Hearing Date and Time: January 11, 2010 at 2:00 p.m.
Response Deadline: January 6, 2010 at 12:00 p.m.

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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re	Chapter 11
Oldco M Corporation (f/k/a Metaldyne Corporation), *et al.*,	Case No. 09-13412 (MG)
Debtors.	(Jointly Administered)

MOTION OF DEBTORS AND DEBTORS IN POSSESSION FOR AN ORDER (I) APPROVING DISCLOSURE STATEMENT, (II) ESTABLISHING PROCEDURES FOR SOLICITATION AND TABULATION OF VOTES TO ACCEPT OR REJECT JOINT PLAN OF LIQUIDATION, (III) SCHEDULING HEARING ON CONFIRMATION OF JOINT PLAN OF LIQUIDATION AND (IV) APPROVING RELATED NOTICE PROCEDURES

TO THE HONORABLE MARTIN GLENN
UNITED STATES BANKRUPTCY JUDGE:

The above-captioned debtors and debtors in possession (collectively, the "Debtors") hereby move the Court for the entry of an order (i) approving the Disclosure Statement with Respect to Joint Plan of Liquidation of Debtors and Debtors in Possession, filed contemporaneously herewith (as it may be amended or modified, the "Disclosure Statement"); (ii) establishing the procedures for the solicitation and tabulation of votes to accept or reject the Joint Plan of Liquidation of Debtors and Debtors in Possession, filed contemporaneously herewith (as it may be amended or modified, the "Plan"),[1] including approval of (A) the forms of ballots for submitting votes on the Plan, (B) the deadline for submission of such ballots, (C) the contents of the proposed solicitation packages to be distributed to creditors in connection with the solicitation of votes on the Plan (collectively, the "Solicitation Packages"), (D) the proposed record date for Plan voting and (E) certain related relief (collectively, the "Solicitation Procedures"); and (iii) scheduling a hearing on confirmation of the Plan (the "Confirmation Hearing") and approving certain related notice procedures (collectively, the "Confirmation Procedures").

Preliminary Statement

By this Motion, and as described in detail below, the Debtors seek the Court's approval of various substantive and procedural matters central to the Plan confirmation process. As a threshold matter, the Debtors seek approval of the Disclosure Statement as providing "adequate information" within the meaning of section 1125(a) of the Bankruptcy Code, 11

[1] Capitalized terms not otherwise defined herein have the meanings given to them in the Plan or the exhibits to this Motion (collectively, the "Exhibits"), as applicable. Unless otherwise indicated, all references to paragraphs and Exhibits herein are to the paragraphs in, and Exhibits to, this Motion. Capitalized terms used in the Exhibits, but not defined therein, have the meanings given to them in this Motion or, if not defined herein, in the Plan.

U.S.C. §§ 101-1532 (the "Bankruptcy Code"). The Debtors submit that the wealth of information contained within the Disclosure Statement satisfies the standard for approval set forth in the Bankruptcy Code, as interpreted by courts within the Second Circuit (including courts within this District).

Contingent upon approval of the Disclosure Statement, the Debtors further seek approval of two discrete sets of procedures, each designed to streamline and/or effect the Plan confirmation process. Specifically, the Debtors seek to implement: (i) the Solicitation Procedures establishing the form and manner of, as well as certain rules and timelines governing, the solicitation and tabulation of votes on the Plan; and (ii) the Confirmation Procedures scheduling the Confirmation Hearing, providing for adequate notice thereof and creating a framework for the filing and service of objections to Confirmation (and any responses thereto). The Debtors submit that each of these procedures (described at length herein and in the Exhibits) are necessary and reasonable given the size and complexity of these chapter 11 cases and comply fully with the requirements of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules") and the Local Bankruptcy Rules and, therefore, should be approved. In further support of this Motion, the Debtors respectfully represent as follows:

Background

1. On May 27, 2009 (the "Petition Date"), the Debtors filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code"). By an order entered on May 29, 2009, the Debtors' chapter 11 cases have been consolidated for procedural purposes only and are being jointly administered. The Debtors are authorized to continue to operate their businesses and manage their properties as debtors in possession, pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

2. On June 4, 2009, the United States Trustee appointed, pursuant to section 1102 of the Bankruptcy Code, an official committee of unsecured creditors (Docket No. 129) (the "Creditors' Committee").

