

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF OHIO  
WESTERN DIVISION

In re:  
MILACRON INC.,  
a Delaware corporation, et al. <sup>1</sup>  
Debtors.

Chapter 11  
Case Nos. 09-11235, 09-11236, 09-11237,  
09-11238, 09-11239, 09-11241, and 09-11244  
Jointly Administered (09-11235)  
Honorable J. Vincent Aug, Jr.

NOTICE PROCEDURES RELATING TO CERTAIN TRANSFERS OF EQUITY  
INTERESTS IN AND OF THE DEBTORS AND CLAIMS FOR WORTHLESS STOCK  
DEDUCTIONS

PLEASE TAKE NOTICE THAT on March 10, 2009 (the "Petition Date"), Milacron Inc., together with certain of its subsidiaries and affiliates (collectively, the "Debtors"), commenced cases under Chapter 11 of the United States Bankruptcy Code.

PLEASE TAKE FURTHER NOTICE THAT on March 12, 2009 the United States Bankruptcy Court for the Southern District of Ohio, Western Division (the "Bankruptcy Court") entered an order (the "Order") approving the procedures set forth herein (the "Notice Procedures") to preserve the Debtors' net operating losses ("NOLs") and certain other tax attributes, including "built-in" losses. Any sale or other transfer of equity securities in violation of the procedures set forth below shall be null and void ab initio and shall confer no rights on the transferee, and any claim for a worthless stock deduction for equity securities of Debtors in violation of the procedures set forth below is hereby enjoined and shall be null and void ab initio.

<sup>1</sup>The Debtors in these Chapter 11 cases, along with the last four digits of each debtor's federal tax identification number, are: Milacron Inc. (2125); Cimcool Industrial Products, Inc. (1002); Milacron Marketing Company (0580); Milacron Plastics Technology Group (1007); D-M-E Company Inc. (3086); Milacron Canada Limited (7230); and Milacron Capital Holdings B. V. (7203). The corporate headquarters address of these Debtors is: 4165 Half Acre Road, Batavia, Ohio 45103. As a result of an organizational restructuring during the fourth quarter of 2008, the following entities have been merged or consolidated as follows: Nickerson Machinery Chicago Inc. (IL), Northern Supply Company, Inc. (MN), Pliers International, Inc. (DE), D-M-E Manufacturing Inc. (DE), D-M-E U.S.A. Inc. (MI) have each consolidated into D-M-E Company, Inc.; Oak International, Inc. and Milacron Industrial Products, Inc. (MI) were each consolidated into Cimcool Industrial Products, Inc.; Uniloy Milacron U.S.A. Inc. (MI) merged into Milacron Plastics Technology Group Inc.; Milacron International Marketing Company (DE) and Uniloy Milacron Inc. each merged into Milacron Marketing Company (OH); and D-M-E of Canada Ltd., 450500 Ontario Limited (Canada), Ontario Heater & Supply Company 528650, Rite-Tek 2913607, and Progress Precision were each amalgamated with Milacron Canada Ltd. as the surviving entity.



1. Notice Procedures for Transfers of Debtors' Equity Securities

(a) Notice of Substantial Equityholder Status. Any person or entity (as such latter term is defined in Section 382 of the Internal Revenue Code, including persons acting pursuant to a formal or informal understanding among themselves to make a coordinated acquisition, an "Entity") who currently or in the future Beneficially Owns (as defined in Paragraph I(a)(i) below) (i) at least 250,803 shares of Milacron Inc. ("Milacron") common stock ("Common Stock") (representing approximately 4.5% of all issued and outstanding shares of the Common Stock), (ii) any shares of Milacron 6% Convertible Preferred Stock ("Convertible Preferred Stock"), or (iii) any shares of Milacron 4% Cumulative Preferred Stock ("Cumulative Preferred Stock") (each a "Substantial Equityholder") shall file with the Court and serve upon the Debtors' counsel a notice of such status ("Substantial Equityholder Notice") in the form attached hereto as Exhibit 1A on or before the date that is the later of: (A) the date that is forty (40) days after the entry of the Order or (B) the date that is ten (10) days after such person or entity becomes a Substantial Equityholder. At the holder's selection, the Substantial Equityholder Notice to be filed with the Bankruptcy Court may be redacted to exclude such holder's taxpayer identification number and the number of shares or Options that such holder beneficially owns.

