

UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF MICHIGAN
SOUTHERN DIVISION

A TRUE COPY
CLERK, U.S. BANKRUPTCY COURT
EASTERN DISTRICT OF MICHIGAN
Janet M. Struble
Deputy Clerk
DATE: JAN 18 2005

In Re:

OXFORD AUTOMOTIVE, INC., et al.¹

Case No.: 04-74377

Chapter 11

(Jointly Administered)

Hon. Steven W. Rhodes

Debtors.

**STIPULATION AND ORDER RESOLVING THE OFFICIAL COMMITTEE
OF UNSECURED CREDITORS' MOTION FOR DECLARATORY RELIEF AND
PROVIDING FOR OTHER MATTERS**

WHEREAS, the Debtors filed a plan and disclosure statement on December 7, 2004;

WHEREAS, the hearing for approval of the Debtors' disclosure statement is scheduled for January 18, 2005;

WHEREAS, the Committee believed that the definition of "Supporting Unsecured Creditor" in the Debtors' plan violated the Bankruptcy Code and in that regard filed a motion on January 13, 2005 seeking declaratory relief regarding a the definition of Supporting Unsecured Creditor in the Debtors' plan;

WHEREAS, the Debtors and the Noteholders Committee believed that the definition of Supporting Unsecured Creditor was consistent in all respects with the Bankruptcy Code and applicable law;

The undersigned parties having stipulated to the entry of this Order, and the Court otherwise being fully advised in the premises,

¹ The Debtors are: Oxford Automotive, Inc., Oxford Automotive Alabama, Inc., Lobdell Emery Corporation, Howell Industries, Inc., Oxford Suspension, Inc., RPI Holdings, Inc.,

NOW, THEREFORE, IT IS HERBY ORDERED:

1. The Motion for Declaratory Relief filed by the Official Committee of Unsecured Creditors' (the "Committee") on January 13, 2005, is withdrawn with prejudice.

2. The definition of "Supporting Unsecured Creditor" in the plan of reorganization related to the disclosure statement presented to the Court for approval at the Disclosure Statement Hearing scheduled for January 18, 2005 and any amendment to such plan, shall be: "A holder of an Allowed North American General Unsecured Claim that is in a Class that votes to accept the Plan." and the Committee will not object to such amended definition.

3. The Committee supports the entry of an order approving the disclosure statement presented to the Court for approval at the hearing scheduled for January 18, 2005, provided (i) it is substantially similar (excluding completion of incomplete items and attachment of exhibits) to the draft First Amended Disclosure Statement provided to counsel for the Committee on January 14, 2005, and (ii) it contains text provided by the Committee pursuant to Paragraph 5 of the Stipulation and Order Resolving the Official Committee of Unsecured Creditors' Motion to Extend the Time for Creditors to Object to Approval of the Disclosure Statement, etc. entered January 6, 2005 and any response thereto by the Debtors or the Noteholders Committee.

4. The Committee consents to a hearing on confirmation of the Debtors plan on February 28, 2005 (provided that the order approving the disclosure statement is entered on or before January 19, 2005) and is precluded from seeking to adjourn the hearing on confirmation of the Debtors' plan so long as such hearing occurs no earlier than February 28, 2005, unless the Committee consents in writing to an earlier date, provided, this paragraph shall not apply to any plan that provides for a materially less favorable treatment of the "North American General

Prudenville Manufacturing, Inc., RPI, Inc., OASP, Inc., OASP II, Inc., CE Technologies, Inc., and Tool and Engineering Company, as debtors and debtors-in-possession.

Unsecured Creditors” (as defined in Section 1.61 of the draft First Amended Non-Consolidated Plan (the “First Amended Plan”) provided to the Committee on January 13, 2005) than is contained in the First Amended Plan.

5. This Order does not prejudice or impair any of the rights or remedies of any of the stipulating parties on any matters not specifically set forth in this Order.

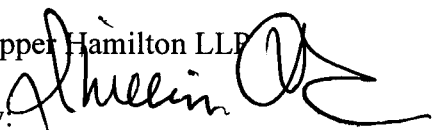
IT IS SO ORDERED.

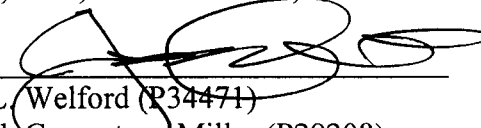



U.S. BANKRUPTCY JUDGE

STIPULATION

The parties hereto, through their respective undersigned counsel, hereby consent to the entry of this Order.

Pepper Hamilton LLP
By: 
I. William Cohen (P12016)
Dennis S. Kayes (P15771)
Attorneys for Debtors
100 Renaissance Center
36th Floor
Detroit, MI 48243
(313) 259-7110

Jaffe, Raitt, Heuer & Weiss, P.C.
By: 
Jay L. Welford (P34471)
Judith Greenstone Miller (P29208)
Attorneys for the Unsecured Creditors'
Committee
27777 Franklin Road
Suite 2500
Southfield, Michigan 48034
(248) 351-3000

Fried, Frank, Harris, Shriver & Jacobson LLP
By: 
Vivek Melwani
Counsel for the Unofficial Noteholders
Committee
One New York Plaza
New York, New York 10004
(212) 859-8000