assignment Agreement), including, but not limited to, with respect to any Environmental Violation(s) (as defined in the Lease)

**Item 2      Date debt was incurred**

The Claim was incurred as of the date of the Lease, and thereafter

**Item 4      Total Amount of Claim**

As of December 7, 2004, the petition date, the total amount of the Claim was undetermined

**Items 5 and 6      Secured Claim and Unsecured Priority Claim**

The Claim is partially secured to the extent that claimant has a right of setoff, recoupment, credit or landlord's lien The balance of the claim is unsecured, except to the extent entitled to administrative claim priority

**Item 8      Supporting Documentation**

The Debtor has copies of the Lease documents and the Assignment Agreement However, copies of any applicable documents not attached hereto will be provided upon written request to Claimant

**Note** Claimant reserves the right to amend and/or supplement this proof of claim at any time and in any manner, and to file additional proofs of claim for additional claims which may be based on the respective rights and obligations arising under the Lease In addition, Claimant reserves the right to attach or bring forth

additional documents supporting its claims and additional documents that may become available after further investigation and discovery Claimant further reserves the right to file proofs of claim for administrative expenses

Note This proof of claim is filed pursuant to the Notice of Extension of Bar Date to File Proofs of Claim setting February 1, 2005 as the deadline to file proofs of claim against the Debtor The filing of this proof of claim shall not constitute (a) a waiver or release of the rights of Claimant against the Debtor or any other person or property, (b) a waiver of the Claimant to contest the jurisdiction of this Court with respect to the subject matter of the claims set forth herein, any objection or other proceeding commenced with respect thereto or any other proceeding commenced in this case against or otherwise involving the Claimant, or (c) an election of remedies or choice of law

# WILLKIE FARR & GALLAGHER<sub>LLP</sub>

787 Seventh Avenue  
New York NY 10019 6099  
Tel 212 728 8000  
Fax 212 728 8111

January 19, 2005

## **VIA FEDERAL EXPRESS**

Oxford Automotive, Inc  
Oxford Automotive Alabama, Inc  
c/o BMC Group  
1330 East Franklin Avenue  
El Segundo, California 90245

Re In re Oxford Automotive, Inc , Case No 04-74377  
In re Oxford Automotive Alabama, Inc , Case No 04-74387

Dear Sir or Madam

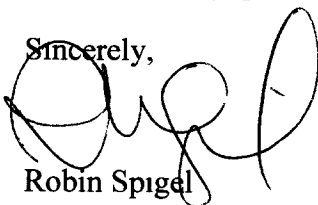
Enclosed is an original and two copies of the proof of claim of OX (AL) LLC to be filed in the Oxford Automotive, Inc case, Case No 04-74377

Also enclosed is an original and two copies of the proof of claim of OX (AL) LLC to be filed in the Oxford Automotive Alabama, Inc case, Case No 04-74387

Please return a time and date stamped copy of both proofs of claim in the enclosed pre-paid Federal Express envelope enclosed herewith

If you have any questions, I can be reached at (212) 728-8822 Thank you

Sincerely,



Robin Spigel

Enclosure

cc Holly Mauro  
Alan Lipkin, Esq