

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE SOUTHERN DISTRICT OF INDIANA  
INDIANAPOLIS DIVISION**

**IN RE:**

**AMCAST AUTOMOTIVE OF INDIANA, INC.,  
and AMCAST INDUSTRIAL CORPORATION,**

**Debtors.**

§  
§  
§ **Case No. 05-33322-FJO-11**  
§ **Case No. 05-33323-AJM-11**  
§  
§ **(Chapter 11)**  
§  
§ **Joint Administration Requested**  
**under Case No. 05-33322-FJO-11**

**FIRST DAY MOTION FOR ENTRY OF INTERIM AND  
FINAL ORDERS AUTHORIZING USE OF CASH COLLATERAL,  
AND PROVIDING ADEQUATE PROTECTION**

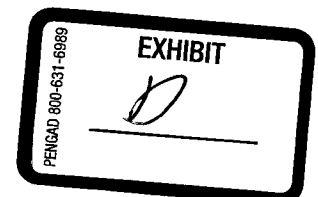
TO THE HONORABLE UNITED STATES BANKRUPTCY JUDGE:

COMES NOW each of the above referenced debtors (collectively "Debtors") and files this Motion For Entry Of Interim And Final Orders Authorizing Use Of Cash Collateral, and Providing Adequate Protection ("Motion").

In support of this Motion, the Debtors rely on the affidavit of Richard A. Lindenmuth in Support of Chapter 11 Petitions and First Day Motions (the "Lindenmuth Affidavit"), and may present additional evidence at the hearing on the Motion.

**JURISDICTION**

1. On December 1, 2005 (the "Petition Date"), each of the Debtors filed with the United States Bankruptcy Court for the Southern District of Indiana, Indianapolis Division (the "Bankruptcy Court"), its respective voluntary petition for relief under Chapter 11 of Title 11 of the United States Code, 11 U.S.C. §§ 101 et seq. as amended (the "Bankruptcy Code") commencing these Chapter 11 Cases. The Debtors continue to operate their businesses and manage their properties as debtors-in-possession pursuant to Sections 1107(a) and 1108 of the



Bankruptcy Code. The Debtors have, pursuant to a separate motion, moved this Court for an order authorizing joint administration of the Chapter 11 Cases.

2. No Trustee or examiner has been appointed, and no committee has yet been appointed or designated.

3. This Court has jurisdiction to consider this Motion pursuant to 28 U.S.C. §§ 157 and 1334. This matter is a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(A), (M) and (O). Venue is proper before this Court under 28 U.S.C. §§ 1408 and 1409.

4. The statutory bases for the relief sought herein is § 363 of the Bankruptcy Code.

5. This Motion is a "First Day Motion" as defined and allowed under section 4.6 of General Order No. 03-10 entered September 18, 2003 by the United States Bankruptcy Court for the Southern District of Indiana (the "Chapter 11 Procedures Order").

6. Pursuant to the Chapter 11 Procedures Order, the Court shall schedule and conduct a hearing on the First Day Motion within two business days (if possible) of the filing of the First Day Motion.

### **BACKGROUND**

7. On the date hereof (the "Petition Date"), the Debtors commenced these cases by filing voluntary petitions under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code"). The Debtors continue to operate their businesses and manage their property as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No trustee, examiner or committee has been appointed in any of these Chapter 11 cases. A motion has been filed and presently is pending before this Court for the joint administration of the Debtors' cases pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure.

8. The Debtors are engaged in the business of manufacturing cast aluminum wheels for use on automobiles and light trucks and squeeze-cast aluminum casting used in connection with suspensions, brake systems and steering knuckles on automobiles and light trucks. Amcast Industrial Corporation maintains offices in Fremont, Indiana and Amcast Automotive of Indiana, Inc. maintains offices, warehouses and manufacturing facilities in Fremont, Gas City and Franklin, Indiana. General Motors Corporation ("GM") has been Debtors' largest customer and revenue source.

