

United States Bankruptcy Court Southern District of New York		Voluntary Petition
Name of Debtor (if individual, enter Last, First, Middle): MASG Disposition, Inc.		Name of Joint Debtor (Spouse) (Last, First, Middle):
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names): See Schedule 1 Attached		All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN. (if more than one, state all): 38-2509882		Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN. (if more than one, state all):
Street Address of Debtor (No. & Street, City, State & Zip Code): 47603 Halyard Drive Plymouth, MI		Street Address of Joint Debtor (No. & Street, City, State & Zip Code):
ZIP CODE 48170		ZIP CODE
County of Residence or of the Principal Place of Business: Wayne County		County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address):		Mailing Address of Debtor (if different from street address):
ZIP CODE		ZIP CODE
Location of Principal Assets of Business Debtor (if different from street address above): See Schedule 1 Attached		
ZIP CODE		ZIP CODE
Type of Debtor (Form of Organization) (Check one box.) <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and provide the information requested below.) _____	Nature of Business (Check one box.) <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101 (51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other <u>Automotive Parts Manufacturer</u> Tax-Exempt Entity (Check Box, if applicable) <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code.)	Chapter of Bankruptcy Code Under Which The Petition is Filed (Check one box) <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding Nature of Debts (Check one box) <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 191(8) as "incurred by an Individual primarily responsible for a Personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.
Filing Fee (Check one box) <input checked="" type="checkbox"/> Full Filing Fee attached. <input type="checkbox"/> Filing Fee to be paid in installments (Applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (Applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.		Chapter 11 Debtors Check one box: <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,190.00. ----- Check all applicable boxes: <input type="checkbox"/> A plan is being filed with this Petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126 (b).

Statistical/Administrative Information									
<input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.									
Estimated Number of Creditors (on a consolidated basis)									
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1-49	50-99	100-199	200-999	1,000-5,000	5,001-10,000	10,001-25,000	25,001-50,000	50,001-100,000	Over 100,000
Estimated Assets (on a consolidated basis)									
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million	\$100,000,001 to \$500 million	\$500,000,001 to \$1 billion	More than \$1 billion
Estimated Liabilities (on a consolidated basis)									
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million	\$100,000,001 to \$500 million	\$500,000,001 to \$1 billion	More than \$1 billion

THIS SPACE IS FOR COURT USE ONLY

Voluntary Petition <i>(This page must be completed and filed in every case)</i>	Name of Debtor(s): MASG Disposition, Inc.
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All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than one, attach additional sheet)

Location Where Filed: None	Case Number: N/A	Date Filed: N/A
Location Where Filed: N/A	Case Number: N/A	Date Filed: N/A

Pending Bankruptcy Case Filed by any Spouse, Partner or Affiliate of this Debtor (If more than one, attach additional sheet)

Name of Debtor: See Schedule I Attached	Case Number: Pending	Date Filed: Date Hereof
District: Southern District of New York	Relationship: Affiliate	Judge:

Exhibit A

(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)

Exhibit A is attached and made a part of this petition.

Exhibit B

(To be completed if debtor is an individual whose debts are primarily consumer debts.)

I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I delivered to the debtor the notice required by 11 U.S.C. § 342(b).

X _____
Signature of Attorney for Debtor(s) Date

Exhibit C

Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?

- Yes, and Exhibit C is attached and made a part of this petition.
- No.

Exhibit D

(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)

- Exhibit D completed and signed by the debtor is attached and made a part of this petition.

If this is a joint petition:

- Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.

Information Regarding the Debtor – Venue

(Check the Applicable Boxes)

- Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.
- There is a bankruptcy case concerning debtor’s affiliate, general partner, or partnership pending in this District.
- Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.

Certification by a Debtor Who Resides as a Tenant of Residential Property

(Check all applicable boxes.)

- Landlord has a judgment against the debtor for possession of debtor’s residence. (If box checked, complete the following.)

(Name of landlord that obtained judgment)

(Address of landlord)

- Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and
- Debtor has included in this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.
- Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(1)).

Voluntary Petition

(This page must be completed and filed in every case)

Name of Debtor(s):

MASG Disposition, Inc.

Signatures

Signature(s) of Debtor(s) (Individual/Joint)

I declare under penalty of perjury that the information provided in this petition is true and correct.

[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.

[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b).

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X _____
Signature of Debtor

X _____
Signature of Joint Debtor

Telephone Number (if not represented by attorney)

Date

Signature of a Foreign Representative

I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.

(Check only **one** box.)

- I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by § 1515 of title 11 are attached.
- Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.

