

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

- - - - - x  
In re: : Chapter 11  
:   
PLASTECH ENGINEERED : Case No. 08-42417 (PJS)  
PRODUCTS, INC., et al.,<sup>1</sup> :   
:   
Debtors. : Jointly Administered  
: Related Doc. No. 1383  
- - - - - x

ORDER (A) ESTABLISHING BIDDING PROCEDURES RELATING TO THE SALE OF SOME OR ALL OF THE DEBTORS' BUSINESS UNITS AND/OR MISCELLANEOUS ASSETS OR CONSUMMATION OF AN ALTERNATIVE TRANSACTION, (B) AUTHORIZING THE DEBTORS TO ENTER INTO STALKING HORSE AGREEMENTS IN CONNECTION WITH SALE OF ONE OR MORE BUSINESS UNITS, (C) APPROVING BREAK-UP FEE AND EXPENSE REIMBURSEMENT IN CONNECTION THEREWITH, (D) SCHEDULING A HEARING TO CONSIDER THE PROPOSED SALE(S) AND APPROVING THE FORM AND MANNER OF NOTICE THEREOF, (E) PERMITTING CREDIT BIDDING PURSUANT TO BANKRUPTCY CODE SECTION 363(K), AND (F) GRANTING CERTAIN RELATED RELIEF

Upon the motion (the "Motion")<sup>2</sup> of the Debtors for an order (i) approving the procedures in connection with a potential sale of some or all of the Debtors' Business Units and/or Miscellaneous Assets or consummation of an Alternative Transaction;

---

<sup>1</sup> The Debtors are the following entities: Plastech Engineered Products, Inc., LDM Technologies, Inc., Plastech Frenchtown, Inc., Plastech Decorating Systems, Inc., Plastech Exterior Systems, Inc., Plastech Romulus, Inc., MBS Polymet, Inc., LDM Holding Canada, Inc., and LDM Holding Mexico, Inc.

<sup>2</sup> Unless otherwise defined herein, capitalized terms shall have the meanings ascribed to them in the Motion, the Bid Procedures or the Agreement.

(ii) authorizing the Debtors to enter into stalking horse agreements in connection with one or more of the sale(s) of the Debtors' Business Units; (iii) approving break-up fee(s) and expense reimbursement(s) provision in connection therewith; (iv) scheduling a hearing to approve such sale or sales (the "Sale" or "Sales"), and approving the form and manner of notice thereof; and (v) permitting credit bidding pursuant to Bankruptcy Code section 363(k); and the Court having considered the Motion and objections thereto, and the arguments of counsel made, and the evidence adduced, at the hearing on the Motion (the "Bidding Procedures Hearing"); and it appearing that the relief requested in the Motion is in the best interests of the Debtors, their estates, their creditors, and all other interested parties; and upon the record of the Bidding Procedures Hearing and these chapter 11 cases, and after due deliberation thereon, and good cause appearing therefore, it is hereby

**FOUND, CONCLUDED AND DECLARED THAT:**

A. The Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2). The statutory predicates for the relief sought herein are 11 U.S.C. §§ 105 and 363 and Fed. R. Bankr. P. 2002 and

6004. Venue of these cases and this Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

B. The Debtors have articulated good and sufficient reasons for approving (1) the Bidding Procedures, and (2) the form and manner of notice of the Bidding Procedures and the proposed Sale(s).

C. The Bidding Procedures are reasonable and appropriate.

D. The Stalking Horse Bidder(s) has expended, and likely will continue to expend, considerable time, money and energy pursuing the proposed Sale(s).

E. Recognizing this expenditure of time, energy and resources, the Debtors have agreed to pay the Break-Up Fee(s) and Expense Reimbursement(s) to the Stalking Horse Bidder(s) on the terms and conditions set forth in the Stalking Horse Agreement(s).

F. The Break-Up Fee(s) and Expense Reimbursement(s) is (1) a material inducement for, and a condition of, the Stalking Horse Bidder(s) entry into the Stalking Horse Agreement(s), and (2) fair and reasonable in view of the fact that, if the Break-Up Fee(s) and Expense Reimbursement(s) is triggered, the Stalking Horse Bidder(s)'s efforts will have increased the chances that

the Debtors will receive the highest or otherwise best offer for the Business Units.