(i) Beneficial Ownership. For purposes of the Order, "Beneficial Ownership" of an "equity interest" (as such term is defined in Section 101 of the Bankruptcy Code) includes:

(A) direct and indirect ownership by a holder (e.g., a holding company or acquired by its subsidiaries);

(B) ownership by such holder's family members and persons acting in concert with such holder to make a coordinated acquisition of an equity interest; and

(C) ownership of an equity interest that such holder has a right to acquire through the ownership of an option, a contingent purchase right, a warrant, convertible debt to equity, a put, an equity interest subject to risk of forfeiture, or a contract to acquire an equity interest, regardless of whether such interest or right to acquire is contingent or otherwise not currently exercisable (each such right or interest to acquire, an "Option").

(b) Acquisition of Equity Securities. At least fifteen (15) calendar days prior to effecting any acquisition of the Debtors' equity securities (including the acquisition of Options to acquire the Debtors' equity securities) that would result in an increase in the amount of the Debtors' equity securities Beneficially Owned by a Substantial Equityholder or would result in a person or Entity becoming a Substantial Equityholder (a "Proposed Equity Acquisition Transaction"), such person, Entity or Substantial Equityholder (a "Proposed Equity Transferee") shall file with the Court and serve on the Debtors' counsel a Notice of Intent to Purchase, Acquire or Otherwise Accumulate an Equity Interest (an "Equity Acquisition Notice"), in the form attached hereto as Exhibit 1B, specifically and in detail describing the

intended transaction acquiring the Debtors' equity securities or Options. At the holder's election, the Equity Acquisition Notice to be filed with the Bankruptcy Court may be redacted to exclude such holder's taxpayer identification number and the number of shares or Options that such holder beneficially owns and propose to purchase or otherwise acquire.

(c) Disposition of Equity Securities. At least fifteen (15) days prior to effecting any disposition of the Debtors' equity securities (including the disposition of Options to acquire the Debtors' equity securities) that would result in a decrease in the amount of the Debtors' equity securities Beneficially Owned by a Substantial Equity holder or that would result in a person or Entity ceasing to be a Substantial Equity holder (a "Proposed Equity Disposition Transaction"), such person, Entity or Substantial Equity holder (a "Proposed Equity Transferor") shall file with the Court and serve on the Debtors' counsel a Notice of Intent to Sell, Trade or Otherwise Transfer an Equity Interest (an "Equity Disposition Notice"), in the form attached hereto as Exhibit IC, specifically and in detail describing the intended transaction disposing of the Debtors' equity securities. At the holder's election, the Equity Disposition Notice to be filed with the Bankruptcy Court may be redacted to exclude such holder's taxpayer identification number and the number of shares or Options that such holder beneficially owns and propose to sell or otherwise transfer.

(d) Objection Procedures. No later than the date that is fifteen (15) calendar days after the Debtors' actual receipt of an Equity Acquisition Notice or an Equity Disposition Notice, as the case may be (the "Objection Deadline"), the Debtors may file with the Court and serve on a Proposed Equity Transferor or a Proposed Equity Transferee, as the case may be, an objection to any proposed transfer of the Debtors' equity securities described in an Equity Acquisition Notice or an Equity Disposition Notice, as the case may be, on the grounds that such transfer would adversely affect the Debtors' ability to utilize their NOLs and certain other tax attributes, including "built-in" losses (an "Objection").

A. If the Debtors timely file an Objection by the Objection Deadline, the Proposed Equity Acquisition Transaction or Proposed Equity Disposition Transaction, as the case may be, shall not be effective unless approved by an order of this Court, after notice and a hearing, and such order is not subject to appeal, stay, modification, or reconsideration.

B. If the Debtors do not timely file an Objection by the Objection Deadline, the Proposed Equity Acquisition Transaction or Proposed Equity Disposition Transaction, as the case may be, may proceed only as specifically described in an Equity Acquisition Notice or Equity Disposition Notice, as the case may be.

C. Any further transactions beyond the scope of the Equity Acquisition Notice or Equity Disposition Notice, as the case may be, must separately follow the notice procedure as set forth herein.

## 2. Notice Procedures for "Potential 50-Percent Shareholders"

(a) "Potential 50-Percent Shareholders". Any person or entity who is a "Potential 50-Percent Shareholder" (as defined in Paragraph 2(a)(i) below) shall follow the procedure

set forth in Paragraph 2(b) below.

(i) Potential 50-Percent Shareholder. For purposes of the Order, "Potential 50-Percent Shareholder" means:

(A) Ohio Plastics, LLC, Ohio Plastics Recovery, Ltd., Ohio Plastics Financing, Inc., Bayside Opportunity Fund, L.P., Bayside Opportunity Advisors, L.L.C., H.I.G.-GPII, Inc., Sami W. Mnaymneh and Anthony A. Tamer; and

(B) Glencore Finance AG, Glencore International AG and Glencore Holding AG.