X _____
(Signature of Foreign Representative)

(Printed Name of Foreign Representative)

Date

Signature of Attorney

X /s/ Richard H. Engman
Signature of Attorney for Debtor

Richard H. Engman Jones Day 222 East 41st Street New York, New York 10017 Telephone: (212) 326-3939 Facsimile: (212) 755-7306	Heather Lennox Ryan T. Routh Jones Day North Point 901 Lakeside Avenue Telephone: (216) 586-3939 Facsimile: (216) 579-0212
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May 27, 2009
Date

Signature of Non-Attorney Bankruptcy Petition Preparer

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.

Printed Name and title, if any, of Bankruptcy Petition Preparer

Social Security number (If the bankruptcy petition preparer is not an individual, state the Social Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)

Address

X _____

Date

Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social Security number is provided above.

Names and Social Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual:

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both (11 U.S.C. § 110; 18 U.S.C. § 156).

Signature of Debtor (Corporation/Partnership)

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X /s/ David L. McKee
Signature of Authorized Individual

David L. McKee
Printed Name of Authorized Individual

Secretary
Title of Authorized Individual

May 27, 2009
Date

SCHEDULE 1

A. All Other Names Used by the Debtor in the last 8 years (including trade names):

None

B. Location of Principal Assets of Business Debtor (if different from street address):

Not different from street address

C. Pending Bankruptcy Cases Filed by Affiliates of the Debtor:

On the date hereof, each of the affiliated entities listed below, including the debtor in this chapter 11 case (collectively, the "Debtors"), filed a petition in this Court for relief under chapter 11 of title 11 of the United States Code. Contemporaneously with the filing of their petitions, the Debtors filed a motion requesting that the Court consolidate their chapter 11 cases for administrative purposes only.

1. ER Acquisition Corp.
2. GMTI Holding Company
3. Halyard Aviation Services, Inc.
4. MascoTech Saturn Holdings Inc.
5. MASG Disposition, Inc.
6. MASX Energy Services Group, Inc.
7. MD Products Corp.
8. Metaldyne Asia, Inc.
9. Metaldyne Company LLC
10. Metaldyne Corporation
11. Metaldyne Driveline Co., LLC
12. Metaldyne DuPage Die Casting Corporation
13. Metaldyne Engine Co., LLC
14. Metaldyne Europe, Inc.
15. Metaldyne Intermediate Holdco, Inc.
16. Metaldyne Lester Precision Die Casting, Inc.
17. Metaldyne Light Metals Company, Inc.
18. Metaldyne Machining and Assembly Company, Inc.
19. Metaldyne Precision Forming - Fort Wayne, Inc.
20. Metaldyne Services, Inc.
21. Metaldyne Sintered Components, LLC
22. Metaldyne Sintered Components of Indiana, Inc.
23. Metaldyne Sintered Components St. Marys, Inc.
24. Metaldyne Tubular Products, Inc.
25. Metaldyne U.S. Holding Co.
26. NC-M Chassis Systems, LLC
27. Precision Headed Products, Inc.
28. Punchcraft Company
29. Stahl International, Inc.

30. W.C. McCurdy Co.
31. Windfall Specialty Powders, Inc.

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X
In re : Chapter 11
MASG Disposition, Inc., :
Debtor. : Case No. 09-____ (____)
-----X

**CONSOLIDATED LIST OF CREDITORS
HOLDING 50 LARGEST UNSECURED CLAIMS**

The debtor in this chapter 11 case and certain affiliated entities (collectively, the "Debtors") each filed a petition in this Court on the date hereof for relief under chapter 11 of title 11 of the United States Code. Contemporaneously with the filing of their petitions, the Debtors filed a motion requesting, among other things, authority to file a consolidated list of the 50 largest unsecured creditors of the Debtors (the "Top 50 List") in lieu of a separate list for each Debtor. The Top 50 List is based on the Debtors' books and records as of approximately May 19, 2009 and was prepared in accordance with Rule 1007(d) of the Federal Rules of Bankruptcy Procedure for filing in the Debtors' chapter 11 cases. The Top 50 List does not include: (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101(31); or (2) secured creditors, unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 50 largest unsecured claims. The information presented in the Top 50 List shall not constitute an admission by, nor is it binding on, the Debtors.

