

JONES DAY
222 East 41st Street
New York, New York 10017
Telephone: (212) 326-3939
Facsimile: (212) 755-7306
Richard H. Engman

- and -

JONES DAY
North Point
901 Lakeside Avenue
Cleveland, Ohio 44114
Telephone: (216) 586-3939
Facsimile: (216) 579-0212
Heather Lennox
Ryan T. Routh

Attorneys for Debtors
and Debtors in Possession

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

-----X
In re : Chapter 11
Metaldyne Corporation, *et al.*, : Case No. 09-13412 (MG)
Debtors. : (Jointly Administered)
-----X

**NOTICE OF SALE AND SOLICITATION OF BIDS TO PURCHASE
CERTAIN ASSETS RELATED TO THE DEBTORS' CHASSIS GROUP,
TERMS AND CONDITIONS OF BIDDING PROCEDURES AND ASSUMPTION
AND ASSIGNMENT OF EXECUTORY CONTRACTS AND UNEXPIRED LEASES**

PLEASE TAKE NOTICE OF THE FOLLOWING:

1. Metaldyne Corporation ("Metaldyne"), one of the above-captioned debtors and debtors in possession (collectively, the "Debtors"), has filed a motion (the "Motion") seeking the approval from the United States Bankruptcy Court for the Southern District of New York

(the "Bankruptcy Court") to sell certain assets (the "Chassis Assets") of the Debtors and their nondebtor affiliates (collectively, the "Metaldyne Companies") related to their chassis business (the "Chassis Group") to the highest and best bidder through an auction process (any such sale, a "Sale Transaction").

2. The Metaldyne Companies' Chassis Group is a leading supplier of components and sub-assemblies used in a variety of engineered chassis applications, including wheel-ends, knuckles and mini-corner assemblies.

3. The Debtors are soliciting offers for the purchase of the Chassis Assets, and the Bankruptcy Court has entered an order (the "Bidding Procedures Order") approving auction and sale procedures (the "Bidding Procedures") for the Chassis Assets.¹ Capitalized terms not otherwise defined herein have the meanings given to them in the Bidding Procedures Order or the Bidding Procedures.

4. In a motion (the "Sale Motion") filed with the Bankruptcy Court on June 25, 2009, the Debtors proposed to: (a) sell certain of the Chassis Assets owned by the Debtors (the "Debtor Chassis Assets") to a Successful Bidder after conducting an auction (the "Auction") free and clear of all liens, claims, or encumbrances thereon, with all such interests in the Debtor Chassis Assets to be transferred, and attach, to the proceeds of the Sale Transaction with the same validity and priority (except for certain assumed liabilities specifically described in the Successful Bid); and (b) assume and assign certain executory contracts and unexpired leases of the Debtors (any such contract, a "Debtor Contract") to the Successful Bidder. You may obtain a copy of the Sale Motion and related documents by: (a) sending a written request to Jones Day, 901 Lakeside Avenue, North Point, Cleveland, Ohio 44114

¹ A copy of the Bidding Procedures Order is attached hereto as Exhibit 1. **[Footnote omitted from publication version of notice.]**

(Attention: Betty Yakovich), Facsimile: (216) 579-0212; or (b) accessing the website of the Debtors' claims and noticing agent, BMC Group, at www.bmcgroup.com/metaldyne. A list of the Debtor Contracts which the Debtors anticipate may be assumed and assigned in connection with any Sale Transaction and the cure costs associated with the assumption of such Debtor Contracts (the "Contract and Cure Schedule") will be filed on or before July 15, 2009.

5. As part of the Sale Transaction, the Debtors and the Successful Bidder will seek an order from the Bankruptcy Court stating that the Successful Bidder is not liable for certain claims related to or connected with the operation of the Chassis Group's business prior to closing, including but not limited to any claims against the Debtors, or any claims for successor or vicarious liability of any kind or character whether known or unknown as of the closing of the Sale Transaction, whether now existing or hereafter arising, or whether fixed or contingent, with respect to the Chassis Assets or any obligations of the Debtors arising prior to the closing of the Sale Transaction, except as provided for in the Successful Bid, including, but not limited to, liabilities on account of any taxes arising, accruing, or payable under, out of, in connection with, or in any way relating to the operation of the Chassis Assets prior to the closing of the Sale Transaction.

6. The Bankruptcy Court has scheduled the Auction of the Chassis Assets for **August 3, 2009 at 10:00 a.m. (Prevailing Eastern Time)** at the offices of Jones Day, 222 East 41st Street, New York, New York 10017. All interested parties are invited to submit a Qualifying Bid to purchase the Chassis Assets.

7. A hearing to approve the Successful Bid and the sale of the Chassis Assets to the Successful Bidder is scheduled to be conducted on **August 4, 2009 at 10:00 a.m. (Prevailing Eastern Time)**, in Room 501 of the United States Bankruptcy Court, Alexander

Hamilton Custom House, One Bowling Green, New York, New York 10004, or as soon thereafter as counsel may be heard.