(b) Worthless Stock Deduction. Prior to effecting any claim with respect to any Mila cron stock for a worthless stock deduction on a United States federal income tax return, a Potential 50-Percent Shareholder shall file with the Court and serve on the Debtors' counsel a Notice of Intent to Claim Worthless Stock Deduction (a "Worthless Stock Deduction Notice"), in the form attached hereto as Exhibit 2A.

(c) Objection Procedures. No later than the date that is fifteen (15) calendar days after the Debtors' actual receipt of a Worthless Stock Deduction Notice (the "Worthless Stock Objection Deadline"), the Debtors may file with the Court and serve on the Potential 50-Percent Shareholders that provided the Notice, an objection to the worthless stock deduction claim on the ground that such transfer would adversely affect the Debtors' ability to utilize their NOLs ("Worthless Stock Objection").

A. If the Debtor timely files a Worthless Stock Objection by the Worthless Stock Objection Deadline, the claiming of a worthless stock deduction shall be enjoined unless approved by an order of this Court, after notice and a hearing, and such order is not subject to appeal, stay, modification, or reconsideration.

B. If the Debtors do not timely file a Worthless Stock Objection by the Worthless Stock Objection Deadline, the Potential 50-Percent Shareholder that provided the Notice may proceed with its claim of a worthless stock deduction.

C. Any further transactions beyond the scope of the Worthless Stock Deduction Notice must separately follow the notice procedure set forth herein.

### 3. Other Notice Procedures

(a) Service of Procedures Notice. Following entry of the Order, the Debtor shall deliver a copy of the Notice of (A) notification procedures applicable to substantial holders of claims and equity securities and (B) notification and hearing procedures for trading in claims and equity securities (the "Notice of Notification Procedures") (a copy of which is attached hereto as Exhibit 3) to the entities listed below. The Notice of Notification Procedures shall inform all recipients thereof how to obtain copies of these Notice Procedures and the relevant notices described herein.

- (i) the Office of the United States Trustee;
- (ii) any official statutory committee appointed in these Chapter 11 Cases;
- (iii) counsel for the Debtors' debtor-in-possession lenders;
- (iv) entities that are recipients of the notice of commencement of these Chapter 11 Cases;
- (v) the indenture trustees and transfer agents for all classes of equity securities of the Debtors and all bonds or debentures of the Debtors;
- (vi) all parties who file notices of transfers of claims under Federal Rule of Bankruptcy Procedure 300-1(e)(i);
- (vii) all entities who file notice of appearance and request service of papers pursuant to Bankruptcy Rule 2002; and
- (viii) those entities who are generally known in the financial services industry as entities in the business of buying and selling bankruptcy claims.

(b) Upon receipt of the Notice of Notification Procedures, any indenture trustee(s) or transfer agent(s) for any equity securities of the Debtors and any bonds or debentures of the Debtors shall, at least once every three (3) months during the pendency of these Chapter 11 Cases, deliver the Notice of Notification Procedures to all holders of such bonds, debentures or equity securities registered with such indenture trustee or transfer agent.

- (i) Any such registered holder shall, in turn, deliver a copy of the Notice of Notification Procedures to any holder for whose account such registered holder holds such bonds, debentures or equity securities, and so on down the chain of ownership.
- (ii) Any person or entity in their individual capacity (a "Prospective Seller"), and any broker or agent acting on behalf of a Prospective Seller, who contemplates selling at least 250,803 shares of Common Stock, (ii) any shares of Convertible Preferred Stock and (iii) any shares of Cumulative Preferred Stock to another person or entity (a "Prospective Purchaser") must provide a copy of the Notice of Notification Procedures to each Prospective Purchaser or any broker or agent acting on behalf of a Prospective Purchaser.

4. Any acquisition or disposition or other transfer of equity securities of the Debtors in violation of the procedures set forth herein shall be null and void ab initio as an act in violation of the automatic stay prescribed in 11 U.S.C. § 362 and 105(a) and shall confer no rights on the transferee and may lead to contempt, compensatory damages, punitive damages, or sanctions being imposed by the Bankruptcy Court.

5. The requirements set forth in these Notice Procedures are in addition to the requirements of Federal Rule of Bankruptcy Procedure 3001(e) and applicable securities, corporate, and other laws, and do not excuse compliance therewith.