Name of creditor and complete mailing address, including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed or subject to setoff	Amount of claim (if secured, also state value of security) ¹
1. Bank of New York Trust Company as indenture trustee for the 11% senior subordinated notes due 2012 2 N. LaSalle Street Suite 1020 Chicago, IL 60602	Bank of New York Trust Company 2 N. LaSalle Street Suite 1020 Chicago, IL 60602 Roxane Ellwanger Phone (312) 827-8574 Fax: (312) 827-8542 roxane.ellwanger@bnymellon.com	Unsecured Bond Debt		\$29,316,000.00 ²
2. Chrysler Motors LLC 800 Chrysler Drive Auburn Hills, MI 48326	Chrysler Motors LLC 800 Chrysler Drive Auburn Hills, MI 48326 Sigmund Huber Kim R. Kolb Phone: (248) 944-2210 Fax: (248) 512-1771 seh43@chrysler.com -and- James A. Plemmons Dickinson Wright PLLC 500 Woodward Ave. Suite 4000 Detroit, MI 48226 Phone : (313) 223-3106 Fax: (313) 223-3598 jplemmons@dickinsonwright.com	Notes		\$27,500,000.00 ³
3. Ford Motor Company One America Road World Headquarters Suite 416 Dearborn, MI 48126	Ford Motor Company One America Road World Headquarters Suite 416 Dearborn, MI 48126 Daniella Saltz, Esq. Fax: (313) 322-3804 Ford Motor Company Building 3 20100 Rotunda Drive Dearborn, MI 48124	Notes		\$22,750,000.00 ⁴

¹ All amounts identified are as of May 19, 2009.

² Principal amount, excluding interest.

³ The Notes are secured by a pledge of the common stock of Metaldyne Intermediate Holdco, Inc.; the Debtors believe that the Notes are substantially, if not wholly, undersecured.

⁴ The Notes are secured by a pledge of the common stock of Metaldyne Intermediate Holdco, Inc.; the Debtors believe that the Notes are substantially, if not wholly, undersecured.

	<p>William R. Strong Fax: (313) 360-6654</p> <p>-and-</p> <p>Timothy A. Fusco Jonathan S. Green Miller Canfield Paddock and Stone, PLC 150 W Jefferson Street, St 2500 Detroit, MI 48226 Telephone: (313) 963-6420 Facsimile: (313) 496-7500 fusco@millercanfield.com greenj@millercanfield.com</p>			
4. General Motors Corporation 30009 Van Dyke Road PO Box 9025 Warren, MI 48090	<p>General Motors Corporation 30009 Van Dyke Road PO Box 9025 Warren, MI 48090</p> <p>Mark W. Fischer Phone: (586) 575-1727 Fax: (586) 575-3404 mark.w.fischer@gm.com</p> <p>-and-</p> <p>Robert B. Weiss Honigman Miller Schwartz and Cohn LLP 2290 First National Building 660 Woodward Ave. Detroit, MI 48226 Phone: (313) 465-7596 Fax: (313) 465-7597 RWeiss@honigman.com</p>	Notes		\$9,750,000.00 ⁵
5. General Aluminum Manufacturing 6065 Parkland Blvd Cleveland, OH 44124	<p>General Aluminum Manufacturing 6065 Parkland Blvd Cleveland, OH 44124</p> <p>Shawn McNamara Phone: (440) 947-2004 Fax: 440-947-2005 smcnamara@generalaluminum.com</p>	Trade Debt		\$3,470,736.06
6. Citation Corporation 27275 Haggerty Road Suite 420 Novi, MI 48377	<p>Citation Corporation 27275 Haggerty Road Suite 420 Novi, MI 48377</p> <p>Mike O'Brien Vice President, Sales Phone: (248) 522-4519 Fax: (248) 522-4577 michaelo@citation.net</p>	Trade Debt	Disputed	\$2,399,598.64
7. SKF USA Inc. 46815 Port Street Plymouth, MI 48170	<p>SKF 46815 Port Street Plymouth, MI 48170</p> <p>Gregg Rasmussen Phone: (734) 414-6848 Fax: (734) 414-6848 gregg.rasmussen@skf.com</p>	Trade Debt		\$2,284,933.15

⁵ The Notes are secured by a pledge of the common stock of Metaldyne Intermediate Holdco, Inc.; the Debtors believe that the Notes are substantially, if not wholly, undersecured.

8.	Hoeganaes Corporation 100 Taylor Lane Cinnaminson, NJ 08077	Hoeganaes Corporation 100 Taylor Lane Cinnaminson, NJ 08077 Tim Hale Phone: (856) 829-2220-Ext.3232 Fax: (856) 786-2574 Tim.Hale@hoeganaes.com	Trade Debt		\$1,719,552.67
9.	Dana Corp. Axle, Components Plant 10000 Business Blvd. Dry Ridge, KY 41035	Dana Corp. Axle, Components Plant 10000 Business Blvd. Dry Ridge, KY 41035 Gary Baugh Phone: (419) 887-3565 Gary.baugh@dana.com	Trade Debt	Affiliate of creditor is also customer of the Metaldyne Companies	\$1,611,318.93
10.	Bank of New York Trust Company as indenture trustee for the 10% senior subordinated notes due 2013 2 N. LaSalle Street Suite 1020 Chicago, IL 60602	Bank of New York Trust Company 2 N. LaSalle Street Suite 1020 Chicago, IL 60602 Roxane Ellwanger Phone (312) 827-8574 Fax: (312) 827-8542 roxane.ellwanger@ bnymellon.com	Unsecured Bond Debt		\$1,488,000.00 ⁶
11.	Gerdau MAC Steel 1 Jackson Square Suite 500 Jackson, MI 49201	Gerdau MAC Steel 1 Jackson Square Suite 500 Jackson, MI 49201 Stefan J Procriv Director-Credit Phone: (517) 782-0415 Fax: (517) 782-9134 sprociv@gerdaumacsteel.com	Trade Debt		\$1,375,280.28
12.	QMP-AMERICA INC. P.O. Box 570 Sorel, QU J3P5P7, Canada	QMP-AMERICA INC P.O. Box 570 Sorel QU J3P5P7, Canada Joly Genevieve Phone: (734) 953-0077 Fax: (450) 746-5084 Genevieve.joly@rtit.com	Trade Debt		\$1,248,720.68
13.	CTC Casting Technologies 37685 Interchange Drive Farmington Hills, MI 48335	CTC Casting Technologies 37685 Interchange Drive Farmington Hills, MI 48335 Brad Peterson Phone: (248) 477-1045 Fax: (248) 477-4891 bpeterson@c-t-c.com	Trade Debt	Disputed	\$999,939.68

