#### GOODRICH PETROLEUM CORP

Form 4 June 02, 2006

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average

**OMB APPROVAL** 

burden hours per response...

if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

Check this box

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading WASHINGTON GENE Issuer Symbol GOODRICH PETROLEUM CORP (Check all applicable) [GDP] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner Officer (give title Other (specify (Month/Day/Year) below) 808 TRAVIS STREET, SUITE 1320 06/02/2006 (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting HOUSTON, TX 77002 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 6. Ownership 7. Nature of 2. Transaction Date 2A. Deemed 1.Title of 3. 4. Securities Acquired 5. Amount of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of Securities Form: Direct Indirect (Instr. 3) Code Beneficially Beneficial (D) (D) or any (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned Ownership Indirect (I) Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) or (Instr. 3 and 4) Amount (D) Price Common 06/02/2006 Α 1.091 28,111 D Stock

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title o	of 2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Titl	le and	8. Price of	9. Nu
Derivativ	e Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration D	ate	Amou	ınt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	rlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Secur	rities	(Instr. 5)	Bene
	Derivative				Securities	3		(Instr.	. 3 and 4)		Own
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						·
					4, and 5)						
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						Exercisable	Date	Title	Number		
				C 1 W	(A) (D)				of		
				Code V	(A) (D)				Shares		

## **Reporting Owners**

Reporting Owner Name / Address	Relationships				
<b>F-</b>	Director	10% Owner	Officer	Other	
WASHINGTON GENE 808 TRAVIS STREET SUITE 1320 HOUSTON, TX 77002	X				

## **Signatures**

/s/Gene
Washington 06/02/2006

\*\*Signature of Reporting Person Date

## **Explanation of Responses:**

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. spectus by reference from Holdings' Annual Report on Form 10-K for the year ended December 31, 2016, and the effectiveness of Holdings' internal control over financial reporting have been audited by Deloitte & Touche LLP, an independent registered public accounting firm, as stated in their report, which is incorporated herein by reference. Such consolidated financial statements and financial statement schedule have been so incorporated in reliance upon the report of such firm given upon their authority as experts in accounting and auditing.

The consolidated financial statements, and the related financial statement schedule, of MPG as of and for the year ended December 31, 2016, incorporated in this prospectus by reference from Item 9.01 of Holdings' Current Report on Form 8-K/A filed on March 6, 2017, and the effectiveness of MPG's internal control over financial reporting as of December 31, 2016, have been audited by Deloitte & Touche LLP, an independent registered public accounting firm, as stated in their reports, which are incorporated herein by reference. Such consolidated financial statements and financial statement schedule have been so incorporated in reliance upon the reports of such firm given upon their authority as experts in accounting and auditing.

The consolidated balance sheet of MPG and its subsidiaries as of December 31, 2015, and the related consolidated statements of operations, comprehensive income, stockholders' equity (deficit), and cash flows for each of the years in the two-year period ended December 31, 2015, and

Reporting Owners 2

the related financial statement schedule for each of the years in the two-year period ended December 31, 2015, incorporated by reference in Holdings' Current Report on Form 8-K/A filed on March 6, 2017, have been incorporated by reference in this prospectus in reliance upon the report of KPMG LLP, an independent registered public accounting firm, incorporated by reference herein and upon the authority of said firm as experts in accounting and auditing.

52

Through and including (the 25th day after the date of this prospectus), all dealers effecting transactions in these securities, whether or not participating in this offering, may be required to deliver a prospectus. This delivery requirement is in addition to a dealer's obligation to deliver a prospectus when acting as an underwriter and with respect to an unsold allotment or subscription.

## American Axle & Manufacturing, Inc.

Offers to Exchange \$700,000,000 Outstanding 6.250% Senior Notes due 2025 for Registered 6.250% Senior Notes due 2025 and \$500,000,000 Outstanding 6.500% Senior Notes due 2027 for Registered 6.500% Senior Notes due 2027

## **PROSPECTUS**

The date of this prospectus is

, 2017

#### PART II INFORMATION NOT REQUIRED IN PROSPECTUS

#### Item 20. Indemnification of Directors and Officers.

The following summary is qualified in its entirety by reference to the complete text of the relevant provisions of applicable Delaware law and each of the Holdings and AAM Inc. organizational documents.

Section 102 of the DGCL provides that a corporation may limit or eliminate a director's personal liability for monetary damages to the corporation or its stockholders for breach of fiduciary duty as a director, except for liability for: (1) any breach of the director's duty of loyalty to such corporation or its stockholders; (2) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (3) willful or negligent violation of provisions of the DGCL governing payment of dividends and stock purchases or redemptions; (4) any transaction from which the director derived an improper personal benefit; or (5) any act or omission before the adoption of such a provision in the certificate of incorporation. Each of Holdings and AAM Inc.'s certificate of incorporation contains a provision so eliminating a director's personal liability to the extent permitted under the DGCL.

Section 145 of the DGCL provides that under certain circumstances a corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a director, officer, employee or agent of the corporation, or is or was serving at the corporation's request in such a capacity in another corporation or business association, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding if such person acted in good faith and in a manner such person reasonably believed to be in, or not opposed to the best interests of, the corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe such person's conduct was unlawful.

Holdings' certificate of incorporation provides for the indemnification of Holdings' directors and officers. Holdings' certificate of incorporation also provides that each current or former director, officer, employee or agent of Holdings, or each such person who is or was serving at the request of Holdings as a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust limited liability company or other enterprise (including the heirs, executors, administrators or estate of such person), will be indemnified by Holdings to the fullest extent permitted by the DGCL, as the same exists or may in the future be amended (but, in the case of any such amendment, only to the extent that such amendment permits Holdings to provide broader indemnification rights than permitted under said law prior to such amendment). Holdings' certificate of incorporation also provides for the indemnification of the foregoing persons against all expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such persons in connection with any such action, suit or proceeding, including appeals. In addition, Holdings' certificate of incorporation requires Holdings to promptly pay all expenses incurred by any of the foregoing persons in defending any such action, suit or proceeding, in advance of the final disposition thereof upon presentation of appropriate documentation. Holdings' certificate of incorporation also specifically authorizes Holdings to enter into agreements with any person providing for indemnification greater or different than that provided by Holdings' certificate of incorporation.

Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and/or controlling persons of Holdings and AAM Inc. pursuant to the foregoing provisions or otherwise, Holdings and AAM Inc. have been informed that, in the opinion of the SEC, such indemnification of Holdings' and AAM's directors, officers and/or controlling persons for liabilities

#### **Table of Contents**

under the Securities Act is against public policy as expressed in the Securities Act and is therefore unenforceable.

#### Item 21. Exhibits and Financial Statement Schedules.

(a)

**Exhibits** 

The exhibit index attached hereto is incorporated herein by reference.

(b)

Financial statement schedules:

None.

#### Item 22. Undertakings.

- (a) The undersigned registrant hereby undertakes:
  - (1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:
    - (i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;
    - (ii) To reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) under the Securities Act of 1933 if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective Registration Statement; and
    - (iii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement;

provided, however, that clauses (i), (ii) and (iii) do not apply if the information required to be included in a post-effective amendment by those clauses is contained in reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the Registration Statement, or is contained in a form of prospectus filed pursuant to Rule 424(b) that is part of the Registration Statement;

- (2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof;
- (3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering;
- (4) That, for the purpose of determining liability of the registrant under the Securities Act of 1933 to any purchaser in the initial distribution of the securities, the undersigned registrant undertakes that in a primary offering of securities of the undersigned registrant pursuant to this Registration Statement, regardless of the underwriting method used to sell the securities to the

II-2

#### **Table of Contents**

purchaser, if the securities are offered or sold to such purchaser by means of any of the following communications, the undersigned registrant will be a seller to the purchaser and will be considered to offer or sell such securities to such purchaser:

- (i) Any preliminary prospectus or prospectus of the undersigned registrant relating to the offering required to be filed pursuant to Rule 424;
- (ii) Any free writing prospectus relating to the offering prepared by or on behalf of the undersigned registrant or used or referred to by the undersigned registrant;
- (iii) The portion of any other free writing prospectus relating to the offering containing material information about the undersigned registrant or its securities provided or on behalf of the undersigned registrant; and
  - (iv) Any other communication that is an offer in the offering made by the undersigned registrant to the purchaser.
- (b) The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 (and where applicable, each filing of an employee benefit plan's annual report pursuant to section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
- (c) Each of the undersigned registrants hereby undertakes as follows: that prior to any public reoffering of the securities registered hereunder through use of a prospectus which is a part of this registration statement, by any person or party who is deemed to be an underwriter within the meaning of Rule 145(c), the issuer undertakes that such reoffering prospectus will contain the information called for by the applicable registration form with respect to reofferings by persons who may be deemed underwriters, in addition to the information called for by the other Items of this S-4.
- (d) Each of the undersigned registrants hereby undertakes that every prospectus (i) that is filed pursuant to the immediately preceding paragraph or (ii) that purports to meet the requirements of Section 10(a)(3) of the Securities Act of 1933 and is used in connection with an offering of securities subject to Rule 415, will be filed as a part of an amendment to the registration statement and will not be used until such amendment is effective, and that, for purposes of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
- (e) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act of 1933 and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act of 1933 and will be governed by the final adjudication of such issue.

### Table of Contents

- (f) The undersigned registrant hereby undertakes to respond to requests for information that is incorporated by reference into the prospectus pursuant to Items 4, 10(b), 11 or 13 of this S-4, within one business day of receipt of such request, and to send the incorporated documents by first class mail or equally prompt means. This includes information contained in documents filed subsequent to the effective date of the registration statement through the date of responding to the request.
- (g) The undersigned registrant hereby undertakes to supply by means of a post-effective amendment all information concerning a transaction, and the company being acquired involved therein, that was not the subject of and included in the registration statement when it became effective.