6. Debtors' may waive, in writing, any and all restrictions, stays, and notification procedures contained herein.

Dated: March 18, 2009  
Cincinnati, Ohio

Respectfully submitted,  
**DINSMORE AND SHOHL, LLP**

/s/Kim Martin Lewis

Kim Martin Lewis (OH#0043533)

Tim J. Robinson (OH#0046668)

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Counsel to the Debtors and  
Debtors in Possession

**EXHIBIT1A**

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF OHIO  
WESTERN DIVISION

**In re:**  
**MILACRON INC.,**  
**a Delaware corporation, et al.** <sup>1</sup>  
**Debtors.**

**Chapter 11**  
**Case Nos. 09-11235, 09-11236, 09-11237,**  
**09-11238, 09-11239, 09-11241, and 09-11244**  
**Jointly Administered (09-11235)**  
**Honorable J. Vincent Aug, Jr.**

**NOTICE OF STATUS AS A SUBSTANTIAL EQUITY HOLDER** <sup>2</sup>

PLEASE TAKE NOTICE that [name of equityholder] is/has become a Substantial Equityholder with respect to the Equity Securities <sup>3</sup> (the "Equity Securities") of Milacron Inc., a debtor and debtor in possession in Case No. 09-11235 pending in the United States Bankruptcy Court for the Southern District of Ohio, Western Division.

PLEASE TAKE FURTHER NOTICE that [name of equityholder] is or becomes a Substantial Equityholder on [date]. The following table sets forth the date(s) on which [name of

<sup>1</sup>The Debtors in these chapter 11 cases, along with the last four digits of each debtor's federal tax identification number, are: Milacron Inc. (2125); Cimcool Industrial Products, Inc. (1002); Milacron Marketing Company (0580); Milacron Plastics Technology Group (1007); D-M-E Company Inc. (3086); Milacron Canada Limited (7230); and Milacron Capital Holdings B.V. (7203). The corporate headquarters address of these Debtors is: 4165 Half Acre Road, Batavia, Ohio 45103. As a result of an organizational restructuring during the fourth quarter of 2008, the following entities have been merged or consolidated as follows: Nickerson Machinery Chicago Inc. (IL), Northern Supply Company, Inc. (MN), Pliers International, Inc. (DE), D-M-E Manufacturing Inc. (DE), D-M-E U.S.A. Inc. (MI) have each consolidated into D-M-E Company, Inc.; Oak International, Inc. and Milacron Industrial Products, Inc. (MI) were each consolidated into Cimcool Industrial Products, Inc.; Uniloy Milacron U.S.A. Inc. (MI) merged into Milacron Plastics Technology Group Inc.; Milacron International Marketing Company (DE) and Uniloy Milacron Inc. each merged into Milacron Marketing Company (OH); and D-M-E of Canada Ltd., 450500 Ontario Limited (Canada), Ontario Heater & Supply Company 528650, Rite-Tek 2913607, and Progress Precision were each amalgamated with Milacron Canada Ltd. as the surviving entity.

<sup>2</sup>For purposes of this Notice: (A) a "Substantial Equityholder" is any person or entity who currently or in the future "Beneficially Owns" (i) at least 250,803 shares of Milacron Inc. ("Milacron") common stock ("Common Stock"), (ii) any shares of Milacron 6% Convertible Preferred Stock ("Convertible Preferred Stock"), or (iii) any shares of Milacron 4% Cumulative Preferred Stock ("Cumulative Preferred Stock"), (B) "Beneficial Ownership" of equity securities includes direct and indirect ownership (e.g., holding company would be considered to "Beneficially Own" all shares owned or acquired by its subsidiaries), ownership by such holder to make a coordinated acquisition of an equity interest and ownership of shares that such holder has an Option (as herein after defined) to acquire; and (C) an "option" to acquire stock includes any contingent purchase right, warrant, convertible debt equity, put, an equity interest or similar interest, regardless of whether it is contingent or otherwise not currently exercisable (each such right or interest to acquire, an "Option").

<sup>3</sup>There are three (3) types of equity securities for Milacron: (i) Common Stock, (ii) Convertible Preferred Stock; and (iii) Cumulative Preferred Stock.



equityholder]acquiredorotherwisebecametheBeneficialOwnerofeach oftheEquitySecuritiesof  
[nameofDebtor(s)]thatitBeneficiallyOwns:

NumberofShares	TypeofEquitySecurity	DateAcquired

PLEASETAKEFURTHERNOTICEthatthetaxpayeridentificationnumberof[ nameof equityholder]is\_\_\_\_\_.

PLEASE TAKE FURTHER NOTICE that, under penalties of perjury, [name of equityholder] hereby declares that it has examined this Notice and accompanying attachments (if any), and, to the best of its knowledge and belief, this Notice and any attachments that purport to be part of this Notice are true, correct and complete.