⁶ Principal amount, excluding interest.

<p>14. NTN Bearing Corporation of America 39255 West 12 Mile Rd., Farmington Hills, MI 48331</p>	<p>NTN Bearing Corporation of America 39255 West 12 Mile Rd., Farmington Hills, MI 48331</p> <p>Chris Meissnest Phone: (248) 324-4574 Fax: (248) 324-1103 cmeissnest@ntnusa.com</p>	<p>Trade Debt</p>		<p>\$943,950.41</p>
<p>15. Borg Warner Automotive: 800 Warren Road Ithaca, NY 14850</p> <p>Borg Warner Automotive – Morse TEC: 3800 Automation Ave. Suite 200 Auburn Hills, MI 48326</p> <p>Borg Warner Transmissions / II: 700 25th Avenue Bellwood, IL 60104</p>	<p>Borg Warner Automotive: 800 Warren Road Ithaca, NY 14850 Phone: (607) 266-5186</p> <p>Borg Warner Automotive – Morse TEC: 3800 Automation Ave. Suite 200 Auburn Hills, MI 48326 Phone: (810) 726-4450</p> <p>Borg Warner Transmissions / II: 700 25th Avenue Bellwood, IL 60104 Phone: (708) 754-1070</p> <p>Denis Willis Sales Director Phone: (248) 754-0421. Fax: (248) 754-9183 dwills@borgwarner.com</p>	<p>Trade Debt</p>	<p>Affiliate of creditor is also customer of the Metaldyne Companies</p>	<p>\$923,492.33</p>
<p>16. Kodaco Co, LTD 157B/6L, 728-4, Kojan-Dong, Nam dong-ku Inchon, South Korea 405-300</p>	<p>Kodaco Co, LTD 157B/6L, 728-4, Kojan-Dong, Nam dong-ku Inchon South Korea 405-300</p> <p>Eddie Foster The Caryl Company 410 Price Street Water Valley, MS 38965 Phone: 662-473-4290 Fax: 662-473-4289 thecarylcompany@bellsouth.net</p>	<p>Trade Debt</p>		<p>\$915,369.58</p>
<p>17. Microflex Inc. 1800 US 1 North P.O. Box 730068 Ormond Beach, FL 32173</p>	<p>Microflex Inc. 1800 US 1 North P.O. Box 730068 Ormond Beach, FL 32173</p> <p>John Atanasoski Phone: (386) 677-8100 ext. 126 Fax: (386) 672-7623 atana@microflexinc.com</p>	<p>Trade Debt</p>		<p>\$878,861.62</p>
<p>18. Metal Technologies Inc. 1401 South Grandstaff Dr. Auburn, Indiana 46706</p>	<p>Metal Technologies 1401 South Grandstaff Dr. Auburn, Indiana 46706</p> <p>Matt Fetter President Phone: (260) 920-2116 Fax: (260) 920-2149 mfetter@metal-technologies.com</p>	<p>Trade Debt</p>		<p>\$855,407.37</p>