9. As of the Petition Date, the Debtors employed approximately 727 employees. The majority of the Debtors' employees are involved in manufacturing, with the balance engaged in management, administrative and clerical activities.

10. The Debtors' predecessors in interest, Amcast Industrial Corporation, an Ohio corporation and Amcast Automotive of Indiana (and certain of their affiliates) (collectively, "Old Amcast"), filed for bankruptcy protection on November 30, 2004. Old Amcast's bankruptcy case was jointly administered under Case No. 04-40504 in the Bankruptcy Court for the Southern District of Ohio. Old Amcast's reorganization efforts focused primarily on (i) the sale of certain of its unprofitable businesses and (ii) the restructuring of its secured debt through a consensual plan of reorganization.

11. On July 29, 2005, Old Amcast confirmed their Third Amended Joint Plan of Reorganization Under Chapter 11, Title 11, United States Code (the "Plan"). Under the Plan, all of the Old Amcast vested assets in the current Debtors (and certain of their non-debtor affiliates). In connection with the Plan, the Debtors (together with their non-debtor affiliates) obtained an exit credit facility for Old Amcast consisting of: (a) a \$20 million revolving credit line, (b) a secured, first priority term loan facility in the aggregate amount of \$13 million (the "Term Loan

A”), and (c) a secured, second priority term loan facility of \$51 million (the “Term Loan B”). In satisfaction of their secured claims, Old Amcast’s prepetition lenders received under the Plan, (i) the proceeds of Term Loan A, after payment of the amount outstanding under Old Amcast’s DIP facility, (ii) the proceeds of Term Loan B, and (iii) 100% of the new common stock of Amcast issued under the Plan. The Plan also provided for payment in full of administrative claims, priority tax claims, and other priority claims and certain payments to the Debtors’ critical vendors. The Old Amcast’s unsecured creditors received under the Plan a pro rata distribution of a trust created for the payment of unsecured creditors, consisting of \$1.75 million in cash and certain non-cash assets. Old Amcast’s equity interests were extinguished under the Plan and received no distribution, although equity interests in and among Old Amcast’s subsidiaries were preserved for the sole purpose of maintaining the debtors’ corporate structure. The Plan went effective on August 3, 2005.

#### **PRE-PETITION SECURED FINANCING**

12. Pursuant to the Amended and Restated Credit and Guaranty Agreement dated August 2, 2005, as further amended, modified or supplemented (the “Pre-Petition Credit Agreement”), by and between Amcast Industrial Corporation, as borrower (the “Borrower”), Amcast Automotive, Inc., as guarantor, Amcast Automotive of Indiana, Inc., as guarantor, Amcast Real Estate Holding Co., as guarantor, Flagg Brass Industrial, LLC, as guarantor and NexBank, SSB f/k/a Heritage Bank, SSB, as administrative agent (the “Agent”) for a group of pre-petition lenders (the “Pre-Petition Lenders”), the Pre-Petition Lenders made loans to the Borrower to fund the Borrower’s operations and the operations of the Borrower’s subsidiaries.

13. The Pre-Petition Lenders assert that in order to secure the indebtedness arising under the Pre-Petition Credit Agreement, the Debtors granted to Agent, on behalf of the Pre-Petition Lenders, pursuant to various security agreements, pledge agreements, mortgages and

other agreements, liens and security interests in substantially all of the personal and real property then owned or thereafter acquired or arising, and the proceeds, products, rents and profits of all the following, including without limitation: (a) accounts, contract rights, chattel paper, inventory, machinery, equipment, instruments, general intangibles, intellectual property, investment property, life insurance policies, and fixtures, and any and all proceeds of such property (the "Personal Property"); and (b) all real property of the Debtors (the "Real Property"). The Personal Property and Real Property and any and all other property of the estate in which the Pre-Petition Lenders have or assert an interest in as of the Petition Date are collectively referred to herein as the pre-petition collateral ("Pre-Petition Collateral").