II-4

## Table of Contents

### **EXHIBIT INDEX**

Exhibit No. 2.1	Description  Agreement and Plan of Merger, dated as of November 3, 2016, by and among American Axle & Manufacturing Holdings,  Inc., ALPHA SPV I, Inc. and Metaldyne Performance Group Inc. (Incorporated by reference to Exhibit 2.1 of Current Report on Form 8-K dated November 3, 2016.)
3.1*	Certificate of Incorporation of American Axle & Manufacturing, Inc.
3.2*	Bylaws of American Axle & Manufacturing, Inc.
3.3	Amended and Restated Certificate of Incorporation of American Axle & Manufacturing Holdings, Inc. (Incorporated by reference to Exhibit 3.2 filed with American Axle & Manufacturing Holdings, Inc. Registration Statement on Form S-8 (Registration No. 333-220300).)
3.4	Amended and Restated Bylaws of American Axle & Manufacturing Holdings, Inc. (Incorporated by reference to Exhibit 3.2 filed with American Axle & Manufacturing Holdings, Inc. Form 10-K for the year ended December 31, 2009.)
3.5	Second Amended and Restated By-laws of American Axle & Manufacturing Holdings, Inc. (Incorporated by reference to Exhibit 3.03 of Current Report on Form 8-K dated July 28, 2016.)
3.6*	Certificate of Incorporation of AAM International Holdings, Inc.
3.7*	By-laws of AAM International Holdings, Inc.
3.8*	Certificate of Incorporation of Auburn Hills Manufacturing, Inc.
3.9*	Amended and Restated By-laws of Auburn Hills Manufacturing, Inc.
3.10*	Certificate of Incorporation of Oxford Forge, Inc.
3.11*	By-laws of Oxford Forge, Inc.
3.12*	Certificate of Incorporation of MSP Industries Corporation
3.13*	By-laws of MSP Industries Corporation
3.14*	Amended and Restated By-laws of MSP Industries Corporation
3.15*	Certificate of Incorporation of Colfor Manufacturing, Inc.
3.16*	By-laws of Colfor Manufacturing, Inc.
3.17*	Certificate of Incorporation of Accugear, Inc.
3.18*	By-laws of Accugear, Inc.
3.19*	Certificate of Organization of Rochester Manufacturing, LLC
3.20*	Articles of Organization of of Rochester Manufacturing, LLC
3.21*	Operating Agreement of Rochester Manufacturing, LLC
3.22*	Certificate of Incorporation of Metaldyne Performance Group, Inc.
3.23*	Certificate of Merger of Metaldyne Performance Group, Inc.
3.24*	By-laws of Metaldyne Performance Group, Inc.

## Table of Contents

Exhibit No. 3.25*	Description  Certificate of Incorporation of MPG Holdco I Inc.
3.26*	By-laws of MPG Holdco I Inc.
3.27*	Certificate of Formation of Metaldyne BSM, LLC
3.28*	Limited Liability Company Agreement of Metaldyne BSM, LLC
3.29*	Certificate of Formation of Metaldyne M&A Bluffton, LLC
3.30*	Limited Liability Company Agreement of Metaldyne M&A Bluffton, LLC
3.31*	Certificate of Incorporation of Metaldyne Powertrain Components, Inc.
3.32*	By-laws of Metaldyne Powertrain Components, Inc.
3.33*	Certificate of Formation of Metaldyne Sintered Ridgway, LLC
3.34*	Limited Liability Company Agreement of Metaldyne Sintered Ridgway, LLC
3.35*	Certificate of Formation of Metaldyne SinterForged Products, LLC
3.36*	Limited Liability Company Agreement of Metaldyne SinterForged Products, LLC
3.37*	Certificate of Formation of Punchcraft Machining and Tooling, LLC
3.38*	Limited Liability Company Agreement of Punchcraft Machining and Tooling, LLC
3.39*	Certificate of Formation of HHI FormTech, LLC
3.40*	Limited Liability Company Agreement of HHI FormTech, LLC (as successor to HHI Funding, LLC)
3.41*	Amended and Restated Limited Liability Company Agreement of HHI FormTech, LLC
3.42*	Second Amended and Restated Limited Liability Company Agreement of HHI FormTech, LLC
3.43*	Certificate of Formation of Jernberg Industries, LLC
3.44*	Limited Liability Company Agreement of Jernberg Industries, LLC
3.45*	Amended and Restated Limited Liability Company Agreement of Jernberg Industries, LLC
3.46*	Certificate of Formation of Impact Forge Group, LLC
3.47*	Limited Liability Company Agreement of Impact Forge Group, LLC
3.48*	Amended and Restated Limited Liability Company Agreement of Impact Forge Group, LLC
3.49*	Certificate of Incorporation of ASP HHI Holdings, Inc.
3.50*	By-laws of ASP HHI Holdings, Inc.
3.51*	Certificate of Incorporation of ASP HHI Intermediate Holdings, Inc.
3.52*	By-laws of ASP HHI Intermediate Holdings, Inc.
3.53*	Certificate of Incorporation of ASP HHI Intermediate Holdings II, Inc.
3.54*	By-laws of ASP HHI Intermediate Holdings II, Inc.

3.55\* Certificate of Incorporation of ASP HHI Acquisition Co., Inc.

11 6

## Table of Contents

Exhibit No. 3.56*	Description  By-laws of ASP HHI Acquisition Co., Inc.
3.57*	Certificate of Formation of Forging Holdings, LLC
3.58*	Limited Liability Company Agreement of Forging Holdings, LLC
3.59*	Amended and Restated Limited Liability Company Agreement of Forging Holdings, LLC
3.60*	Certificate of Formation of Hephaestus Holdings, LLC
3.61*	Limited Liability Company Agreement of Hephaestus Holdings, LLC
3.62*	Amended and Restated Limited Liability Company Agreement of Hephaestus Holdings, LLC
3.63*	Certificate of Formation of HHI FormTech Holdings, LLC
3.64*	Limited Liability Company Agreement of HHI FormTech Holdings, LLC
3.65*	Amended and Restated Limited Liability Company Agreement of HHI FormTech Holdings, LLC
3.66*	Certificate of Formation of HHI Forging, LLC
3.67*	Limited Liability Company Agreement of HHI Forging, LLC
3.68*	Amended and Restated Limited Liability Company Agreement of HHI Forging, LLC
3.69*	Certificate of Formation of Gearing Holdings, LLC
3.70*	Limited Liability Company Agreement of Gearing Holdings, LLC
3.71*	Amended and Restated Limited Liability Company Agreement of Gearing Holdings, LLC
3.72*	Certificate of Formation of Cloyes Gear Holdings, LLC
3.73*	Limited Liability Company Agreement of Cloyes Gear Holdings, LLC
3.74*	Amended and Restated Limited Liability Company Agreement of Cloyes Gear Holdings, LLC
3.75*	Certificate of Formation of Jernberg Holdings, LLC
3.76*	Limited Liability Company Agreement of Jernberg Holdings, LLC
3.77*	Amended and Restated Limited Liability Company Agreement of Jernberg Holdings, LLC
3.78*	Certificate of Formation of Impact Forge Holdings, LLC
3.79*	Limited Liability Company Agreement of Impact Forge Holdings, LLC
3.80*	Amended and Restated Limited Liability Company Agreement of Impact Forge Holdings, LLC
3.81*	Certificate of Incorporation of ASP MD Holdings, Inc.
3.82*	By-laws of ASP MD Holdings, Inc.
3.83*	Certificate of Incorporation of ASP MD Intermediate Holdings, Inc.
3.84*	By-laws of ASP MD Intermediate Holdings, Inc.
3.85*	Certificate of Incorporation of ASP MD Intermediate Holdings II. Inc.

3.86\* By-laws of ASP MD Intermediate Holdings II, Inc.

II-7

## Table of Contents

Exhibit No. 3.87*	Description  Certificate of Incorporation of MD Investors Corporation
3.88*	By-laws of MD Investors Corporation
3.89*	Certificate of Formation of Metaldyne, LLC
3.90*	Limited Liability Company Agreement of Metaldyne, LLC
3.91*	Amended and Restated Limited Liability Company Agreement of Metaldyne, LLC
3.92*	Certificate of Formation of Gear Design and Manufacturing, LLC
3.93*	Limited Liability Company Agreement of Gear Design and Manufacturing, LLC
3.94*	Consent of Member and Manager of Gear Design and Manufacturing, LLC
3.95*	Charter Documents of Grede Wisconsin Subsidiaries LLC
3.96*	Certificate of Status of Grede Wisconsin Subsidiaries LLC
3.97*	Operating Agreement of Grede Wisconsin Subsidiaries LLC
3.98*	Amended and Restated Articles of Incorporation of Cloyes Gear and Products, Inc.
3.99*	Code of Regulations of Cloyes Gear and Products, Inc.
3.100*	Certificate of Formation of Grede LLC
3.101*	Limited Liability Company Agreement of Grede LLC
3.102*	Second Amended and Restated Limited Liability Company Agreement of Grede LLC
3.103*	Conversion and Contribution Agreement and Stockholder Consent of Grede LLC
3.104*	Certificate of Formation of Grede Holdings LLC
3.105*	Limited Liability Company Agreement of Grede Holdings LLC
3.106*	Amended and Restated Limited Liability Company Agreement of Grede Holdings LLC
3.107*	Second Amended and Restated Limited Liability Company Agreement of Grede Holdings LLC
3.108*	Certificate of Formation of ASP Grede Intermediate Holdings LLC
3.109*	Limited Liability Company Agreement of ASP Grede Intermediate Holdings LLC
3.110*	Amended and Restated Limited Liability Company Agreement of ASP Grede Intermediate Holdings LLC
3.111*	Second Amended and Restated Limited Liability Company Agreement of ASP Grede Intermediate Holdings LLC
3.112*	Certificate of Formation of GSC RIII Grede LLC
3.113*	Limited Liability Company Agreement of GSC RIII Grede LLC
3.114*	Certificate of Formation of Shop IV Subsidiary Investment (Grede), LLC
3.115*	Limited Liability Company Agreement of Shop IV Subsidiary Investment (Grede), LLC
3.116*	Certificate of Formation of HHI Holdings, LLC