8. Except as provided in paragraphs 9 through 12 below, to be considered, objections to the Motion or any of the relief sought therein must (a) be in writing, (b) state the basis of such objection with specificity, (c) conform to the Federal Rules of Bankruptcy Procedure and the Local Rules of the United States Bankruptcy Court for the Southern District of New York, (d) be filed with the Bankruptcy Court and served in accordance with the rules of the Bankruptcy Court upon (1) Metaldyne Corporation, 47603 Halyard Drive, Plymouth, Michigan 48170-2429 (Attn: David McKee, Esq., General Counsel); (2) counsel for the Debtors, Jones Day, 222 East 41st Street, New York, New York 10017 (Attn: Richard H. Engman, Esq.) and Jones Day, 901 Lakeside Avenue, North Point, Cleveland, Ohio 44114 (Attn: Heather Lennox, Esq. and Ryan T. Routh, Esq.); (3) counsel to the Creditors' Committee, Reed Smith LLP, 1201 Market Street, Suite 1500, Wilmington, Delaware 19801 (Attn: Kurt F. Gwynne, Esq.); (4) counsel to the DIP Agent, White & Case, 1155 Avenue of the Americas, New York, New York 10036 (Attn: Eric F. Leicht, Esq. and Scott Greissman, Esq.); (5) counsel to General Motors Corporation, Honigman, Miller, Schwartz & Cohn LLP, 2290 First National Building, 660 Woodward Ave, Detroit, Michigan 48226 (Attn: Aaron M. Silver, Esq. and Donald F. Baty Jr., Esq.); (6) counsel to Ford Motor Company, Miller, Canfield, Paddock & Stone PLC, 150 West Jefferson Ave, Suite 2500, Detroit, Michigan 48226 (Attn: Jonathan S. Green, Esq. and Timothy A. Fusco, Esq.); (7) counsel to Chrysler LLC, Dickinson Wright PLLC, 500 Woodward Ave., Suite 4000, Detroit, Michigan 48226 (Attn: James A. Plemmons, Esq. and Kristi A. Katsma, Esq.); (8) counsel to Nissan North America, Inc., Waller Lansden Dortch & Davis, LLP Nashville City Center, 511 Union Street, Suite 2700, Nashville, TN 37219 (Attn: Eric

Schultenover, Esq.); (9) counsel to Honda of America Mfg., Inc., Vorys, Sater, Seymour and Pease LLP, 52 East Gay Street, P. O. Box 1008, Columbus, OH 43216-1008, (Attn: Robert A. Bell, Jr., Esq.); (10) counsel to the UAW, Cohen, Weiss & Simon LLP, 330 W. 42nd Street, New York, New York 10036 (Attn: Babette A. Cecotti, Esq.); and (11) counsel to the Prepetition Term Lenders, Fried, Frank, Harris, Shriver & Jacobson LLP, One New York Plaza, New York, New York 10004 (Attn: Gary Kaplan, Esq.) (collectively, the "Notice Parties"), so as to be actually received **no later than 4:00 p.m. (Prevailing Eastern Time) on July 24, 2009.**

9. Any objections to any proposed cure amount(s) for any Debtor Contract (any such objection, a "Cure Objection") must be in writing and filed with the Court and served on the Notice Parties so as to be received **no later than 4:00 p.m. (Prevailing Eastern Time) on July 24, 2009.** If no timely Cure Objection is filed and served with respect to a Debtor Contract, the cure amounts identified in the Contract and Cure Schedule with respect to the Debtor Contracts will be the only amounts necessary under section 365(b) of the Bankruptcy Code to cure all monetary defaults under such contracts.

10. Any other objections to the provision assumption and assignment of a Debtor Contract, including the inability to cure non-monetary defaults or failure to provide adequate assurance of future performance (any such objection, an "Assumption/Assignment Objection"), may be raised at any time up until the commencement of the Sale Hearing and verbally at the Sale Hearing, if not previously raised. If no timely Assumption/Assignment Objection is raised with respect to a Debtor Contract, the Successful Bidder will be deemed to have provided adequate assurance of future performance under the Debtor Contract in accordance with section 365(f)(2)(B) of the Bankruptcy Code.

11. Any objections to the assumption and assignment of Additional Contracts

(as such term is defined in the Bidding Procedures Order), including but not limited to any objections to the provision of adequate assurance, the proposed Cure Cost or the inability to cure non-monetary defaults associated with an Additional Contract, must be filed with the Court and served on the Notice Parties so as to be received no later than 4:00 p.m. (Eastern Time) on the date that is 5 days following the Debtors' delivery of notice to an affected counterparty of the proposed assumption and assignment of such Additional Contract and of any Cure Costs associated therewith.

12. Any objections to a sale of assets owned directly or indirectly by a non-Debtor subsidiary of a Debtor must be in writing and filed with the Court and served on the Notice Parties so as to be received no later than 4:00 p.m. (Prevailing Eastern Time) on July 29, 2009.

13. The Auction and/or Sale Hearing may be adjourned, from time to time, without further notice to creditors or parties in interest other than by announcement of the adjournment in open court or on the Bankruptcy Court's calendar.

Dated: _____
New York, New York

Respectfully submitted,

Richard H. Engman
JONES DAY
222 East 41st Street
New York, New York 10017
Telephone: (212) 326-3939
Facsimile: (212) 755-7306

- and -

Heather Lennox
Ryan T. Routh
JONES DAY
North Point
901 Lakeside Avenue
Cleveland, Ohio 44114
Telephone: (216) 586-3939
Facsimile: (216) 579-0212

ATTORNEYS FOR DEBTORS AND
DEBTORS IN POSSESSION

EXHIBIT 1

[Omitted from Publication Version]