<p>19. PMT Industries 2105 Schmiede Street Sugoinville, TN 37873</p>	<p>PMT Industries 2105 Schmiede Street Sugoinville, TN 37873</p> <p>Timothy W. Knisley Chief Financial Officer Phone: (423) 345-1010 Fax: (423) 345-4507 timk@pmtforge.com</p>	<p>Trade Debt</p>		<p>\$844,180.26</p>
<p>20. American Axle & Manufacturing, Inc. One Dauch Drive Detroit, MI 48211</p>	<p>American Axle & Manufacturing, Inc. One Dauch Drive Detroit, MI 48211</p> <p>John Nyquist Sales Director Phone: (313) 758-4602 Fax: (313) 758-5292 john.nyquist@aam.com</p>	<p>Trade Debt</p>		<p>\$832,595.75</p>
<p>21. Shiloh Industries Inc. 7295 Haggerty Road Canton, MI 48187</p>	<p>Shiloh Industries Inc. 7295 Haggerty Road Canton, MI 48187</p> <p>James F. Keys Phone: (734) 354-3116 Fax: (734) 416-0290</p> <p>Thomas M. Dugan Treasurer Phone: (330) 558-2693 Fax: (330) 558-2670 tmdugan@shiloh.com</p>	<p>Trade Debt</p>		<p>\$795,811.81</p>
<p>22. DSSI, LLC 26261 Evergreen Road Suite 250 Southfield, MI 48076</p>	<p>DSSI, LLC 26261 Evergreen Road Suite 250 Southfield, MI 48076</p> <p>Dennis Buckley Phone: (248) 208-8324 Fax: (248) 208-9095 dbuckley@directsourcing.com</p>	<p>Trade Debt</p>		<p>\$709,417.01</p>
<p>23. Trelleborg Automotive Inc. 180 Dawson Street Sandusky, MI 48471</p>	<p>Trelleborg Automotive Inc.: 180 Dawson Street Sandusky, MI 48471</p> <p>Deb Carter Phone: (269) 639-4227 Fax: (269) 637-8315</p> <p>Joe Gervais Vice President Finance Fax: (269) 637-8315 joe.gervais@trelleborg.com</p>	<p>Trade Debt</p>		<p>\$706,602.18</p>
<p>24. Diversified Machine Inc. 28059 Center Oaks Court Wixom, MI 48393</p>	<p>Diversified Machine Inc. 28059 Center Oaks Court Wixom, MI 48393</p> <p>Robert Rund Phone: (248) 277-4372 Fax: (248) 277-4399 rundr@dvmi.com</p>	<p>Trade Debt</p>		<p>\$687,064.84</p>

25. Contech U.S., LLC 5 Arnolt Drive, Box 710 Piercetown, IN 46562	Contech U.S., LLC 5 Arnolt Drive, Box 710 Piercetown, IN 46562 April Clapper Phone: (269) 384-1269 Fax: (269) 327-9993 april.clapper@contech-global.com	Trade Debt	Disputed	\$669,716.80
26. Waupaca Foundry 1955 Brunner Dr. Waupaca, WI 54981	Waupaca Foundry 1955 Brunner Dr. Waupaca, WI 54981 Kris Pfaehler Phone: (715) 258-6602 Fax: (715) 258-1712 kris.pfaehler@thyssenkrupp.com	Trade Debt		\$629,112.75
27. North American Hoganas 101 Bridge Street Johnstown, PA 15902	North American Hoganas 101 Bridge Street Johnstown, PA 15902 Dean Howard Phone: (814) 781-8618 Ext.1 Fax: (814) 479-2003 dean.howard@nah.com	Trade Debt		\$628,453.22
28. Production Services Management Inc. 1255 Beach Court Saline, MI 48176	Production Services Mgt 1255 Beach Court Saline, MI 48176 Scott Burk Phone: (734) 677-0454 Fax: (734) 527-6156 sburk@psmicorp.com	Trade Debt		\$590,667.62
29. FormTech Industries 2727 W. Fourteen Mile Rd Royal Oak, MI 48073	FormTech Industries 2727 W. Fourteen Mile Rd Royal Oak, MI 48073 Peter Byrne Senior V.P. Sales & Marketing Phone: (248) 597-7344 Fax: (248) 597-7384 peterbyrne@formtech2.com	Trade Debt	Disputed	\$570,102.72
30. Dong Hwa Tech Co.; Ltd 3Ra-117 SiHwa Ind Complex 1271-7 Jungwang-Dong Sihung-SI Gyeonggi-DO	Dong Hwa Tech Co. Ltd 3Ra-117 SiHwa Ind Complex 1271-7 Jungwang-Dong Sihung-SI Gyeonggi-DO Jeon Je Yoon President Phone: (011) 23 84 889-6014 Fax: (011) 82 31 488-9605 jjy9917@hanmail.net	Trade Debt		\$555,055.55