3.117\* Limited Liability Company Agreement of HHI Holdings, LLC

II-8

### Table of Contents

Exhibit No. 3.118*	Description  Amended and Restated Limited Liability Company Agreement of HHI Holdings, LLC
3.119*	Second Amended and Restated Limited Liability Company Agreement of HHI Holdings, LLC
3.120*	Third Amended and Restated Limited Liability Company Agreement of HHI Holdings, LLC
3.121*	Certificate of Formation of Grede II LLC
3.122*	Limited Liability Company Agreement of Grede II LLC
3.123*	Certificate of Formation of ASP Grede AcquisitionCo LLC
3.124*	Limited Liability Company Agreement of ASP Grede AcquisitionCo LLC
3.125*	Articles of Organization of The Mesh Company, LLC
3.126*	Second Amended and Restated Operating Agreement of The Mesh Company, LLC
4.1	Specimen Certificate for shares of the Company's Common Stock (Incorporated by reference to Exhibit 4.01 filed with American Axle & Manufacturing Holdings, Inc. Registration Statement on Form S-1 (Registration No. 333-53491))
4.2	Form of Indenture, among American Axle & Manufacturing, Inc., American Axle & Manufacturing Holdings, Inc., as guarantor, certain subsidiary guarantors and U.S. Bank National Association, as trustee (Incorporated by reference to Exhibit 4.3 filed with American Axle & Manufacturing Holdings, Inc. Registration Statement on Form S-3 (Registration No. 333-175508).)
4.3	Indenture, among American Axle & Manufacturing, Inc., American Axle & Manufacturing Holdings, Inc., as guarantor, certain subsidiary guarantors and U.S. Bank National Association, as trustee (Incorporated by reference to Exhibit 4.1 of Current Report on Form 8-K dated October 31, 2011.)
4.4	First Supplemental Indenture, dated March 23, 2017 among American Axle & Manufacturing, Inc., Alpha SPV I, Inc., American Axle & Manufacturing Holdings, Inc., certain subsidiary guarantors and U.S. Bank National Association, as trustee (Incorporated by reference to Exhibit 4.1 of Current Report on Form 8-K dated March 23, 2017.)
4.5	Second Supplemental Indenture, dated May 17, 2017 among American Axle & Manufacturing, Inc., Metaldyne Performance Group Inc., American Axle & Manufacturing Holdings, Inc. certain subsidiary guarantors and U.S. Bank National Association, as trustee (Incorporated by reference to Exhibit 4.1 of Current Report on Form 8-K dated May 17, 2017.)

Registration Rights Agreement, dated as of March 23, 2017, among American Axle & Manufacturing, Inc., certain subsidiary guarantors and J.P. Morgan Securities LLC, as representative of the Initial Purchasers, in respect of the 6.25% Senior Notes due 2025 (Incorporated by reference to Exhibit 10.1 of Current Report on Form 8-K dated March 23, 2017.)

4.6

#### Table of Contents

Exhibit No.

4.7 Registration Rights Agreement, dated as of March 23, 2017, among American Axle & Manufacturing, Inc., certain subsidiary guarantors and J.P. Morgan Securities LLC, as representative of the Initial Purchasers, in respect of the 6.50% Senior Notes

due 2027 (Incorporated by reference to Exhibit 10.2 of Current Report on Form 8-K dated March 23, 2017.)

- 5.1\* Opinion of Shearman & Sterling LLP.
- 5.2\* Opinion of David E. Barnes, Vice President and General Counsel of American Axle & Manufacturing Holdings, Inc. and American Axle & Manufacturing, Inc., as to the legality of the Subsidiary Guarantees.
- 10.1 Asset Purchase Agreement, dated February 18, 1994, between AAM, Inc. and GM, and all amendments thereto (Incorporated by reference to Exhibit 10.01 filed with American Axle & Manufacturing Holdings, Inc.'s Registration Statement on Form S-1 (Registration No. 333-53491).)
- 10.2 <u>Lifetime Program Contract for GMT-900 Products, between GM and AAM, Inc. (Incorporated by reference to Exhibit 10.51 filed with American Axle & Manufacturing Holdings, Inc. Form 10-Q for the quarterly period ended June 30, 2003.)</u>
- ++10.3 Letter Agreement dated April 22, 2004 by and between DaimlerChrysler Corporation and AAM, Inc. (Incorporated by reference to Exhibit 10.43 filed with American Axle & Manufacturing Holdings, Inc. Form 10-Q for the quarterly period ended June 30, 2004.)
  - 10.4 Forms of Restricted Stock and Restricted Stock Unit Agreements under 1999 Stock Incentive Plan (Incorporated by reference to Exhibit 10.45 filed with American Axle & Manufacturing Holdings, Inc. Form 10-O for the quarterly period ended September 30, 2004.)
  - 10.5 Form of Nonqualified Stock Option Agreement (Incorporated by reference to Exhibit 10.5 of Current Report on Form 8-K dated October 26, 2005)
  - 10.6 Restated 1999 American Axle & Manufacturing Holdings, Inc. Stock Incentive Compensation Plan (Incorporated by reference to Exhibit 10.51 filed with American Axle & Manufacturing Holdings, Inc. Form 10-K for the year ended December 31, 2005.)
- ++10.7 <u>Letter Agreement between General Motors Corporation and American Axle & Manufacturing, Inc. dated June 29, 2007</u> (Incorporated by reference to Exhibit 99.1 of Current Report on Form 8-K dated June 29, 2007.)
  - 10.8 Form of 2008 Stock Option Award Agreement for executive officers of American Axle & Manufacturing Holdings, Inc.

    (Incorporated by reference to Exhibit 10.52 filed with American Axle & Manufacturing Holdings, Inc. Form 10-K for the year ended December 31, 2007.)
  - 10.9 Agreement between General Motors Corporation and American Axle & Manufacturing, Inc. dated May 3, 2008, as amended May 16, 2008 (Incorporated by reference to Exhibit 10.1 of Current Report on Form 8-K dated May 23, 2008.)
  - 10.10 Amended and Restated AAM 2009 Long-Term Incentive Plan (Incorporated by reference to Exhibit 10.61 filed with American Axle & Manufacturing Holdings, Inc. Form 10-Q for the quarterly period ended June 30, 2009.)

II-10

## Table of Contents

Exhibit No. ++10.11	Description Settlement and Commercial Agreement, dated as of September 16, 2009, among General Motors Company, American Axle &
	Manufacturing Holdings, Inc. and American Axle & Manufacturing, Inc. (Incorporated by reference to Exhibit 10.62 filed with American Axle & Manufacturing Holdings, Inc. Form 10-Q for the quarterly period ended September 30, 2009.)
10.12	Form of Nonqualified Stock Option Award Agreement under the 2012 Omnibus Incentive Plan (Incorporated by reference to Exhibit 10.2 of Current Report on Form 8-K dated May 1, 2012.)
10.13	Form of Restricted Stock Unit Award Agreement for Non-employee Directors under the 2012 Omnibus Incentive Plan (Incorporated by reference to Exhibit 10.3 of Current Report on Form 8-K dated May 1, 2012.)
10.14	Form of Restricted Stock Unit Award Agreement (Cliff Vesting) for Executive Officers under the 2012 Omnibus Incentive Plan (Incorporated by reference to Exhibit 10.4 of Current Report on Form 8-K dated May 1, 2012.)
10.15	Form of Restricted Stock Unit Award Agreement (Installment Vesting) for Executive Officers under the 2012 Omnibus Incentive Plan (Incorporated by reference to Exhibit 10.5 of Current Report on Form 8-K dated May 1, 2012.)
10.16	Form of Performance Unit Award Agreement for Executive Officers under the 2012 Omnibus Incentive Plan (Incorporated by reference to Exhibit 10.6 of Current Report on Form 8-K dated May 1, 2012.)
10.17	American Axle & Manufacturing, Inc. Amended and Restated Supplemental Executive Retirement Program Document (Incorporated by reference to Exhibit 10.37 filed with American Axle & Manufacturing Holdings, Inc. Form 10-Q for the quarterly period ended June 30, 2012.)
10.18	Amendment and Restatement Agreement dated as of September 13, 2013, among American Axle & Manufacturing Holdings, Inc., JPMorgan Chase Bank, N.A., as Administrative Agent and as Collateral Agent, and each financial institution party thereto as a lender, including as Exhibit A thereto, the Amended and Restated Credit Agreement dated as of January 9, 2004 and amended and restated as of September 13, 2013 among American Axle & Manufacturing, Inc., American Axle & Manufacturing Holdings, Inc., the Lenders party thereto and JPMorgan Chase Bank, N.A., as Administrative Agent (Incorporated by reference to Exhibit 10.1 of Current Report on Form 8-K dated September 16, 2013.)
10.19	Guarantee Agreement dated as of January 9, 2004, as amended and restated as of September 13, 2013, among American Axle & Manufacturing, Inc., American Axle & Manufacturing Holdings, Inc., certain subsidiaries of American Axle & Manufacturing, Inc. identified therein, and JPMorgan Chase Bank, N.A. as Administrative Agent for the lenders referred to therein (Incorporated by reference to Exhibit 10.2 of Current Report on Form 8-K dated September 16, 2013.)
10.20	Collateral Agreement dated as of November 7, 2008, as amended and restated as of September 13, 2013, among American Axle & Manufacturing Holdings, Inc., American Axle & Manufacturing, Inc., certain subsidiaries of American Axle & Manufacturing, Inc., identified therein and JPMorgan Chase Bank, N.A., as Collateral Agent (Incorporated by reference to Exhibit 99.1 of Current Report on Form 8-K dated September 16, 2013.)
	П-11

