

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re	:	Chapter 11
	:	
FLUID ROUTING SOLUTIONS INTERMEDIATE HOLDING CORP., a Delaware corporation, <u>et al.</u> , ¹	:	Case No. 09-10384 (CSS)
	:	
Debtors.	:	(Jointly Administered)
	:	
	:	Ref Docket Nos. 14 and 85

**CERTIFICATION OF COUNSEL REGARDING ORDER (I) APPROVING
ASSET PURCHASE AGREEMENT AND AUTHORIZING THE SALE OF THE
DEBTORS' ASSETS RELATING TO THE FUEL SYSTEMS BUSINESS OUTSIDE
THE ORDINARY COURSE OF BUSINESS, (II) AUTHORIZING THE SALE OF
ASSETS FREE AND CLEAR OF ALL LIENS, CLAIMS, ENCUMBRANCES AND
INTERESTS, (III) AUTHORIZING THE ASSUMPTION AND SALE AND
ASSIGNMENT OF CERTAIN EXECUTORY CONTRACTS AND UNEXPIRED
LEASES AND (IV) GRANTING RELATED RELIEF**

On February 6, 2009, the above-captioned debtors and debtors in possession (collectively, the "Debtors") filed *Debtors' Motion for Orders: (A)(I) Approving Bid Procedures Relating to Sale of the Debtors' Assets Relating to the Fluid Routing Solutions Business; (II) Scheduling a Hearing to Consider the Sale; (III) Approving the Form and Manner of Notice of Sale by Auction; (IV) Establishing Procedures for Noticing and Determining Cure Amounts; and (V) Granting Related Relief and (B)(I) Approving Asset Purchase Agreement and Authorizing the Sale of Certain Assets of Debtors Outside the Ordinary Course of Business; (II) Authorizing the Sale of Assets Free and Clear of All Liens, Claims, encumbrances and Interests; (III) Authorizing the Assumption and Sale and Assignment of Certain Executory Contracts and*

¹ The Debtors in these cases, along with the last four digits of each Debtor's federal tax identification number, are: Fluid Routing Solutions Intermediate Holding Corp. (1438), Fluid Routing Solutions, Inc. (1567), Fluid Routing Solutions Automotive, LLC (6301) (f/k/a Mark IV Automotive, LLC) and Detroit Fuel, Inc. (1438). The address for each of the Debtors is 1935 Enterprise Drive, Rochester Hills, Michigan 48309.

Unexpired Leases; and (IV) Granting Related Relief [Docket No. 14] (the “Motion”)². By order dated February 19, 2009, the Bankruptcy Court approved the Bid Procedures [Docket No. 85] (the “Bid Procedures Order”).

On March 24, 2009, the Court held a hearing (the “Sale Hearing”) to consider the approval of the Sale. At the Sale Hearing, after considering the arguments of the parties, the Court indicated it would approve the Sale to FRS Holding Corp. (the “Purchaser”).

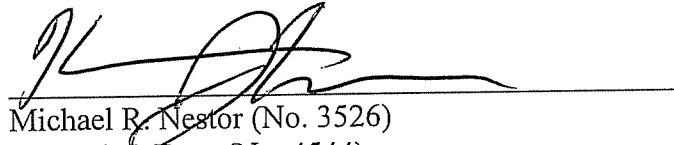
Accordingly, the Debtors respectfully request that the Court enter the proposed Sale Order attached hereto as Exhibit A (the “Proposed Sale Order”), without further notice or hearing at the Court’s earliest convenience. The Proposed Sale Order has been circulated to all parties-in-interest. The Office of the United States Trustee, counsel to the Committee, and counsel to the Purchaser do not object to entry of the Proposed Sale Order. Toyota Engineering & Manufacturing North America, Inc., on behalf of itself and any of its manufacturing affiliates and subsidiaries (“TEMA”), Chrysler LLC, on behalf of itself and Chrysler Motors LLC, and Chrysler Canada LLC (collectively “Chrysler”), Ford Motor Company (“Ford”), and General Motors Corporation (“GM”; collectively, with TEMA, Chrysler and Ford, the “Customers”) provided comments to the Proposed Sale Order that attempted to bind the Purchaser to terms that were wholly inconsistent with, and went far beyond, the requirements of the Agreement. Moreover, the Purchaser has now determined to exclude all of the Customers' contracts from the list of Assumed Obligations, which thus renders the Customers' comments moot. As such, the Customers’ comments were not accepted in the Proposed Sale Order.

² All terms not otherwise defined herein shall be given the meanings ascribed to them in the Motion.

For the Court's convenience, a blackline comparing the Proposed Sale Order to the Sale Order originally filed with the Motion is attached hereto as Exhibit B.

Dated: March 26, 2009
Wilmington, Delaware

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