31. Delta Research Corporation 32971 Capital Avenue Livonia, MI 48150	Delta Research Corporation 32971 Capital Avenue Livonia, MI 48150 Bob Sakuta Phone: (734) 261-6400 Fax: (734) 261-0909 bobs@delrecorp.com	Trade Debt		\$548,136.80
32. Jinyoung Industrial Co; Ltd. 472-7 Moknal-Dong, Ansan-City, Kyunggi-DO, Korea	Jinyoung Industrial Co; Ltd. 472-7 Moknal-Dong, Ansan- City, Kyunggi-DO, Korea Helmut Choi Phone: (011) 82-2-501-3104 Fax: (011) 82 31 492-0067 helmut@i-jy.com	Trade Debt		\$546,930.71
33. Superior Controls, Inc. 14925 Galleon Court Plymouth, MI 48170	Superior Controls, Inc. 14925 Galleon Court Plymouth, MI 48170 Phone: (734) 454-0500 Fax: (734) 454-0563	Trade Debt		\$542,484.00
34. Acument Global Technology 6125 E. 18 Mile Road Sterling Heights, MI 48314	Acument Global Technology 6125 E. 18 Mile Road Sterling Heights, MI 48314 Brian Jennings Director, Automotive Sales & Application Engr. Phone: (586) 739-5847 Fax: (586) 739-2101 bjennings@acument.com	Trade Debt		\$519,417.17
35. Full Service Supply Inc. 1600 Technology Way Latrobe, PA 15650	Full Service Supply Inc 1600 Technology Way Latrobe, PA 15650 Scott Toman Phone: (724) 539-5144 Fax: (724) 539-4700 scott.toman@ferguson.com	Trade Debt		\$513,346.37
36. Federal Mogul 26555 Northwestern Hwy Southfield, MI 48034	Federal Mogul World Headquarters 26555 Northwestern Hwy Southfield, MI 48034 James Karass Phone: (248) 354-8857 Fax: (248) 354-9419 Jim.Karas @federalmogul.com	Trade Debt		\$499,734.85
37. MPI 2129 Austin Avenue Rochester Hills, MI 48309-3668	MPI 2129 Austin Avenue Rochester Hills, MI 48309 Norm Dickson Vice President-Sales Phone: (248) 724-7208 Fax: (248) 853-5107 ndickson@mpi-int.com	Trade Debt		\$456,655.93

38. Big Rapids Products, Inc. 1313 Maple Street Big Rapids, MI 49307	Big Rapids Products, Inc. 1313 Maple Street Big Rapids, MI 49307 Jerry Nielsen Phone: (231) 796-3593 Fax: 231-796-9066 jerryn@brproducts.com	Trade Debt		\$438,537.22
39. Ellwood Texas Forge Navasota PO Box 790 Ellwood City, PA 16117	Ellwood Texas Forge Navasota PO Box 790 Ellwood City, PA 16117 Bentraum Huffman V.P. of Finance & Treasurer Phone: (724) 752-3680 Fax: (724) 752-9711 bhuffman@elwd.com	Trade Debt	Disputed	\$437,599.33
40. Cincinnati Gearing Systems 5757 Mariemont Ave. Cincinnati, OH 45227	Cincinnati Gearing Systems 5757 Mariemont Ave. Cincinnati, OH 45227 Bill Tibbe Phone: (513) 271-7700 Fax: (513) 527-8620	Trade Debt		\$427,616.29
41. Hebei Metals #448 W. Helping Rd Shijiazhuang, China 50071	Hebei Metals #448 W. Helping Rd Shijiazhuang , China 50071 Mr. Du Xinyong Phone: 86 – 311 - 85202738 Fax Number: 86-311- 87027972 duxinyong@ hebminmetals.com.cn	Trade Debt		\$426,335.68
42. Aleris International, Inc. 25825 Science Park Drive Suite 400 Beachwood, OH 44122	Aleris International 25825 Science Park Drive Suite 400 Beachwood, OH 44122 Doug Roth Phone: (216) 910-3400 Fax: (216) 910-3656 doug.roth@aleris.com	Trade Debt		\$425,880.66
43. Hitachi Metals America Ltd 41800 W. 11 Mile Rd. Suite 100 Novi, MI 48375	Hitachi Metals America Ltd 41800 W. 11 Mile Rd. Suite 100 Novi, MI 48375 Al Rush Phone: (248) 465-6025 Fax: (248) 465-6020 al.rush@hitmet.com	Trade Debt		\$392,236.38
44. Grede Foundries, Inc. 25870 Island Lake Drive Novi, MI 48374	Grede Foundries, Inc. 25870 Island Lake Drive Novi, MI 48374 Karl Sekerka Phone: (248) 349-5009 Fax: (248) 349 5039 ksekerka@grede.com	Trade Debt		\$362,098.38