#### **Table of Contents**

Exhibit No. Description 10.21 Form of Performance Share Award Agreement (Relative TSR) for Executive Officers under the 2012 Omnibus Incentive Plan (Incorporated by reference to Exhibit 10.35 filed with American Axle & Manufacturing Holdings, Inc. Form 10-K for the year ended December 31, 2013.) 10.22 Form of Performance Share Award Agreement (EBITDA) for Executive Officers under the 2012 Omnibus Incentive Plan (Incorporated by reference to Exhibit 10.36 filed with American Axle & Manufacturing Holdings, Inc. Form 10-K for the year ended December 31, 2013.) 10.23 Form of Restricted Stock Unit Award Agreement (Cliff Vesting) for Executive Officers under the 2012 Omnibus Incentive Plan (Incorporated by reference to Exhibit 10.37 filed with American Axle & Manufacturing Holdings, Inc. Form 10-K for the year ended December 31, 2013.) 10.24 Form of Restricted Stock Unit Award Agreement for Board of Directors under the 2012 Omnibus Incentive Plan (Incorporated by reference to Exhibit 10.1 filed with American Axle & Manufacturing Holdings, Inc. Form 10-O for the quarterly period ended March 31, 2014.) 10.25 Amended and Restated Employment Agreement dated February 19, 2015 by and between the Company and David C. Dauch (Incorporated by reference to Exhibit 10.1 of Current Report on Form 8-K dated February 26, 2015.) 10.26 AAM Executive Officer Change in Control Plan dated February 19, 2015 (Incorporated by reference to Exhibit 10.2 of Current Report on Form 8-K dated February 26, 2015.) 10.27 Form of Performance Share Award Agreement (Relative TSR) for Executive Officers under the 2012 Omnibus Incentive Plan (Incorporated by reference to Exhibit 10.3 of Current Report on Form 8-K dated February 26, 2015.) 10.28 Form of Performance Share Award Agreement (EBITDA) for Executive Officers under the 2012 Omnibus Incentive Plan (Incorporated by reference to Exhibit 10.4 of Current Report on Form 8-K dated February 26, 2015.) 10.29 Form of Restricted Stock Unit Award Agreement for Executive Officers under the 2012 Omnibus Incentive Plan (Incorporated by reference to Exhibit 10.5 of Current Report on Form 8-K dated February 26, 2015.) 10.30 Form of Restricted Stock Unit Award Agreement for Non-Employee Directors under the 2012 Omnibus Incentive Plan (Incorporated by reference to Exhibit 10.6 of Current Report on Form 8-K dated February 26, 2015.) 10.31 Amended and Restated American Axle & Manufacturing Holdings, Inc. 2012 Omnibus Incentive Plan (Incorporated by reference to Exhibit 4.1 filed with American Axle & Manufacturing Holdings, Inc. Registration Statement on Form S-8 (Registration No. 333-220300).) 10.32 Employment Agreement dated as of August 1, 2015 by and between the Company and Michael K. Simonte (Incorporated by reference to Exhibit 10.1 of Current Report on Form 8-K dated July 31, 2015.) 10.33 Second Amended and Restated American Axle & Manufacturing, Inc. Incentive Compensation Plan for Executive Officers effective as of January 1, 2016 (Incorporated by reference to Exhibit 10.38 filed with American Axle & Manufacturing Holdings, Inc. Form 10-K for the year ended December 31, 2015.) II-12

## Table of Contents

Exhibit No.	Description		
10	4 Voting Agreement, dated as of November 3, 2016, by and between American Axle & Manufacturing Holdings, Inc. and ASI MD Investco LP (Incorporated by reference to Exhibit 10.1 of Current Report on Form 8-K dated November 8, 2016.)		
10.35	Credit Agreement dated as of April 6, 2017 among American Axle & Manufacturing Holdings, Inc., American Axle & Manufacturing, Inc., each financial institution party thereto as a lender and JPMorgan Chase Bank, N.A., as Administrative Agent (Incorporated by reference to Exhibit 10.1 of Current Report on Form 8-K dated April 12, 2017.)		
10.36	Collateral Agreement dated as of April 6, 2017 among American Axle & Manufacturing Holdings, Inc., American Axle & Manufacturing, Inc., certain subsidiaries of American Axle & Manufacturing Holdings, Inc. identified therein and JPMorgan Chase Bank, N.A., as Collateral Agent (Incorporated by reference to Exhibit 10.2 of Current Report on Form 8-K dated April 12, 2017.)		
10.37	Guarantee Agreement dated as of April 6, 2017 among American Axle & Manufacturing Holdings, Inc., American Axle & Manufacturing, Inc., certain subsidiaries identified therein and JPMorgan Chase Bank, N.A., as Administrative Agent (Incorporated by reference to Exhibit 99.1 of Current Report on Form 8-K dated April 12, 2017.)		
10.38	Stockholders' Agreement, dated as of April 6, 2017, among American Axle & Manufacturing Holdings, Inc., ASP MD Investoc L.P. and American Securities LLC (Incorporated by reference to Exhibit 10.1 of Current Report on Form 8-K dated April 6, 2017)		
12.1	Statement regarding Computation of Ratio of Earnings to Fixed Charges (Incorporated by reference to Exhibit 12 filed with American Axle & Manufacturing Holdings, Inc. Form 10-K for the year ended December 31, 2016.)		
21.1	* <u>List of Subsidiaries</u>		
23.1	* Consent of Deloitte & Touche LLP		
23.2	* Consent of Deloitte & Touche LLP		
23.3	* Consent of KPMG LLP		
23.4	* Consent of Shearman & Sterling LLP (included in Exhibit 5.1)		
23.5	* Consent of David E. Barnes (included in Exhibit 5.2)		
24.1	* Powers of Attorney (included on signature pages).		
25.1	* Statement of Eligibility of U.S. Bank National Association on Form T-1.		
99.1	* Form of Letter of Transmittal (with accompanying IRS Form W-9 and related Guidelines).		
99.2	* Form of Letter to Registered Holders and Depository Trust Company Participants.		
99.3	* Form of Letter to Clients (with form of Instructions to Registered Holder and/or Depository Trust Company Participant).		
+ Co	nfidential Treatment Request Granted by the SEC		
Re	flects Management or Compensatory Contract		
Fil	Filed herewith		

II-13

#### **Table of Contents**

#### **SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-4 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Detroit, State of Michigan, on December 15, 2017.

#### AMERICAN AXLE & MANUFACTURING, INC.

By:	/s/ CHRISTOPHER J. MAY		
	Christopher J. May		

Vice President & Chief Financial Officer

Each person whose signature appears below hereby constitutes and appoints Christopher J. May and David E. Barnes his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) and supplements to this Registration Statement, and to file the same, with all exhibits thereto, and other document in connection therewith, with the Securities and Exchange Commission, and hereby grants to such attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his or her substitute, may lawfully do or cause to be done by virtue hereof.

Signature	Title	Date
/s/ DAVID C. DAUCH  David C. Dauch	Chairman of the Board & Chief Executive Officer/Director (principal executive officer)	December 15, 2017
/s/ MICHAEL K. SIMONTE  Michael K. Simonte	Director	December 15, 2017
/s/ DAVID E. BARNES  David E. Barnes	Director	December 15, 2017

#### **SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-4 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Detroit, State of Michigan, on December 15, 2017.

### AMERICAN AXLE & MANUFACTURING HOLDINGS, INC.

By:	/s/ CHRISTOPHER J. MAY		
	Christopher I May		

Vice President & Chief Financial Officer

Each person whose signature appears below hereby constitutes and appoints Christopher J. May and David E. Barnes his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) and supplements to this Registration Statement, and to file the same, with all exhibits thereto, and other document in connection therewith, with the Securities and Exchange Commission, and hereby grants to such attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his or her substitute, may lawfully do or cause to be done by virtue hereof.

Signature	Title	Date
/s/ DAVID C. DAUCH	Chairman of the Board & Chief Executive Officer/Director (principal executive officer)	December 15, 2017
David C. Dauch	Officer/Director (principal executive officer)	
/s/ ELIZABETH A. CHAPPELL	Director	December 15, 2017
Elizabeth A. Chappell	Director	December 13, 2017
/s/ WILLIAM L. KOZYRA		
William L. Kozyra	Director	December 15, 2017
/s/ PETER D. LYONS		
Peter D. Lyons	Director	December 15, 2017
/s/ JAMES A. MCCASLIN		
James A. McCaslin	Director	December 15, 2017
	II-15	

## Table of Contents

Signature	Title	Date
/s/ WILLIAM P. MILLER II	- Director	December 15, 2017
William P. Miller II		
/s/ JOHN F. SMITH	Director	December 15, 2017
John F. Smith		
/s/ SAMUEL VALENTI III	Director	December 15, 2017
Samuel Valenti III		
/s/ GEORGE THANOPOULOS	Director	December 15, 2017
George Thanopoulos	II-16	

#### **SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-4 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Detroit, State of Michigan, on December 15, 2017.

#### METALDYNE PERFORMANCE GROUP, INC.

By:	/s/ CHRISTOPHER J. MAY
	Christopher I May

Vice President & Chief Financial Officer

Each person whose signature appears below hereby constitutes and appoints Christopher J. May and David E. Barnes his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) and supplements to this Registration Statement, and to file the same, with all exhibits thereto, and other document in connection therewith, with the Securities and Exchange Commission, and hereby grants to such attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his or her substitute, may lawfully do or cause to be done by virtue hereof.

Signature	Title	Date
/s/ DAVID C. DAUCH	Chairman of the Board & Chief Executive	December 15, 2017
David C. Dauch	Officer/Director (principal executive officer)	2000
/s/ MICHAEL K. SIMONTE	Director	Dagambar 15, 2017
Michael K. Simonte	Director	December 15, 2017
/s/ DAVID E. BARNES	Director	December 15, 2017
David E. Barnes	II-17	December 13, 2017

#### **SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-4 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Detroit, State of Michigan, on December 15, 2017.