PLEASETAKEFURTHERNOTICEthat,pursuanttotheOrderofthis Courtapproving NoticeProceduresRelatingtoCertainTransfersofEquityInterestsinandoftheDebtorsandClaims forWorthlessStockDeductions,thisNoticeisbeing(A)filedwiththeUnitedStatesBankruptcy CourtfortheSouthernDistrictofOhio,WesternDivision,and(B)serveduponDinsmore&Shohl LLP,counseltotheDebtors,255EastFifthStreet,Suite1900,Cincinnati,OH45202,Attn.:Kim MartinLewis,TimJ.RobinsonorPatrickD.Burns.

Dated:  
[city,state]

Respectfullysubmitted,

[NameofAcquirer/Seller][Address]  
[telephoneandfacsimile]

**EXHIBIT1B**

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF OHIO  
WESTERN DIVISION

In re:

MILACRON INC.,

a Delaware corporation, et al. <sup>1</sup>

Debtors.

Chapter 11

Case Nos. 09-11235, 09-11236, 09-11327,  
09-11238, 09-11239, 09-11241, and 09-11244

Jointly Administered (09-11235)

Honorable J. Vincent Aug, Jr.

**NOTICE OF INTENT TO PURCHASE, ACQUIRE  
OR OTHERWISE ACCUMULATE AN EQUITY INTEREST**

PLEASE TAKE NOTICE that [name of prospective acquirer] hereby provides notice of its intention to purchase, acquire or otherwise accumulate one or more shares of the equity securities (the "Equity Securities") of Milacron Inc. or an Option with respect thereto (the "Proposed Transfer").

PLEASE TAKE FURTHER NOTICE that, if applicable, on [prior date (s)], [name of prospective acquirer] filed a Notice of Status as a Substantial Equityholder <sup>2</sup> with the Court and served copies thereof on the Debtors' counsel.

<sup>1</sup>The Debtors in these chapter 11 cases, along with the last four digits of each debtor's federal tax identification number, are: Milacron Inc. (2125); Cimcool Industrial Products, Inc. (1002); Milacron Marketing Company (0580); Milacron Plastics Technology Group (1007); D-M-E Company Inc. (3086); Milacron Canada Limited (7230); and Milacron Capital Holdings B.V. (7203). The corporate headquarters address of these Debtors is: 4165 Half Acre Road, Batavia, Ohio 45103. As a result of an organizational restructuring during the fourth quarter of 2008, the following entities have been merged or consolidated as follows: Nickerson Machinery Chicago Inc. (IL), Northern Supply Company, Inc. (MN), Pliers International, Inc. (DE), D-M-E Manufacturing Inc. (DE), D-M-E U.S.A. Inc. (MI) have each consolidated into D-M-E Company, Inc.; Oak International, Inc. and Milacron Industrial Products, Inc. (MI) were each consolidated into Cimcool Industrial Products, Inc.; Uniloy Milacron U.S.A. Inc. (MI) merged into Milacron Plastics Technology Group Inc.; Milacron International Marketing Company (DE) and Uniloy Milacron Inc. each merged into Milacron Marketing Company (OH); and D-M-E of Canada Ltd., 450500 Ontario Limited (Canada), Ontario Heater & Supply Company 528650, Rite-Tek 2913607, and Progress Precision were each amalgamated with Milacron Canada Ltd. as the surviving entity.

<sup>2</sup>For purposes of this Notice: (A) a "Substantial Equityholder" is any person or entity who currently or in the future "Beneficially Owns" (i) at least 250,803 shares of Milacron Inc. ("Milacron") common stock ("Common Stock"), (ii) any shares of Milacron 6% Convertible Preferred Stock ("Convertible Preferred Stock"), or (iii) any shares of Milacron 4% Cumulative Preferred Stock ("Cumulative Preferred Stock"), (B) "Beneficial Ownership" of equity securities includes direct and indirect ownership (e.g., a holding company would be considered to "Beneficially Own" all shares owned or acquired by its subsidiaries), ownership by such holder's family members and persons acting in concert with such holder to make a coordinated acquisition of an equity interest and ownership of shares that such holder has an Option (as hereinafter defined) to acquire; and (C) an "option" to acquire stock includes any contingent purchase right, warrant, convertible debt, equity, put, an equity interest subject to forfeiture, or a contract to acquire an equity

PLEASE TAKE FURTHER NOTICE that [name of prospective acquirer] currently Beneficially Owns the following Equity Securities <sup>3</sup> of Milacron Inc.:

Number of Shares	Type of Equity Security	Date Acquired

PLEASE TAKE FURTHER NOTICE that, pursuant to the Proposed Transfer, [name of prospective acquirer] propose to purchase, acquire or otherwise accumulate, the following shares of Equity Securities or an Option with respect to such shares of Equity Securities:

Number of Shares	Type of Equity Security	Date Acquired

PLEASE TAKE FURTHER NOTICE that the taxpayer identification number of [name of prospective acquirer] is \_\_\_\_\_.