45. Mirae Metal Tech Co 1-86 Woelam-dong, Dalseo-gu, Daegu 704 30 R.O. South Korea	Mirae Metal Tech Co 1-86 Woelam-dong, Dalseo-gu, Daegu 704 30 R.O. South Korea Seok-Hee (SK) Park Phone: (011) 82 53 582-2131 Fax: (011) 82 53 581-7292	Trade Debt		\$348,784.50
46. FREMAR IND. 2808 Westway Dr. Brunswick, OH 44212	FREMAR IND. 2808 Westway Dr. Brunswick, OH 44212 Don Brandt Phone: (330) 220-3700 Fax: (330) 220-3800 dbrandt@fre-mar.com	Trade Debt		\$327,800.00
47. Hastech Manufacturing 301 Massey Rd Guelph, ON N1K 1B2	Hastech Manufacturing 301 Massey Rd Guelph, ON N1K 1B2 Phone: (519) 836-7554 Frank Carpino Frank.Carpino@Linamar.com	Trade Debt		\$321,574.89
48. Transform Automotive 7026 Sterling Ponds Court Sterling, MI 48312	Transform Automotive 7026 Sterling Ponds Court Sterling, MI 48312 Phone: (586) 826-8500 Fax: (586)-826-3656 Scott Wilson swilson@transformauto.com	Trade Debt		\$289,244.31
49. Freudenberg - NOK 47690 East Anchor Court Plymouth, MI 48170	Freudenberg - NOK 47690 East Anchor Court Plymouth, MI 48170 Robert May Marketing Manager Phone: (317) 421-3466 Fax: (317) 392-3406 rum@fngp.com	Trade Debt		\$286,621.27
50. Brembo SpA 15300 Centennial Drive Northville, MI 48168	Brembo SpA 15300 Centennial Drive Northville, MI 48168 Mr. Daniel M. Sandberg CEO Phone: (734) 737-5302 Fax: (734) 737-5952 dsandberg@us.brembo.com	Trade Debt		\$277,695.21

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X
In re : Chapter 11
MASG Disposition, Inc., : Case No. 09-____ (____)
Debtor. :
-----X

**DECLARATION REGARDING CONSOLIDATED LIST OF
CREDITORS HOLDING 50 LARGEST UNSECURED CLAIMS**

I, David L. McKee, Secretary of the above-captioned debtor, declare under penalty of perjury that I have reviewed the foregoing "Consolidated List of Creditors Holding 50 Largest Unsecured Claims" and that it is true and correct to the best of my knowledge, information and belief.

Date: May 27, 2009

Signature /s/ David L. McKee
David L. McKee
Secretary

Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both 18 U.S.C. §§ 152 and 3571.

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X
In re : Chapter 11
MASG Disposition, Inc., : Case No. 09-____ (____)
Debtor. :
-----X

LIST OF EQUITY SECURITY HOLDERS

Metaldyne Company LLC
47603 Halyard Drive
Plymouth, MI 48170

100% Ownership Interest

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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X
In re : Chapter 11
MASG Disposition, Inc., : Case No. 09-____ (____)
Debtor. :
-----X

DECLARATION REGARDING LIST OF EQUITY SECURITY HOLDERS

I, David L. McKee, Secretary of the above-captioned debtor, declare under penalty of perjury that I have reviewed the foregoing "List of Equity Security Holders" and that it is true and correct to the best of my knowledge, information and belief.

Date: May 27, 2009

Signature /s/ David L. McKee
David L. McKee
Secretary

MASG DISPOSITION, INC.
(a Michigan corporation)

UNANIMOUS WRITTEN ACTION
OF DIRECTORS OF MASG DISPOSITION, INC.

The undersigned, being all of the members of the Board of Directors of MASG Disposition, Inc., a Michigan corporation (the "Corporation"), in lieu of holding a special meeting of the Board of Directors of the Corporation, hereby take the following actions and adopt the following resolutions by unanimous written consent:

WHEREAS, the Board of Directors of the Corporation has evaluated the Corporation's alternatives in connection with a possible restructuring and has determined that the filing of a voluntary petition for relief under chapter 11 of title 11 of the United States Code is in the best interest of the Corporation and its stakeholders;

RESOLVED, that the Corporation shall be, and it hereby is, authorized to file a voluntary petition (the "Petition") for relief under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code"), in the United States Bankruptcy Court for the Southern District of New York or such other court as the appropriate officer or officers of the Corporation shall determine to be appropriate (the "Bankruptcy Court") and perform any and all such acts as are reasonable, advisable, expedient, convenient, proper or necessary to effect any of the foregoing and the performance of such acts to constitute conclusive evidence of the reasonableness, advisability, expedience, convenience, appropriateness, or necessity thereof;