#### **RELIEF REQUESTED**

14. As a consequence of the pre-petition secured financing, all cash in Debtors' possession or in which Debtors have an interest on and after the Petition Date, together with all proceeds of the Pre-Petition Collateral and all substitutions therefor, proceeds and replacements thereof and additions thereto, constitutes asserted cash collateral (such asserted cash collateral, the "Cash Collateral") in which the Pre-Petition Lenders have an asserted interest within the meaning of section 363(a) of the Bankruptcy Code. Pursuant to section 363(c)(2) of the Bankruptcy Code, the Debtors as debtors in possession may not use the Cash Collateral without the consent of the Pre-Petition Lenders or Court approval.

15. Additionally, section 363(e) of the Bankruptcy Code provides that, upon request of an entity that has an interest in property to be used by Debtors, the Court shall prohibit or condition such use as is necessary to provide adequate protection of such interest.

16. Prior to the Petition Date, the Debtors and the Pre-Petition Lenders (the "Pre-Petition Lenders") engaged in negotiations over the use of Cash Collateral. The Debtors and Pre-Petition Lenders have agreed on the terms and conditions for the Debtors' use of Cash

Collateral as set forth in the proposed interim order and stipulation (i) Authorizing Use of Cash Collateral, (ii) Approving Adequate Protection and (iii) Modifying Automatic Stay (the “Agreed Interim Order”), a true copy of which is attached hereto and incorporated herein as Exhibit “A.”

17. By this Motion, the Debtors request, in accordance with the terms set forth in the Agreed Interim Order:

- (a) authority to use the Cash Collateral;
- (b) adequate protection for, and to the extent of, any diminution in the value of the Lenders’ Pre-Petition Collateral, including but not limited to diminution caused by the use of Cash Collateral; and
- (c) that the Court schedule preliminary and final hearings on this Motion.

**USE OF CASH COLLATERAL**

18. As set out above, the Pre-Petition Lenders have agreed to the Debtors’ use of the Cash Collateral as more particularly set forth in the Agreed Interim Order. The Debtors' use of the Cash Collateral as set forth herein is necessary to avoid immediate and irreparable harm to Debtors, their businesses and creditors.

**PROPOSED ADEQUATE PROTECTION**

19. The Debtors and the Pre-Petition Lenders have also agreed on the adequate protection to be provided for the use of the Pre-Petition Collateral, as more particularly set forth in the Agreed Interim Order. The Pre-Petition Lenders have specifically reserved the right to request additional adequate protection in any subsequent cash collateral orders, including but not limited to payment of monthly interest and reimbursement of fees and expenses. By this Motion, the Debtors seek approval of the proposed adequate protection.

20. What constitutes adequate protection must be decided on a case-by-case basis. *See In re O’Connor*, 808 F. 2d 1393, 1396 (10th Cir. 1987); *In re Martin*, 761 F.2d 472, 474 (5th Cir. 1985). The focus of the requirement is to protect a secured creditor from diminution in the

value of its interest in the particular collateral during the period of use. *See In re Kain*, 86 B.R. 506, 513 (Bankr. Mich. 1988); *Delbridge v. Production Credit Assoc. and Federal Land Bank*, 104 B.R. 824, 828 (E.D. Mich. 1989); *In re Beker Indus. Corp.*, 58 B.R. 725, 736 (Bankr. S.D.N.Y. 1986); *In re Ledgemere Land Corp.*, 116 B.R. 338, 343 (Bankr. D. Mass. 1990).