PLEASE TAKE FURTHER NOTICE that, under penalties of perjury, [name of prospective acquirer] hereby declares that he has examined this Notice and accompanying attachments (if any), and, to the best of his knowledge and belief, this Notice and any attachment that purport to be part of this Notice are true, correct and complete.

PLEASE TAKE FURTHER NOTICE that, pursuant to the Order of this Court approving Notice Procedures Relating to Certain Transfers of Equity Interests in and of the Debtors and Claims for Worthless Debt Deductions, this Notice is being (A) filed with the United States Bankruptcy Court for the Southern District of Ohio, Western Division, and (B) served upon Dinsmore & Shohl LLP, counsel to the Debtors, 255 East Fifth Street, Suite 1900, Cincinnati, OH 45202, Attn.: Kim Martin Lewis, Tim J. Robinson or Patrick D. Burns.

PLEASE TAKE FURTHER NOTICE that the Debtors have fifteen (15) calendar days after receipt of this Notice to object to the Proposed Transfer described herein. If the Debtors file an objection, such Proposed Transfer will not be effective unless approved by an order of the Court not subject to appeal, modification, stay, or reconsideration. If the Debtors do not object within such

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interest or similar interest, regardless of whether it is contingent or otherwise not currently exercisable (each such right or interest to acquire, an "Option").

<sup>3</sup>There are three (3) types of equity securities for Milacron: (i) Common Stock, (ii) Convertible Preferred Stock; and (iii) Cumulative Preferred Stock.

fifteen (15) day period, then after expiration of such period the Proposed Transfer may proceed specifically as set forth in the Notice.

The undersigned prospective acquirer understands that any further transactions that may result in [name of prospective acquirer] purchasing, acquiring or otherwise accumulating additional shares of Equity Securities (or an Option with respect thereto) will each require an additional notice filed with the Court to be served in the same manner as this Notice.

Dated:  
[city, state]

Respectfully submitted,

[Name of Acquirer/Seller] [Address]  
[Telephone and Facsimile]

**EXHIBIT1C**

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF OHIO  
WESTERN DIVISION

**In re:**  
**MILACRON INC.,**  
**a Delaware corporation, et al.** <sup>1</sup>  
**Debtors.**

**Chapter 11**  
**Case Nos. 09-11235, 09-11236, 09-11327,**  
**09-11238, 09-11239, 09-11241, and 09-11244**  
**Jointly Administered (09-11235)**  
**Honorable J. Vincent Aug, Jr.**

**NOTICE OF INTENT TO SELL, TRADE OR OTHERWISE  
TRANSFER AN EQUITY INTEREST**

PLEASE TAKE NOTICE that [name of prospective seller] hereby provides notice of its intention to sell, trade or otherwise transfer one or more shares of the equity securities (the "Equity Securities") of [name of Debtor] or an Option with respect thereto (the "Proposed Transfer").

PLEASE TAKE FURTHER NOTICE that, if applicable, on [prior date (s)], [name of prospective seller] filed a Notice of Status as a Substantial Equityholder <sup>2</sup> with the Court and served copies thereof on the Debtors' counsel.

<sup>1</sup>The Debtors in these chapter 11 cases, along with the last four digits of each debtor's federal tax identification number, are: Milacron Inc. (2125); Cimcool Industrial Products, Inc. (1002); Milacron Marketing Company (0580); Milacron Plastics Technology Group (1007); D-M-E Company Inc. (3086); Milacron Canada Limited (7230); and Milacron Capital Holdings B. V. (7203). The corporate headquarters address of these Debtors is: 4165 Half Acre Road, Batavia, Ohio 45103. As a result of an organizational restructuring during the fourth quarter of 2008, the following entities have been merged or consolidated as follows: Nickerson Machinery Chicago Inc. (IL), Northern Supply Company, Inc. (MN), Pliers International, Inc. (DE), D-M-E Manufacturing Inc. (DE), D-M-E U.S.A. Inc. (MI) have each consolidated into D-M-E Company, Inc.; Oak International, Inc. and Milacron Industrial Products, Inc. (MI) were each consolidated into Cimcool Industrial Products, Inc.; Uniloy Milacron U.S.A. Inc. (MI) merged into Milacron Plastics Technology Group Inc.; Milacron International Marketing Company (DE) and Uniloy Milacron Inc. each merged into Milacron Marketing Company (OH); and D-M-E of Canada Ltd., 450500 Ontario Limited (Canada), Ontario Heater & Supply Company 528650, Rite-Tek 2913607, and Progress Precision were each amalgamated with Milacron Canada Ltd. as the surviving entity.