3. Oldco M Corporation (f/k/a/ Metaldyne Corporation) is a wholly-owned subsidiary of Metaldyne Holdings LLC ("Metaldyne Holdings"), which, in turn, is a wholly-owned subsidiary of Asahi Tec Corporation ("Asahi Tec"), a Japanese corporation. RHJ International S.A. ("RHJI"), a corporation formed under the laws of Belgium and listed on the Euronext exchange, presently holds approximately 60.1% of the outstanding capital stock of Asahi Tec. Debtor MD Products Corp. ("MD Products") is a New York corporation. Oldco M Corporation is the direct or indirect parent of MD Products, each of the other Debtors and each of the Debtors' nondebtor subsidiaries (collectively, the "Oldco M Companies"). As of the Petition Date, the Oldco M Companies were leading global manufacturers of highly engineered metal components for the global light vehicle market and among the 50 largest auto parts suppliers in North America.

4. Shortly after the Petition Date, the Debtors filed motions (Docket Nos. 214 and 323) to sell a majority of their assets and to establish an auction process or processes and bid procedures to consummate these sales, and also began the process of marketing their other business units for sale (collectively, the "Sale Processes"). The Sale Processes generated substantial interest in the Debtors' assets throughout June and July of 2009 and, ultimately, more than 10 parties submitted indications of interest and proposed asset purchase agreements for one or more of the Debtors' business units.

5. On August 5, 2009 and August 6, 2009, the Debtors held an auction (the "Auction"), pursuant to which MD Investors Corporation ("MD Investors") presented a bid

for the assets, which included a cash component, a credit bid component and other consideration. On August 12, 2009, the Court entered an order (Docket No. 674) (the "Sale Order") authorizing the sale to MD Investors (the "MD Investors Transaction") of substantially all of the Debtors' assets free and clear of all liens, claims, interests and encumbrances. The MD Investors Transaction closed on October 16, 2009. The Debtors are in the process of winding down and liquidating their remaining assets and seeking confirmation of a plan of liquidation in these cases.

6. For the fiscal year ended March 29, 2009, the Oldco M Companies recorded annual revenue of approximately $1.32 billion, of which approximately $782 million was from sales of the Debtors. As of March 29, 2009, utilizing book values, the Oldco M Companies had assets of approximately $977 million and liabilities of approximately $927 million.

Jurisdiction

7. This Court has subject matter jurisdiction to consider this matter pursuant to 28 U.S.C. § 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

Relief Requested

8. Pursuant to sections 1125, 1126 and 1128 of the Bankruptcy Code, Rules 2002, 3017, 3018 and 3020 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules") and Local Bankruptcy Rules 3017-1 and 3018-1, the Debtors hereby seek the entry of an order approving (a) the Disclosure Statement, (b) the Solicitation Procedures and (c) the Confirmation Procedures.

The Plan and Disclosure Statement

9. Contemporaneously with the filing of this Motion, the Debtors filed the Disclosure Statement and the Plan. The Plan is premised on the substantive consolidation of all of the Debtors.