FURTHER RESOLVED, that the chief executive officer, president, secretary and the treasurer of the Corporation (collectively, the "Designated Officers") shall be, and each of them, acting alone, hereby is, authorized, directed and empowered on behalf of, and in the name of, the Corporation to: (a) execute, acknowledge, deliver and verify the Petition and all other ancillary documents, and cause the Petition to be filed with the Bankruptcy Court and make or cause to be made prior to execution thereof any modifications to the Petition or ancillary documents as any such Designated Officer, in such officer's discretion, deems necessary or desirable to carry out the intent and accomplish the purposes of these resolutions; (b) execute, acknowledge, deliver, verify and file or cause to be filed all petitions, schedules, statements, lists, motions, applications and other papers or documents necessary or desirable in connection with the foregoing; (c) execute, acknowledge, deliver and verify any and all other documents

necessary or appropriate in connection therewith or to administer the Corporation's chapter 11 case in such form or forms as any such Designated Officer may approve; and (d) the actions of any Designated Officer taken pursuant to this resolution, including, the execution, acknowledgment, delivery and verification of the Petition and all ancillary documents and all other agreements, certificates, instruments, guaranties, notices and other documents, shall be conclusive evidence of such Designated Officer's approval and the necessity or desirability thereof;

FURTHER RESOLVED, that the Designated Officers shall be, and each of them hereby is, authorized, directed and empowered to retain, on behalf of, and in the name of, the Corporation: (a) Jones Day; (b) Lazard Freres & Co. LLC; (c) AlixPartners, LLP; (d) Foley & Lardner LLP; and (e) such additional professionals, including attorneys, accountants, financial advisors, investment bankers, actuaries, consultants or brokers, in each case as in such Designated Officers' judgment may be necessary or desirable in connection with the Corporation's chapter 11 case and other related matters, on such terms as such officer or officers shall approve and such Designated Officer's retention thereof to constitute conclusive evidence of such Designated Officer's approval and the necessity or desirability thereof;

FURTHER RESOLVED, that the law firm Jones Day and any additional co-counsel or special or local counsel selected by the Designated Officers, if any, shall be, and hereby are, authorized, empowered and directed to represent the Corporation, as debtor and debtor in possession, in connection with any chapter 11 case commenced by or against it under the Bankruptcy Code;

FURTHER RESOLVED, that the Corporation, as debtor and debtor in possession under chapter 11 of the Bankruptcy Code, shall be, and it hereby is, authorized to: (a) enter into a new debtor in possession financing facility and any associated documents and consummate the transactions contemplated therein (collectively, the "Financing Transactions") with such lenders and on such terms as may be approved by any one or more of the Designated Officers, as may be reasonably necessary or desirable for the continuing conduct of the affairs of the Corporation; and (b) pay related fees and grant security interests in and liens upon some, all or substantially all of the Corporation's assets in each case as may be deemed necessary or desirable by any one or more of the Designated Officers in connection with the Financing Transactions;

FURTHER RESOLVED, that: (a) the Designated Officers shall be, and each of them, acting alone, hereby is, authorized, directed and empowered in the name of, and on behalf of, the Corporation, as debtor and debtor in possession, to take such actions and execute, acknowledge, deliver and verify such agreements, certificates, instruments, guaranties, notices and any and all other documents as the Designated Officers may deem necessary or appropriate to facilitate the Financing Transactions (collectively, the "Financing Documents"); (b) Financing Documents containing such provisions, terms, conditions, covenants, warranties and representations as may be deemed necessary or desirable by the Designated Officers are approved; and (c) the actions of any Designated Officer taken pursuant to this resolution, including the execution, acknowledgement, delivery and verification of all agreements, certificates, instruments, guaranties, notices and other documents, shall be conclusive evidence of such Designated Officer's approval and the necessity or desirability thereof;

FURTHER RESOLVED, that, in addition to the specific authorizations heretofore conferred upon the Designated Officers, each of the officers of the Corporation or their designees shall be, and each of them, acting alone, hereby is, authorized, directed and empowered, in the name of, and on behalf of, the Corporation, to take or cause to be taken any and all such further actions, to execute and deliver any and all such agreements, certificates, instruments, amendments and other documents and to pay all expenses, including filing fees, in each case as in such officer's or officers' judgment shall be necessary or desirable in order fully to carry out the intent and accomplish the purposes of the resolutions adopted herein;

FURTHER RESOLVED, that all acts lawfully done or actions lawfully taken or to be taken by any officer or officers of the Corporation in connection with the implementation of these resolutions in all respects are hereby ratified, confirmed and approved; and

FURTHER RESOLVED, that any Designated Officer shall be, and each of them, acting alone, is authorized to certify and deliver, to any person to whom such certification and delivery may be deemed necessary or appropriate in the opinion of such Designated Officer, a true copy of the foregoing resolutions.

This Written Consent may be executed in multiple counterparts, each of which shall constitute an original and all of which together shall form a single instrument. This Written Consent shall be effective as of the date first written below when executed by all of the directors in the places designated for their signatures below. Upon execution of this Written Consent, the undersigned hereby direct that this Written Consent be filed in the Corporation's minute book.

/s/ Thomas A. Amato
Thomas A. Amato
Date: May 27, 2009

/s/ Terry Iwasaki
Terry Iwasaki
Date: May 27, 2009