<sup>2</sup>For purposes of this Notice: (A) a "Substantial Equityholder" is any person or entity who currently or in the future "Beneficially Owns" (i) at least 250,803 shares of Milacron Inc. ("Milacron") common stock ("Common Stock"), (ii) any shares of Milacron 6% Convertible Preferred Stock ("Convertible Preferred Stock"), or (iii) any shares of Milacron 4% Cumulative Preferred Stock ("Cumulative Preferred Stock"); (B) "Beneficial Ownership" of equity securities includes direct and indirect ownership (e.g., a holding company would be considered to "Beneficially Own" all shares owned or acquired by its subsidiaries), ownership by such holder's family members and persons acting in concert with such holder to make a coordinated acquisition of an equity interest and ownership of shares that such holder has an Option (as herein after defined) to acquire; and (C) an "option" to acquire stock includes any contingent purchase right, warrant, convertible debt equity, put, an equity interest subject to forfeiture, or a contract to acquire an equity interest or similar interest, regardless of whether it is contingent or otherwise not currently exercisable (each such right or interest to acquire, an "Option").

PLEASE TAKE FURTHER NOTICE that [name of prospective seller] currently Beneficially Owns the following shares of Equity Securities <sup>3</sup> or an Option with respect to such Equity Securities:

Number of Shares	Type of Equity Security	Date Acquired

PLEASE TAKE FURTHER NOTICE that, pursuant to the Proposed Transfer, [name of prospective seller] proposes to sell, trade or otherwise transfer the following shares of Equity Securities or an Option with respect to such shares of Equity Securities:

Number of Shares	Type of Equity Security	Date Acquired

PLEASE TAKE FURTHER NOTICE that the taxpayer identification number of [name of prospective seller] is \_\_\_\_\_.

PLEASE TAKE FURTHER NOTICE that, under penalties of perjury, [name of prospective seller] hereby declares that it has examined this Notice and accompanying attachments (if any), and, to the best of its knowledge and belief, this Notice and any attachments that purport to be part of this Notice are true, correct and complete.

PLEASE TAKE FURTHER NOTICE that, pursuant to the Order of this Court approving Notice Procedures Relating to Certain Transfers of Equity Interests in and of the Debtors and Claims for Worthless Debt Deductions, this Notice is being (A) filed with the United States Bankruptcy Court for the Southern District of Ohio, Western Division, and (B) served upon Dinsmore & Shohl LLP, counsel to the Debtors, 255 East Fifth Street, Suite 1900, Cincinnati, OH 45202, Attn.: Kim Martin Lewis, Tim J. Robinson or Patrick D. Burns.

PLEASE TAKE FURTHER NOTICE that the Debtors have fifteen (15) calendar days after receipt of this Notice to object to the Proposed Transfer described herein. If the Debtors file an objection, such Proposed Transfer will not be effective unless approved by an order of the Court not subject to appeal, modification, stay, or reconsideration. If the Debtors do not object within such fifteen (15) day period, then after expiration of such period the Proposed Transfer may proceed specifically as set forth in the Notice.

<sup>3</sup>There are three (3) types of equity securities for Milacron: (i) Common Stock, (ii) Convertible Preferred Stock; and (iii) Cumulative Preferred Stock.



[Name of prospective seller] understands that any further transactions that may result in [name of prospective seller] selling, trading or otherwise transferring shares of Equity Securities (or an Option with respect thereto) will each require an additional notice filed with the Court to be served in the same manner as this Notice.

Dated:  
[city, state]

Respectfully submitted,

[Name of Acquirer/Seller] [Address]  
[Telephone and Facsimile]

**EXHIBIT2A**

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF OHIO  
WESTERN DIVISION

In re:  
MILACRON INC.,  
a Delaware corporation, et al. <sup>1</sup>  
Debtors.

Chapter 11  
Case Nos. 09-11235, 09-11236, 09-11327,  
09-11238, 09-11239, 09-11241, and 09-11244  
Jointly Administered (09-11235)  
Honorable J. Vincent Aug, Jr.