#### AAM INTERNATIONAL HOLDINGS, INC.

By:	/s/ CHRISTOPHER J. MAY
	Christopher J. May

Vice President & Chief Financial Officer

Each person whose signature appears below hereby constitutes and appoints Christopher J. May and David E. Barnes his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) and supplements to this Registration Statement, and to file the same, with all exhibits thereto, and other document in connection therewith, with the Securities and Exchange Commission, and hereby grants to such attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his or her substitute, may lawfully do or cause to be done by virtue hereof.

Signature	Title	Date
/s/ MICHAEL K. SIMONTE		D 1 15 2017
Michael K. Simonte	Chairman of the Board and President	December 15, 2017
/s/ CHRISTOPHER J. MAY	D: .	D 1 15 2017
Christopher J. May	Director	December 15, 2017
/s/ DAVID E. BARNES	<b>.</b>	D 1 15 0015
David E. Barnes	Director	December 15, 2017

#### **SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-4 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Detroit, State of Michigan, on December 15, 2017.

### AUBURN HILLS MANUFACTURING, INC.

By:	/s/ CHRISTOPHER J. MAY
	Christopher I. May

Vice President & Chief Financial Officer

Each person whose signature appears below hereby constitutes and appoints Christopher J. May and David E. Barnes his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) and supplements to this Registration Statement, and to file the same, with all exhibits thereto, and other document in connection therewith, with the Securities and Exchange Commission, and hereby grants to such attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his or her substitute, may lawfully do or cause to be done by virtue hereof.

Signature	Title	Date
/s/ MICHAEL K. SIMONTE		
Michael K. Simonte	Chairman of the Board	December 15, 2017
/s/ CHRISTOPHER J. MAY		5 4 45 504
Christopher J. May	Director	December 15, 2017
/s/ DAVID E. BARNES		D 1 15 2017
David E. Barnes	Director	December 15, 2017
	11-17	

#### **SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-4 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Detroit, State of Michigan, on December 15, 2017.

ACCUGEAR, INC.
----------------

By:	/s/ CHRISTOPHER J. MAY
	Christopher I. May

Vice President & Chief Financial Officer

Each person whose signature appears below hereby constitutes and appoints Christopher J. May and David E. Barnes his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) and supplements to this Registration Statement, and to file the same, with all exhibits thereto, and other document in connection therewith, with the Securities and Exchange Commission, and hereby grants to such attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his or her substitute, may lawfully do or cause to be done by virtue hereof.

Signature	Title	Date
/s/ MICHAEL K. SIMONTE	Chairman of the Board	December 15, 2017
Michael K. Simonte	Chairman of the Board	December 13, 2017
/s/ CHRISTOPHER J. MAY	D' .	D 1 15 2017
Christopher J. May	Director	December 15, 2017
/s/ DAVID E. BARNES	Director	December 15, 2017
David E. Barnes	II-20	December 15, 2017

#### **SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-4 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Detroit, State of Michigan, on December 15, 2017.

### COLFOR MANUFACTURING, INC.

By:	/s/ CHRISTOPHER J. MAY
	Christopher J. May

Vice President & Chief Financial Officer

Each person whose signature appears below hereby constitutes and appoints Christopher J. May and David E. Barnes his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) and supplements to this Registration Statement, and to file the same, with all exhibits thereto, and other document in connection therewith, with the Securities and Exchange Commission, and hereby grants to such attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his or her substitute, may lawfully do or cause to be done by virtue hereof.

Signature	Title	Date
/s/ MICHAEL K. SIMONTE  Michael K. Simonte	Chairman of the Board	December 15, 2017
/s/ CHRISTOPHER J. MAY Christopher J. May	Director	December 15, 2017
/s/ DAVID E. BARNES	Director	December 15, 2017
David E. Barnes	II-21	December 13, 2017

#### **SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-4 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Detroit, State of Michigan, on December 15, 2017.

#### MSP INDUSTRIES CORPORATION

By:	/s/ CHRISTOPHER J. MAY	
	Christopher J. May	

Vice President & Chief Financial Officer

Each person whose signature appears below hereby constitutes and appoints Christopher J. May and David E. Barnes his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) and supplements to this Registration Statement, and to file the same, with all exhibits thereto, and other document in connection therewith, with the Securities and Exchange Commission, and hereby grants to such attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his or her substitute, may lawfully do or cause to be done by virtue hereof.

Signature	Title	Date
/s/ MICHAEL K. SIMONTE  Michael K. Simonte	Chairman of the Board	December 15, 2017
/s/ CHRISTOPHER J. MAY	Director	December 15, 2017
Christopher J. May /s/ DAVID E. BARNES	D	D 1 15 2017
David E. Barnes	Director	December 15, 2017

#### **SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-4 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Detroit, State of Michigan, on December 15, 2017.

OVEODD	FODCE	TNIC
OXFORD	rukge,	INC.

By:	/s/ CHRISTOPHER J. MAY
	Christopher J. May

Vice President & Chief Financial Officer

Each person whose signature appears below hereby constitutes and appoints Christopher J. May and David E. Barnes his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) and supplements to this Registration Statement, and to file the same, with all exhibits thereto, and other document in connection therewith, with the Securities and Exchange Commission, and hereby grants to such attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his or her substitute, may lawfully do or cause to be done by virtue hereof.

Signature	Title	Date
/s/ MICHAEL K. SIMONTE	Chairman of the Board	December 15, 2017
Michael K. Simonte	Chairman of the Board	Becomee 13, 2017
/s/ CHRISTOPHER J. MAY	D'	D 1 15 2017
Christopher J. May	Director	December 15, 2017
/s/ DAVID E. BARNES	D'	D 1 15 2017
David E. Barnes	Director II-23	December 15, 2017
	11-23	

#### **SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-4 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Detroit, State of Michigan, on December 15, 2017.

#### ROCHESTER MANUFACTURING, LLC

By:	/s/ CHRISTOPHER J. MAY
·	Christopher J. May

Vice President & Chief Financial Officer

Each person whose signature appears below hereby constitutes and appoints Christopher J. May and David E. Barnes his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) and supplements to this Registration Statement, and to file the same, with all exhibits thereto, and other document in connection therewith, with the Securities and Exchange Commission, and hereby grants to such attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his or her substitute, may lawfully do or cause to be done by virtue hereof.

Signature	Title	Date
/s/ MICHAEL K. SIMONTE  Michael K. Simonte	Chairman of the Board	December 15, 2017
/s/ CHRISTOPHER J. MAY Christopher J. May	Director	December 15, 2017
/s/ DAVID E. BARNES	Director	December 15, 2017
David E. Barnes	Director	December 15, 2017

#### **SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-4 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Detroit, State of Michigan, on December 15, 2017.

#### MPG HOLDCO I INC.

By:	/s/ CHRISTOPHER J. MAY
	Christopher J. May

Vice President & Chief Financial Officer

Each person whose signature appears below hereby constitutes and appoints Christopher J. May and David E. Barnes his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) and supplements to this Registration Statement, and to file the same, with all exhibits thereto, and other document in connection therewith, with the Securities and Exchange Commission, and hereby grants to such attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

attorneys-in-fact and agents, or any of them, or their or his or her substitute, may lawfully do or cause to be done by virtue hereof.

Signature	Title	Date
/s/ MICHAEL K. SIMONTE	Chairman of the Board	December 15, 2017
Michael K. Simonte	Chairman of the Board	December 13, 2017
/s/ CHRISTOPHER J. MAY	D' 4	D 1 15 2017
Christopher J. May	Director	December 15, 2017
/s/ DAVID E. BARNES	Director	Dagambar 15, 2017
David E. Barnes	II-25	December 15, 2017

#### **SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-4 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Detroit, State of Michigan, on December 15, 2017.

#### METALDYNE BSM, LLC

By:	/s/ CHRISTOPHER J. MAY
	Christopher J. May

Vice President & Chief Financial Officer

Each person whose signature appears below hereby constitutes and appoints Christopher J. May and David E. Barnes his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) and supplements to this Registration Statement, and to file the same, with all exhibits thereto, and other document in connection therewith, with the Securities and Exchange Commission, and hereby grants to such attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his or her substitute, may lawfully do or cause to be done by virtue hereof.

Signature	Title	Date
/s/ MICHAEL K. SIMONTE  Michael K. Simonte	<b>-</b> Director	December 15, 2017
/s/ CHRISTOPHER J. MAY  Christopher J. May	- Director	December 15, 2017
/s/ DAVID E. BARNES  David E. Barnes	<b>-</b> Director	December 15, 2017
	II-26	

#### **SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-4 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Detroit, State of Michigan, on December 15, 2017.

#### METALDYNE M&A BLUFFTON, LLC

By:	/s/ CHRISTOPHER J. MAY
	Christopher I May

Vice President & Chief Financial Officer

Each person whose signature appears below hereby constitutes and appoints Christopher J. May and David E. Barnes his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) and supplements to this Registration Statement, and to file the same, with all exhibits thereto, and other document in connection therewith, with the Securities and Exchange Commission, and hereby grants to such attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his or her substitute, may lawfully do or cause to be done by virtue hereof.

Signature	Title	Date
/s/ MICHAEL K. SIMONTE  Michael K. Simonte	- Director	December 15, 2017
/s/ CHRISTOPHER J. MAY  Christopher J. May	- Director	December 15, 2017
/s/ DAVID E. BARNES  David E. Barnes	- Director	December 15, 2017
David E. Barnes	II-27	

#### **SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-4 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Detroit, State of Michigan, on December 15, 2017.

#### METALDYNE POWERTRAIN COMPONENTS, INC.

By:	/s/ CHRISTOPHER J. MAY
	Christopher J. May
	Vice President & Chief Financial Officer

Each person whose signature appears below hereby constitutes and appoints Christopher J. May and David E. Barnes his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) and supplements to this Registration Statement, and to file the same, with all exhibits thereto, and other document in connection therewith, with the Securities and Exchange Commission, and hereby grants to such attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his or her substitute, may lawfully do or cause to be done by virtue hereof.