21. As more particularly set forth in the Agreed Interim Order, the Debtors propose to provide the following, pursuant to sections 361 and 363(e) of the Bankruptcy Code, as adequate protection for, and to the extent of, any diminution in the value of the Pre-Petition Lenders' Pre-Petition Collateral resulting from (i) the use of the Cash Collateral pursuant to section 363(c) of the Bankruptcy Code, (ii) the use, sale or lease of the Pre-Petition Collateral (other than the Cash Collateral) pursuant to section 363(c) of the Bankruptcy Code, and (iii) the imposition of the automatic stay pursuant to section 362(a) of the Bankruptcy Code (the "Adequate Protection Claim"):

As adequate protection for the use by the Debtors of the Pre-Petition Collateral (including, Cash Collateral), Lender is hereby granted replacement security interests in, and liens upon, all of the Debtors' right, title and interest in, to and under:

- a. The Pre-Petition Collateral; and
- b. All property acquired by the Debtors after the Petition Date that, under applicable nonbankruptcy law and the prepetition loan documents, but for the operation of Bankruptcy Code section 552, and this subparagraph, would constitute collateral of the Lenders, and all proceeds and products thereof (collectively, the "Post-Petition Collateral"). The Post-Petition Collateral does not include avoidance actions brought under Chapter 5 of the Bankruptcy Code.

#### **INTERIM APPROVAL OF USE OF CASH COLLATERAL SHOULD BE GRANTED**

22. Bankruptcy Rule 4001(b) provides that a final hearing on a motion to use cash collateral pursuant to section 363 may not be commenced earlier than fifteen (15) days after the service of such motion. Upon request, however, the Court is empowered to conduct a

preliminary expedited hearing on the motion and authorize the use of cash collateral to the extent necessary to avoid immediate and irreparable harm to a Debtors' estate pending the final hearing.

23. Pursuant to Bankruptcy Rule 4001(b), the Debtors request that the Court conduct a preliminary expedited hearing on the date hereof to authorize the Debtors to use the Cash Collateral in accordance with the terms set forth in the Agreed Interim Order and Cash Collateral Budget pending the Final Hearing and entry of a Final Order. The Debtors also request that the Final Hearing be set for a date as soon as practicable thereafter in accordance with Bankruptcy Rule 4001(b).

24. The relief requested is necessary in order to maintain ongoing operations and to avoid immediate and irreparable harm and prejudice to the Debtors' estate and to all parties in interest in the Debtors' chapter 11 cases. The Debtors have an urgent and immediate need for cash to continue to operate their businesses. The Debtors need the use of Cash Collateral over the next fifteen (15) to thirty (30) days in accordance with the Cash Collateral Budget in order to pay vendors, pay payroll, and satisfy other obligations incurred by the Debtors in the ordinary course of their business. The Debtors' business and operations will be immediately and irreparably harmed without authorization from the Court to use the Cash Collateral pending the Final Hearing.

25. The entry of the Agreed Interim Order on an interim basis is also essential to maintain and restore vendor and supplier confidence in the Debtors' ability to pay for goods sold and delivered and services rendered and to maintain the confidence of the Debtors' customers. Without the use of the Cash Collateral on the terms and conditions described in the Agreed Interim Order, the Debtors' objective of prosecuting this chapter 11 case and maintaining their business as a going concern, while maintaining the value of their business and assets for the



benefit of their creditors and employees, may fail without a fair opportunity to achieve the purposes of chapter 11. Under the circumstances of this case, granting the relief requested by the Motion is warranted.

26. The terms and conditions set forth in the Agreed Interim Order have been negotiated at arm's-length, are for reasonably equivalent value, and are fair and reasonable under the circumstances.

27. The terms and conditions of the Agreed Interim Order are incorporated herein and made a part hereof by this reference. Pending the Final Hearing, this Motion should be granted on an interim basis, on the terms and conditions set forth in the Agreed Interim Order, in order to maximize the value of the estates, and to prevent irreparable harm to the Debtors pending the Final Hearing.