**NOTICE OF INTENTION TO CLAIM WORTHLESS STOCK  
DEDUCTION BY POTENTIAL 50 PERCENT SHAREHOLDER** <sup>2</sup>

PLEASE TAKE NOTICE that [name of Potential 50 Percent Shareholder] hereby provides notice of its intention to claim a worthless stock deduction for United States income tax purposes for Equity Securities <sup>3</sup> on its tax return for the period beginning \_\_\_\_\_ and ending on \_\_\_\_\_.

<sup>1</sup>The Debtors in these chapter 11 cases, along with the last four digits of each debtor's federal tax identification number, are: Milacron Inc. (2125); Cimcool Industrial Products, Inc. (1002); Milacron Marketing Company (0580); Milacron Plastics Technology Group (1007); D-M-E Company Inc. (3086); Milacron Canada Limited (7230); and Milacron Capital Holdings B.V. (7203). The corporate headquarters address of these Debtors is: 4165 Half Acre Road, Batavia, Ohio 45103. As a result of an organizational restructuring during the fourth quarter of 2008, the following entities have been merged or consolidated as follows: Nickerson Machinery Chicago Inc. (IL), Northern Supply Company, Inc. (MN), Pliers International, Inc. (DE), D-M-E Manufacturing Inc. (DE), D-M-E U.S.A. Inc. (MI) have each consolidated into D-M-E Company, Inc.; Oak International, Inc. and Milacron Industrial Products, Inc. (MI) were each consolidated into Cimcool Industrial Products, Inc.; Uniloy Milacron U.S.A. Inc. (MI) merged into Milacron Plastics Technology Group Inc.; Milacron International Marketing Company (DE) and Uniloy Milacron Inc. each merged into Milacron Marketing Company (OH); and D-M-E of Canada Ltd., 450500 Ontario Limited (Canada), Ontario Heater & Supply Company 528650, Rite-Tek 2913607, and Progress Precision were each amalgamated with Milacron Canada Ltd. as the surviving entity.

<sup>2</sup>For purposes of this Notice: a Potential 50-Percent Shareholder means (A) Ohio Plastics, LLC, Ohio Plastics Recovery, Ltd., Ohio Plastics Financing, Inc., Bayside Opportunity Fund, L.P., Bayside Opportunity Advisors, L.L.C., H.I.G.-GP II, Inc., Sami W. M. Naymeh and Anthony A. Tamer; and (B) Glencore Finance AG, Glencore International AG and Glencore Holding AG.

<sup>3</sup>There are three (3) types of equity securities for Milacron: (i) Common Stock, (ii) Convertible Preferred Stock; and (iii) Cumulative Preferred Stock.

PLEASE TAKE FURTHER NOTICE that [name of Potential 50 Percent Shareholder] intend to claim the worthless stock deduction with respect to the following Equity Securities:

Number of Shares	Type of Equity Security	Date Acquired

PLEASE TAKE FURTHER NOTICE that the taxpayer identification number of [name of Potential 50 Percent Shareholder] is \_\_\_\_\_.

PLEASE TAKE FURTHER NOTICE that, under penalties of perjury, [name of Potential 50 Percent Shareholder] hereby declares that it has examined this Notice and accompanying attachments (if any), and, to the best of its knowledge and belief, this Notice and any attachments that purport to be part of this Notice are true, correct and complete.

PLEASE TAKE FURTHER NOTICE that, pursuant to the Order of this Court approving Notice Procedures Relating to Certain Transfers of Equity Interests in and of the Debtors and Claims for Worthless Debt Deductions, this Notice is being (A) filed with the United States Bankruptcy Court for the Southern District of Ohio, Western Division, and (B) served upon Dinsmore & Shohl LLP, counsel to the Debtors, 255 East Fifth Street, Suite 1900, Cincinnati, OH 45202, Attn.: Kim Martin Lewis, Tim J. Robinson or Patrick D. Burns.

PLEASE TAKE FURTHER NOTICE that the Debtors have fifteen (15) calendar days after receipt of this Notice to object to the worthless debt deduction claim described herein. If the Debtors file an objection, such worthless debt deduction claim is enjoined unless approved by an order of the Court not subject to appeal, modification, stay, or reconsideration. If the Debtors do not object within such fifteen (15) day period, then after expiration of such period the Proposed Transfer may proceed specifically as set forth in the Notice.

The undersigned Potential 50 Percent Shareholder understands that any further transactions that may result in [name of Potential 50 Percent Shareholder] claiming a worthless stock deduction for Equity Securities will each require an additional notice filed with the Court to be served in the same manner as this Notice.

Dated:  
[city, state]

Respectfully submitted,

[Name of Acquirer/Seller] [Address]  
[Telephone and Facsimile]