Signature	Title	Date
/s/ MICHAEL K. SIMONTE  Michael K. Simonte	Chairman of the Board	December 15, 2017
/s/ CHRISTOPHER J. MAY Christopher J. May	Director	December 15, 2017
/s/ DAVID E. BARNES	Director	December 15, 2017
David E. Barnes	II-28	December 15, 2017

#### **SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-4 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Detroit, State of Michigan, on December 15, 2017.

# METALDYNE SINTERED RIDGWAY INC.

By:	/s/ CHRISTOPHER J. MAY
	Christopher J. May

Vice President & Chief Financial Officer

Each person whose signature appears below hereby constitutes and appoints Christopher J. May and David E. Barnes his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) and supplements to this Registration Statement, and to file the same, with all exhibits thereto, and other document in connection therewith, with the Securities and Exchange Commission, and hereby grants to such attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his or her substitute, may lawfully do or cause to be done by virtue hereof.

Signature	Title	Date
/s/ MICHAEL K. SIMONTE  Michael K. Simonte	- Director	December 15, 2017
/s/ CHRISTOPHER J. MAY	- Director	December 15, 2017
Christopher J. May /s/ DAVID E. BARNES	- Director	December 15, 2017
David E. Barnes	П-29	

#### **SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-4 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Detroit, State of Michigan, on December 15, 2017.

# METALDYNE SINTERFORGED PRODUCTS, LLC

By:	/s/ CHRISTOPHER J. MAY
	Christopher J. May

Vice President & Chief Financial Officer

Each person whose signature appears below hereby constitutes and appoints Christopher J. May and David E. Barnes his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) and supplements to this Registration Statement, and to file the same, with all exhibits thereto, and other document in connection therewith, with the Securities and Exchange Commission, and hereby grants to such attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his or her substitute, may lawfully do or cause to be done by virtue hereof.

Signature	Title	Date
/s/ MICHAEL K. SIMONTE  Michael K. Simonte	Director	December 15, 2017
/s/ CHRISTOPHER J. MAY Christopher J. May	Director	December 15, 2017
/s/ DAVID E. BARNES  David E. Barnes	Director	December 15, 2017

#### **SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-4 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Detroit, State of Michigan, on December 15, 2017.

# PUNCHCRAFT MACHINING AND TOOLING, LLC

By:	/s/ CHRISTOPHER J. MAY
	Christopher J. May

Vice President & Chief Financial Officer

Each person whose signature appears below hereby constitutes and appoints Christopher J. May and David E. Barnes his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) and supplements to this Registration Statement, and to file the same, with all exhibits thereto, and other document in connection therewith, with the Securities and Exchange Commission, and hereby grants to such attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his or her substitute, may lawfully do or cause to be done by virtue hereof.

Signature	Title	Date
/s/ MICHAEL K. SIMONTE  Michael K. Simonte	- Director	December 15, 2017
/s/ CHRISTOPHER J. MAY  Christopher J. May	- Director	December 15, 2017
/s/ DAVID E. BARNES  David E. Barnes	Director	December 15, 2017

#### **SIGNATURES**

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# HHI FORMTECH, LLC

By:	/s/ CHRISTOPHER J. MAY
	Christopher J. May

Vice President & Chief Financial Officer

Each person whose signature appears below hereby constitutes and appoints Christopher J. May and David E. Barnes his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) and supplements to this Registration Statement, and to file the same, with all exhibits thereto, and other document in connection therewith, with the Securities and Exchange Commission, and hereby grants to such attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his or her substitute, may lawfully do or cause to be done by virtue hereof.

Signature	Title	Date
/s/ MICHAEL K. SIMONTE  Michael K. Simonte	Chairman of the Board	December 15, 2017
/s/ CHRISTOPHER J. MAY  Christopher J. May	Director	December 15, 2017
/s/ DAVID E. BARNES	Director	December 15, 2017
David E. Barnes	II-32	December 15, 2017

# Table of Contents

#### **SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-4 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Detroit, State of Michigan, on December 15, 2017.

# JERNBERG INDUSTRIES, LLC

By:	/s/ CHRISTOPHER J. MAY
	Christopher J. May

Vice President & Chief Financial Officer

Each person whose signature appears below hereby constitutes and appoints Christopher J. May and David E. Barnes his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) and supplements to this Registration Statement, and to file the same, with all exhibits thereto, and other document in connection therewith, with the Securities and Exchange Commission, and hereby grants to such attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his or her substitute, may lawfully do or cause to be done by virtue hereof.

Signature	Title	Date
/s/ MICHAEL K. SIMONTE	Chairman of the Board	December 15, 2017
Michael K. Simonte	Chamman of the Board	December 13, 2017
/s/ CHRISTOPHER J. MAY	Director	December 15, 2017
Christopher J. May	Director	December 15, 2017
/s/ DAVID E. BARNES	Director	Dagambar 15, 2017
David E. Barnes	II-33	December 15, 2017

#### **SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-4 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Detroit, State of Michigan, on December 15, 2017.

# IMPACT FORGE GROUP, LLC

By:	/s/ CHRISTOPHER J. MAY
	Christopher J. May

Vice President & Chief Financial Officer

Each person whose signature appears below hereby constitutes and appoints Christopher J. May and David E. Barnes his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) and supplements to this Registration Statement, and to file the same, with all exhibits thereto, and other document in connection therewith, with the Securities and Exchange Commission, and hereby grants to such attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his or her substitute, may lawfully do or cause to be done by virtue hereof.

Signature	Title	Date
/s/ MICHAEL K. SIMONTE	Chairman of the Board	December 15, 2017
Michael K. Simonte	Chairman of the Board	December 13, 2017
/s/ CHRISTOPHER J. MAY	D:	D 1 15 2017
Christopher J. May	Director	December 15, 2017
/s/ DAVID E. BARNES	Director	Dagambar 15, 2017
David E. Barnes	II-34	December 15, 2017

#### **SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-4 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Detroit, State of Michigan, on December 15, 2017.

# ASP HHI HOLDINGS, INC.

By:	/s/ CHRISTOPHER J. MAY
	Christopher J. May

Vice President & Chief Financial Officer

Each person whose signature appears below hereby constitutes and appoints Christopher J. May and David E. Barnes his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) and supplements to this Registration Statement, and to file the same, with all exhibits thereto, and other document in connection therewith, with the Securities and Exchange Commission, and hereby grants to such attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his or her substitute, may lawfully do or cause to be done by virtue hereof.

Signature	Title	Date
/s/ MICHAEL K. SIMONTE		
Michael K. Simonte	Chairman of the Board	December 15, 2017
/s/ CHRISTOPHER J. MAY		5 1 15 2015
Christopher J. May	Director	December 15, 2017
/s/ DAVID E. BARNES		D 1 15 2017
David E. Barnes	Director II-35	December 15, 2017
	11-33	

#### **SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-4 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Detroit, State of Michigan, on December 15, 2017.

# ASP HHI INTERMEDIATE HOLDINGS, INC.

By:	/s/ CHRISTOPHER J. MAY
	Christopher J. May

Vice President & Chief Financial Officer

Each person whose signature appears below hereby constitutes and appoints Christopher J. May and David E. Barnes his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) and supplements to this Registration Statement, and to file the same, with all exhibits thereto, and other document in connection therewith, with the Securities and Exchange Commission, and hereby grants to such attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his or her substitute, may lawfully do or cause to be done by virtue hereof.

Signature	Title	Date
/s/ MICHAEL K. SIMONTE		
Michael K. Simonte	Chairman of the Board	December 15, 2017
/s/ CHRISTOPHER J. MAY		D 1 15 2015
Christopher J. May	Director	December 15, 2017
/s/ DAVID E. BARNES		D 1 15 2017
David E. Barnes	Director	December 15, 2017
	11-30	

#### **SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-4 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Detroit, State of Michigan, on December 15, 2017.

# ASP HHI INTERMEDIATE HOLDINGS II, INC.

By:	/s/ CHRISTOPHER J. MAY
	Christopher J. May

Vice President & Chief Financial Officer

Each person whose signature appears below hereby constitutes and appoints Christopher J. May and David E. Barnes his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) and supplements to this Registration Statement, and to file the same, with all exhibits thereto, and other document in connection therewith, with the Securities and Exchange Commission, and hereby grants to such attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his or her substitute, may lawfully do or cause to be done by virtue hereof.

Signature	Title	Date
/s/ MICHAEL K. SIMONTE	Chairman of the Board	December 15, 2017
Michael K. Simonte	Chairman of the Board	December 13, 2017
/s/ CHRISTOPHER J. MAY	D:	D 1 15 2017
Christopher J. May	Director	December 15, 2017
/s/ DAVID E. BARNES	Director	December 15, 2017
David E. Barnes	II-37	December 15, 2017
	11-37	

#### **SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-4 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Detroit, State of Michigan, on December 15, 2017.

# ASP HHI ACQUISITION CO., INC.

By:	/s/ CHRISTOPHER J. MAY
	Christopher J. May

Vice President & Chief Financial Officer

Each person whose signature appears below hereby constitutes and appoints Christopher J. May and David E. Barnes his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) and supplements to this Registration Statement, and to file the same, with all exhibits thereto, and other document in connection therewith, with the Securities and Exchange Commission, and hereby grants to such attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his or her substitute, may lawfully do or cause to be done by virtue hereof.

Signature	Title	Date
/s/ MICHAEL K. SIMONTE	Chairman of the Board	December 15, 2017
Michael K. Simonte	Chairman of the Board	December 13, 2017
/s/ CHRISTOPHER J. MAY	D'	D 1 15 2017
Christopher J. May	Director	December 15, 2017
/s/ DAVID E. BARNES	Director	Danishan 15, 2017
David E. Barnes	II-38	December 15, 2017
David E. Barnes		

#### **SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-4 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Detroit, State of Michigan, on December 15, 2017.