WHEREFORE, the Debtors respectfully request that this Court enter an order pursuant to sections 361 and 363 of the Bankruptcy Code and Bankruptcy Rule 4001: (i) granting this Motion on an interim basis, pending the Final Hearing, on the terms and conditions set forth in the Agreed Interim Order; (ii) setting this Motion for Final Hearing pursuant to Bankruptcy Rule 4001, and at such hearing, granting the relief requested herein on a permanent basis; and (iii) granting such other and further relief as the Court deems just and proper.

Dated: December 2, 2005.

Respectfully submitted,

**DANN PECAR NEWMAN & KLEIMAN, P.C.**

By: /s/ James P. Moloy

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**PROPOSED ATTORNEYS FOR THE  
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**CERTIFICATE OF SERVICE**

This is to certify that a true copy of the foregoing First Day Motion for Entry of Interim and Final Orders Authorizing Use of Cash Collateral and Providing Adequate Protection was served upon the parties on the attached Service List by first class U.S. mail, postage prepaid on this 2<sup>nd</sup> day of December, 2005.

/s/ James P. Moloy  
James P. Moloy

**SERVICE LIST FOR FIRST DAY PLEADINGS**  
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Access: Where it's at for Jewish Young Adults, ages 21-35
Ad2
A-HA! (Advisors Helping Agencies)
American Cancer Society
American Cancer Society, Northern Kentucky Office
American Lung Association of Ohio
Arthritis Foundation
Asset Builders Alliance
BDPA
BEAM (Be Engaged And Make a difference)
Big Brothers Big Sisters
Bi-Okoto Drum & dance Theatre
Boys & Girls Clubs of Greater Cincinnati
BRAVO!
Catholic Healthcare Partners
C-Change Develop
Center for Peace Education
CET
Cincinnati Art Museum
Cincinnati Habitat Young Professionals
Cincinnati Magazine
Cincinnati Nature Center
Cincinnati Parents for Public Schools
Cincinnati Public Schools - Community Learning Center Initiative
Cincinnati Recreation Commission
Cincinnati Sports League
Cincinnati Streetcar Development Group
Cincinnati Therapeutic Riding & Horsemanship
Cincinnati Youth Collaborative
CincyAfterSchool
CincyUpdate.com
Citizen's Committee on Youth (CCY)
Citizen's For Civic Renewal
Civic Garden Center of Greater Cincinnati
Club Red of the American Red Cross, Cincinnati Area Chapter
Community Shares of Greater Cincinnati
Contemporary Arts Center
Council of Christian Communions
Dress For Success Cincinnati
Easter Seals Work Resource Center
Enjoy the Arts/START
Executive Service Corps of Cincinnati
Families FORWARD
Family Service
Flying Pig Marathon
Girl Scouts - Great Rivers Council, Inc.
Greater Cincinnati Chapter of the National Society of Hispanic MBAs
Greater Cincinnati Jaycees
High Cincinnatians Tall Club
Injury Free Coalition for Kids - Cincinnati Children's Hospital Medical Center
Jewish Family Service
Junior League of Cincinnati

Knowledge Works Foundation
Le Studios Des Parfums Galimard
Legacy
Lily Pad
March of Dimes
Mercy Young Leaders
National Underground Railroad Freedom Center - Freedom YP
New School Cincinnati
Planned Parenthood of Southwest Ohio Region
ProKids
Public Allies Cincinnati
Public Library of Cincinnati and Hamilton County
Purple People Bridge Climb
Redwood Rehabilitation Center
Rotary Club of Cincinnati
Santa Maria Community Services
Seven Hills Neighborhood Houses
The Bankers Club
The League of Cincinnati Theatres
The Salvation Army
The Women's Connection
United Way Young Leaders' Society
University of Cincinnati - GEAR-UP
Urban Appalachian Council and East End Community Heritage School
VISIONS Community Service
Wesley Education Center
Winners Walk Tall
Women's Business Cincinnati
YMCA of Greater Cincinnati
YMCA of Greater Cincinnati
Young Lawyers Section/ Cincinnati Bar Association
YPCincy/Cincinnati USA Regional Chamber
YUPs