**IT IS THEREFORE, ORDERED, ADJUDGED AND DECREED THAT:**

1. The Motion is GRANTED.
2. The Bidding Procedures, as modified to resolve issues raised by the Term Lenders, Johnson Controls, Inc., the Pension Benefit Guaranty Corporation and certain equipment lessors, and as may be further modified by the Debtors in accordance with the terms thereof, attached to the Motion as Exhibit B are approved and fully incorporated into this Order, and the Debtors are authorized and directed to act in accordance therewith.
3. Nothing in this Order or the Bidding Procedures shall preclude the Stalking Horse Bidder(s), the Term Lenders and any other party from exercising their rights under Bankruptcy Code section 363(k) to make a credit bid at the Auctions to the extent permitted by Bankruptcy Code section 363(k).
4. Within five (5) business days after the entry of this Order, or as soon thereafter as practicable (the "Mailing Date"), the Debtors (or their agents) shall serve a notice of the sale (the "Sale Notice"), by first-

class mail, postage prepaid, upon (a) all entities known to have expressed an interest in a transaction with respect to one or more of the Business Units and/or Miscellaneous Assets at any time; (b) all entities known to have asserted any lien, claim, interest or encumbrance in or upon any of the Miscellaneous Assets; (c) all federal, state and local regulatory or taxing authorities or recording offices which have a reasonably known interest in the relief requested by this Motion; (d) all non-residential real property lessors; (e) the United States Attorney's office; (f) the Securities and Exchange Commission; (g) the Internal Revenue Service; (h) counsel for the Committee; and (i) counsel for the Major Customers. Such notice shall be sufficient and proper notice of the Sale(s) with respect to known interested parties.

5. The Debtors shall publish notice of the Sale(s) in *The Wall Street Journal* or *The New York Times* and such local newspapers as the Debtors deem appropriate on the Mailing Date or as soon as practicable thereafter. Such publication notice shall be sufficient and proper notice to any other interested parties whose identities are unknown to the Debtors.

6. The Break-Up Fee(s) and Expense Reimbursement(s) is hereby approved, provided that the

Stalking Horse Bidder(s) is not in default under the Stalking Horse Agreement(s), and provided further that, as of June 11, 2008 (the "Conditions Deadline") the Stalking Horse Bidder(s) has waived or satisfied any financial or due diligence conditions to closing, the Stalking Horse Bidder(s) is entitled to be paid the Break-Up Fee(s) and Expense Reimbursement(s) if (i) the Court approves a Competing Transaction or Alternative Transaction with a Qualified Bidder other than the Stalking Horse Bidder(s), and (ii) the Debtors either consummate such a Competing Transaction or Alternative Transaction or fail to consummate a transaction with the Stalking Horse Bidder(s) or any other Qualified Bidder. Except as provided herein, the Stalking Horse Bidder(s) shall not be entitled to any portion of the Break-Up Fee(s) and Expense Reimbursement(s).

7. The Break-Up Fee(s) and Expense Reimbursement(s) (if earned pursuant to the Stalking Horse Agreement(s) and this Order), until paid, will constitute a superpriority administrative claim having priority over any and all administrative expenses of the kind specified in Bankruptcy Code sections 503(b) and 507(b) junior only to the claims of the Major Customers pursuant to the Customer Financing.

8. A final hearing (the "Sale Hearing") to approve the sale of one or more of the Business Units and/or one or more of the Miscellaneous Assets to the Successful Bidder(s) shall be held on June 18, 2008 at 9:30 a.m. (Eastern Time).

9. Objections, if any, to the Sale(s) must be filed and served on counsel for the Debtors by June 11, 2008 at 4:00 p.m. (Eastern Time) (the "Sale Objection Deadline").

10. This Order shall constitute findings of fact and conclusions of law and shall take effect immediately upon execution hereof.

11. Notwithstanding the possible applicability of Fed. R. Bankr. P. 6004(g), 6006(d), 7062, 9014, or otherwise, the terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

12. This Court shall retain jurisdiction with respect to all matters arising from or related to the implementation or interpretation of this Order.

Signed on May 28, 2008

\_\_\_\_\_/s/ Phillip J. Shefferly\_\_\_\_\_  
Phillip J. Shefferly

United States Bankruptcy Judge