# FORGING HOLDINGS, LLC

By:	/s/ CHRISTOPHER J. MAY
	Christopher J. May

Vice President & Chief Financial Officer

Each person whose signature appears below hereby constitutes and appoints Christopher J. May and David E. Barnes his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) and supplements to this Registration Statement, and to file the same, with all exhibits thereto, and other document in connection therewith, with the Securities and Exchange Commission, and hereby grants to such attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his or her substitute, may lawfully do or cause to be done by virtue hereof.

Signature	Title	Date
/s/ MICHAEL K. SIMONTE  Michael K. Simonte	Chairman of the Board	December 15, 2017
/s/ CHRISTOPHER J. MAY  Christopher J. May	Director	December 15, 2017
/s/ DAVID E. BARNES	Director	December 15, 2017
David E. Barnes	II-39	December 15, 2017

#### **SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-4 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Detroit, State of Michigan, on December 15, 2017.

HEPHAESTUS HOLD	INGS, LLC
By:	/s/ CHRISTOPHER J. MAY

Christopher J. May

Vice President & Chief Financial Officer

Each person whose signature appears below hereby constitutes and appoints Christopher J. May and David E. Barnes his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) and supplements to this Registration Statement, and to file the same, with all exhibits thereto, and other document in connection therewith, with the Securities and Exchange Commission, and hereby grants to such attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his or her substitute, may lawfully do or cause to be done by virtue hereof.

Signature	Title	Date
/s/ MICHAEL K. SIMONTE  Michael K. Simonte	Chairman of the Board	December 15, 2017
/s/ CHRISTOPHER J. MAY Christopher J. May	Director	December 15, 2017
/s/ DAVID E. BARNES  David E. Barnes	Director	December 15, 2017

#### **SIGNATURES**

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HHI FORMTECH H	OLDINGS, LLC
By:	/s/ CHRISTOPHER J. MAY

Christopher J. May

Vice President & Chief Financial Officer

Each person whose signature appears below hereby constitutes and appoints Christopher J. May and David E. Barnes his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) and supplements to this Registration Statement, and to file the same, with all exhibits thereto, and other document in connection therewith, with the Securities and Exchange Commission, and hereby grants to such attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his or her substitute, may lawfully do or cause to be done by virtue hereof.

Signature	Title	Date
/s/ MICHAEL K. SIMONTE  Michael K. Simonte	Chairman of the Board	December 15, 2017
/s/ CHRISTOPHER J. MAY  Christopher J. May	Director	December 15, 2017
/s/ DAVID E. BARNES  David E. Barnes	Director	December 15, 2017

# **Table of Contents**

#### **SIGNATURES**

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GEARING HOLDINGS, LLC		
By:	/s/ CHRISTOPHER J. MAY	

Christopher J. May

Vice President & Chief Financial Officer

Each person whose signature appears below hereby constitutes and appoints Christopher J. May and David E. Barnes his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) and supplements to this Registration Statement, and to file the same, with all exhibits thereto, and other document in connection therewith, with the Securities and Exchange Commission, and hereby grants to such attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his or her substitute, may lawfully do or cause to be done by virtue hereof.

Signature	Title	Date
/s/ MICHAEL K. SIMONTE  Michael K. Simonte	Chairman of the Board	December 15, 2017
/s/ CHRISTOPHER J. MAY  Christopher J. May	Director	December 15, 2017
/s/ DAVID E. BARNES  David E. Barnes	Director	December 15, 2017

# **Table of Contents**

#### **SIGNATURES**

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HHI FO	ORGING, LLC	/s/ CHRISTOPHER J. MAY	

Christopher J. May Vice President & Chief Financial Officer

Each person whose signature appears below hereby constitutes and appoints Christopher J. May and David E. Barnes his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) and supplements to this Registration Statement, and to file the same, with all exhibits thereto, and other document in connection therewith, with the Securities and Exchange Commission, and hereby grants to such attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his or her substitute, may lawfully do or cause to be done by virtue hereof.

Signature	Title	Date
/s/ MICHAEL K. SIMONTE  Michael K. Simonte	Chairman of the Board	December 15, 2017
/s/ CHRISTOPHER J. MAY  Christopher J. May	Director	December 15, 2017
/s/ DAVID E. BARNES  David E. Barnes	Director II-43	December 15, 2017

#### **SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-4 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Detroit, State of Michigan, on December 15, 2017.

CLOYES	GEAR HOLDINGS, LLC
By:	/s/ CHRISTOPHER J. MAY

Christopher J. May

Vice President & Chief Financial Officer

Each person whose signature appears below hereby constitutes and appoints Christopher J. May and David E. Barnes his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) and supplements to this Registration Statement, and to file the same, with all exhibits thereto, and other document in connection therewith, with the Securities and Exchange Commission, and hereby grants to such attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his or her substitute, may lawfully do or cause to be done by virtue hereof.

Signature	Title	Date
/s/ MICHAEL K. SIMONTE  Michael K. Simonte	Chairman of the Board	December 15, 2017
/s/ CHRISTOPHER J. MAY Christopher J. May	Director	December 15, 2017
/s/ DAVID E. BARNES  David E. Barnes	Director II-44	December 15, 2017

#### **SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-4 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Detroit, State of Michigan, on December 15, 2017.

JEKNI	SERG HOLDINGS, LLC
By:	/s/ CHRISTOPHER J. MAY

Christopher J. May Vice President & Chief Financial Officer

Each person whose signature appears below hereby constitutes and appoints Christopher J. May and David E. Barnes his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) and supplements to this Registration Statement, and to file the same, with all exhibits thereto, and other document in connection therewith, with the Securities and Exchange Commission, and hereby grants to such attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

attorneys-in-fact and agents, or any of them, or their or his or her substitute, may lawfully do or cause to be done by virtue hereof.

Signature	Title	Date
/s/ MICHAEL K. SIMONTE  Michael K. Simonte	Chairman of the Board	December 15, 2017
/s/ CHRISTOPHER J. MAY Christopher J. May	Director	December 15, 2017
/s/ DAVID E. BARNES  David E. Barnes	Director	December 15, 2017

# **Table of Contents**

#### **SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-4 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Detroit, State of Michigan, on December 15, 2017.

<b>IMPACT FORGE HOI</b>	LDINGS, LLC
By:	/s/ CHRISTOPHER J. MAY

Christopher J. May

Vice President & Chief Financial Officer

Each person whose signature appears below hereby constitutes and appoints Christopher J. May and David E. Barnes his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) and supplements to this Registration Statement, and to file the same, with all exhibits thereto, and other document in connection therewith, with the Securities and Exchange Commission, and hereby grants to such attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his or her substitute, may lawfully do or cause to be done by virtue hereof.

Signature	Title	Date
/s/ MICHAEL K. SIMONTE  Michael K. Simonte	Chairman of the Board	December 15, 2017
/s/ CHRISTOPHER J. MAY Christopher J. May	Director	December 15, 2017
/s/ DAVID E. BARNES  David E. Barnes	Director II-46	December 15, 2017

# **Table of Contents**

#### **SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-4 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Detroit, State of Michigan, on December 15, 2017.

ASP MI	D HOLDINGS, INC.
Bv:	/s/ CHRISTOPHER J. MAY
Dy.	75) CHIRD I CHIER V. IVIII I
-	
	Christopher J. May

Vice President & Chief Financial Officer

Each person whose signature appears below hereby constitutes and appoints Christopher J. May and David E. Barnes his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) and supplements to this Registration Statement, and to file the same, with all exhibits thereto, and other document in connection therewith, with the Securities and Exchange Commission, and hereby grants to such attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his or her substitute, may lawfully do or cause to be done by virtue hereof.

Signature	Title	Date
/s/ MICHAEL K. SIMONTE  Michael K. Simonte	Chairman of the Board	December 15, 2017
/s/ CHRISTOPHER J. MAY Christopher J. May	Director	December 15, 2017
/s/ DAVID E. BARNES  David E. Barnes	- Director	December 15, 2017
	II-47	

# **Table of Contents**

#### **SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-4 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Detroit, State of Michigan, on December 15, 2017.

<b>ASP</b>	MD INTERMEDIATE HOLDINGS, INC.
By:	/s/ CHRISTOPHER J. MAY

Christopher J. May

Vice President & Chief Financial Officer

Each person whose signature appears below hereby constitutes and appoints Christopher J. May and David E. Barnes his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) and supplements to this Registration Statement, and to file the same, with all exhibits thereto, and other document in connection therewith, with the Securities and Exchange Commission, and hereby grants to such attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his or her substitute, may lawfully do or cause to be done by virtue hereof.

Signature	Title	Date
/s/ MICHAEL K. SIMONTE  Michael K. Simonte	Chairman of the Board	December 15, 2017
/s/ CHRISTOPHER J. MAY	- Director	December 15, 2017
Christopher J. May	Director	December 13, 2017
/s/ DAVID E. BARNES	- Director	December 15, 2017
David E. Barnes	II-48	December 13, 2017

#### **SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-4 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Detroit, State of Michigan, on December 15, 2017.

ASP 1	MD INTERMEDIATE HOLDINGS II, INC.
By:	/s/ CHRISTOPHER J. MAY

Christopher J. May

Vice President & Chief Financial Officer

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Signature	Title	Date
/s/ MICHAEL K. SIMONTE  Michael K. Simonte	Chairman of the Board	December 15, 2017
/s/ CHRISTOPHER J. MAY Christopher J. May	Director	December 15, 2017
/s/ DAVID E. BARNES  David E. Barnes	Director II-49	December 15, 2017

#### **SIGNATURES**

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<b>GEAR DESIGN</b>	AND MANUFACTURING, LLC
By:	/s/ CHRISTOPHER J. MAY

Christopher J. May

Vice President & Chief Financial Officer

Each person whose signature appears below hereby constitutes and appoints Christopher J. May and David E. Barnes his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) and supplements to this Registration Statement, and to file the same, with all exhibits thereto, and other document in connection therewith, with the Securities and Exchange Commission, and hereby grants to such attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his or her substitute, may lawfully do or cause to be done by virtue hereof.

Signature	Title	Date
/s/ MICHAEL K. SIMONTE  Michael K. Simonte	Chairman of the Board	December 15, 2017
/s/ CHRISTOPHER J. MAY Christopher J. May	Director	December 15, 2017
/s/ DAVID E. BARNES  David E. Barnes	Director	December 15, 2017

#### **SIGNATURES**

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MD IN	VESTORS CORPORATION
Bv:	/s/ CHRISTOPHER J. MAY
Dj.	757 CHRISTOTHER 9. IVII I
-	
	Christopher J. May

Vice President & Chief Financial Officer

Each person whose signature appears below hereby constitutes and appoints Christopher J. May and David E. Barnes his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) and supplements to this Registration Statement, and to file the same, with all exhibits thereto, and other document in connection therewith, with the Securities and Exchange Commission, and hereby grants to such attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his or her substitute, may lawfully do or cause to be done by virtue hereof.

Signature	Title	Date
/s/ MICHAEL K. SIMONTE  Michael K. Simonte	Chairman of the Board	December 15, 2017
/s/ CHRISTOPHER J. MAY Christopher J. May	Director	December 15, 2017
/s/ DAVID E. BARNES  David E. Barnes	Director	December 15, 2017

# Table of Contents

#### **SIGNATURES**

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META	LDYNE, LLC		
By:		/s/ CHRISTOPHER J. MAY	

Christopher J. May

Vice President & Chief Financial Officer

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Signature	Title	Date
/s/ MICHAEL K. SIMONTE  Michael K. Simonte	Chairman of the Board	December 15, 2017
/s/ CHRISTOPHER J. MAY Christopher J. May	Director	December 15, 2017
/s/ DAVID E. BARNES  David E. Barnes	Director	December 15, 2017

# **Table of Contents**

#### **SIGNATURES**

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<b>GREDE WISCONSIN</b>	SUBSIDIARIES LLC
By:	/s/ CHRISTOPHER J. MAY

Christopher J. May

Vice President & Chief Financial Officer

Each person whose signature appears below hereby constitutes and appoints Christopher J. May and David E. Barnes his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) and supplements to this Registration Statement, and to file the same, with all exhibits thereto, and other document in connection therewith, with the Securities and Exchange Commission, and hereby grants to such attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his or her substitute, may lawfully do or cause to be done by virtue hereof.

Signature	Title	Date
/s/ MICHAEL K. SIMONTE  Michael K. Simonte	- Director	December 15, 2017
/s/ CHRISTOPHER J. MAY Christopher J. May	- Director	December 15, 2017
/s/ DAVID E. BARNES  David E. Barnes	Director	December 15, 2017

#### **SIGNATURES**

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CLOYES	GEAR AND PRODUCTS, INC.
By:	/s/ CHRISTOPHER J. MAY

Christopher J. May

Vice President & Chief Financial Officer

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Signature	Title	Date
/s/ MICHAEL K. SIMONTE  Michael K. Simonte	- Chairman of the Board	December 15, 2017
/s/ CHRISTOPHER J. MAY	- Director	December 15, 2017
Christopher J. May	Director	Becomeer 15, 2017
/s/ DAVID E. BARNES	- Director	December 15, 2017
David E. Barnes	II-54	December 13, 2017

#### **SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-4 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Detroit, State of Michigan, on December 15, 2017.

GREDE HOLDINGS LLC			
By:	/s/ CHRISTOPHER J. MAY		

Christopher J. May

Vice President & Chief Financial Officer

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Signature	Title	Date
/s/ MICHAEL K. SIMONTE  Michael K. Simonte	- Director	December 15, 2017
/s/ CHRISTOPHER J. MAY Christopher J. May	- Director	December 15, 2017
/s/ DAVID E. BARNES  David E. Barnes	Director	December 15, 2017

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#### **SIGNATURES**

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GREDE LLC	
Ву:	/s/ CHRISTOPHER J. MAY

Christopher J. May

Vice President & Chief Financial Officer

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Signature	Title	Date
/s/ MICHAEL K. SIMONTE  Michael K. Simonte	Director	December 15, 2017
/s/ CHRISTOPHER J. MAY Christopher J. May	Director	December 15, 2017
/s/ DAVID E. BARNES  David E. Barnes	Director	December 15, 2017

#### **SIGNATURES**

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ASP GREDE INTERN	MEDIATE HOLDINGS LLC
By:	/s/ CHRISTOPHER J. MAY

Christopher J. May

Vice President & Chief Financial Officer

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Signature	Title	Date
/s/ MICHAEL K. SIMONTE  Michael K. Simonte	Director	December 15, 2017
/s/ CHRISTOPHER J. MAY Christopher J. May	Director	December 15, 2017
/s/ DAVID E. BARNES  David E. Barnes	Director	December 15, 2017

# **Table of Contents**

#### **SIGNATURES**

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GSC R	III GREDE LLC
By:	/s/ CHRISTOPHER J. MAY
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Christopher J. May Vice President & Chief Financial Officer

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necessary to be done, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

attorneys-in-fact and agents, or any of them, or their or his or her substitute, may lawfully do or cause to be done by virtue hereof.

Signature	Title	Date
/s/ MICHAEL K. SIMONTE  Michael K. Simonte	· Director	December 15, 2017
/s/ CHRISTOPHER J. MAY Christopher J. May	Director	December 15, 2017
/s/ DAVID E. BARNES  David E. Barnes	Director	December 15, 2017

#### **SIGNATURES**

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# SHOP IV SUBSIDIARY INVESTMENT (GREDE), LLC By: /s/ CHRISTOPHER J. MAY

Christopher J. May

Vice President & Chief Financial Officer

Each person whose signature appears below hereby constitutes and appoints Christopher J. May and David E. Barnes his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) and supplements to this Registration Statement, and to file the same, with all exhibits thereto, and other document in connection therewith, with the Securities and Exchange Commission, and hereby grants to such attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his or her substitute, may lawfully do or cause to be done by virtue hereof.

Signature	Title	Date
/s/ MICHAEL K. SIMONTE  Michael K. Simonte	Director	December 15, 2017
/s/ CHRISTOPHER J. MAY Christopher J. May	Director	December 15, 2017
/s/ DAVID E. BARNES  David E. Barnes	Director	December 15, 2017

#### **SIGNATURES**

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ннін	OLDINGS, LLC
By:	/s/ CHRISTOPHER J. MAY
Dy.	75/ CHRISTOTHER J. WITT
	the state of the s

Christopher J. May

Vice President & Chief Financial Officer

Each person whose signature appears below hereby constitutes and appoints Christopher J. May and David E. Barnes his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) and supplements to this Registration Statement, and to file the same, with all exhibits thereto, and other document in connection therewith, with the Securities and Exchange Commission, and hereby grants to such attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his or her substitute, may lawfully do or cause to be done by virtue hereof.

Signature	Title	Date
/s/ MICHAEL K. SIMONTE  Michael K. Simonte	Chairman of the Board	December 15, 2017
/s/ CHRISTOPHER J. MAY Christopher J. May	Director	December 15, 2017
/s/ DAVID E. BARNES  David E. Barnes	Director	December 15, 2017

# Table of Contents

#### **SIGNATURES**

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GREDE II LLC	
By:	/s/ CHRISTOPHER J. MAY

Christopher J. May

Vice President & Chief Financial Officer

Each person whose signature appears below hereby constitutes and appoints Christopher J. May and David E. Barnes his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) and supplements to this Registration Statement, and to file the same, with all exhibits thereto, and other document in connection therewith, with the Securities and Exchange Commission, and hereby grants to such attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his or her substitute, may lawfully do or cause to be done by virtue hereof.

Signature	Title	Date
/s/ MICHAEL K. SIMONTE  Michael K. Simonte	- Director	December 15, 2017
/s/ CHRISTOPHER J. MAY  Christopher J. May	- Director	December 15, 2017
/s/ DAVID E. BARNES  David E. Barnes	- Director	December 15, 2017

# **Table of Contents**

#### **SIGNATURES**

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ASP GREDE	ACQUISITIONCO LLC
By:	/s/ CHRISTOPHER J. MAY

Christopher J. May

Vice President & Chief Financial Officer

Each person whose signature appears below hereby constitutes and appoints Christopher J. May and David E. Barnes his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) and supplements to this Registration Statement, and to file the same, with all exhibits thereto, and other document in connection therewith, with the Securities and Exchange Commission, and hereby grants to such attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his or her substitute, may lawfully do or cause to be done by virtue hereof.

Signature	Title	Date
/s/ MICHAEL K. SIMONTE  Michael K. Simonte	Director	December 15, 2017
/s/ CHRISTOPHER J. MAY Christopher J. May	Director	December 15, 2017
/s/ DAVID E. BARNES  David E. Barnes	Director	December 15, 2017

# **Table of Contents**

#### **SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-4 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Detroit, State of Michigan, on December 15, 2017.

THE M	MESH COMPANY, LLC
By:	/s/ CHRISTOPHER J. MAY

Christopher J. May

Vice President & Chief Financial Officer

Each person whose signature appears below hereby constitutes and appoints Christopher J. May and David E. Barnes his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) and supplements to this Registration Statement, and to file the same, with all exhibits thereto, and other document in connection therewith, with the Securities and Exchange Commission, and hereby grants to such attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his or her substitute, may lawfully do or cause to be done by virtue hereof.

Signature	Title	Date
/s/ MICHAEL K. SIMONTE  Michael K. Simonte	Chairman of the Board	December 15, 2017
/s/ CHRISTOPHER J. MAY Christopher J. May	Director	December 15, 2017
/s/ DAVID E. BARNES  David E. Barnes	Director	December 15, 2017