10. The Plan provides for the following treatment of classes of claims against and interests in the Debtors:

a. Class 1. Allowed Priority Claims against all of the Debtors are unimpaired under the Plan and will be satisfied in full. Holders of Claims in Class 1 are conclusively presumed to have accepted the Plan and are not entitled to vote to accept or reject the Plan.

b. Class 2. Secured Claims are unimpaired under the Plan. On the Effective Date, unless otherwise agreed by a Claim holder and the applicable Debtor or the Distribution Trustee, each holder of an Allowed Claim in Class 2 will receive on account of such Allowed Other Secured Claim (a) cash equal to the amount of such Allowed Claim, or (b) the collateral securing such Allowed Claim. Holders of Claims in Class 2 are conclusively presumed to have accepted the Plan and are not entitled to vote to accept or reject the Plan.

c. Class 3. Customer Note Claims are impaired under the Plan. Holders of Allowed Customer Note Claims shall be treated as unsecured claims under the Plan and will receive a Pro Rata share of Unsecured Creditor Distributions. The holders of claims in Class 3 are entitled to vote to accept or reject the Plan.

d. Class 4. General Unsecured Claims are impaired under the Plan. Holders of Allowed 2013 Senior Note Claims, Allowed 2012 Senior Subordinated Note Claims or any other Allowed General Unsecured Claims will receive a Pro Rata share of Unsecured Creditor Distributions. The holders of claims in Class 4 are entitled to vote to accept or reject the Plan.

e. Class 5. Prepetition Intercompany Claims are impaired under the Plan. No property will be distributed to or retained by the holders of Prepetition Intercompany Claims in Class 5.

f. Class 6. Subordinated Securities Claims are impaired under the Plan. No property will be distributed to or retained by the holders of Subordinated Securities Claims in Class 6. Holders of Class 6 Claims will be deemed to have rejected the Plan.

g. Classes 7 and 8. Old Common Stock of Oldco M and Subsidiary Debtor Equity Interests are impaired under the Plan. No property will be distributed to or retained by Allowed Interests in Classes 7 and 8, and such Interests will be canceled on the Effective Date. Holders of such Interests will be deemed to have rejected the plan.

11. The hearing to consider approval of the relief requested in this Motion, including approval of the Disclosure Statement, currently is scheduled for 2:00 p.m. on January 11, 2010 (the "Disclosure Statement Hearing"), with the deadline to object to approval of the Disclosure Statement established as 12:00 p.m. on January 6, 2010. If the Disclosure Statement and this Motion are approved by the Court, the Debtors propose the following timeline with respect to the solicitation and confirmation of the Plan: (a) the Debtors will mail Solicitation Packages on or before January 14, 2010, (b) the voting and objection deadline with respect to the Plan will be February 12, 2010 and (c) the Confirmation Hearing will be held on February 23, 2010 at 10:00 a.m.

12. The Debtors also request leave to file (a) any consolidated reply to any objections to the Plan two business days prior to the Confirmation Hearing and (b) the affidavit of the Solicitation and Tabulation Agent (as such term is defined below) certifying the amount and number of allowed claims and allowed interests of each class accepting or rejecting the Plan (the "Tabulation Affidavit") no later than seven days prior to the Confirmation Hearing in accordance with Local Bankruptcy Rule 3018-1(a).[2] The Debtors submit that the issues raised in any objections to the Plan, and any proposed resolutions to those issues, can more efficiently and effectively be considered by the Court and parties in interest if the Debtors are permitted to file a consolidated reply to the objections that will set forth responses to the issues raised and, if

[2] Local Bankruptcy Rule 3018-1(a) ("Certification of Vote") provides that "[a]t least seven days prior to the hearing on confirmation of a . . . chapter 11 plan, the proponent of a plan or the party authorized to receive the acceptances and rejections of the plan shall certify to the Court in writing the amount and number of allowed claims or allowed interests of each class accepting or rejecting the plan."

appropriate, proposed modifications to the Plan to address those issues. The Debtors also will include with any consolidated reply a chart summarizing any objections to the Plan and any proposed resolutions thereto for the Court's convenience. In light of the current posture of these chapter 11 cases, the Debtors submit that the proposed timeline: (a) is reasonable and appropriate under the circumstances; and (b) demonstrates the fundamentally fair and equitable nature of the procedures proposed herein.

Request for Approval of the Disclosure Statement

13. The Debtors request that the Disclosure Statement be approved as providing "adequate information" in accordance with section 1125 of the Bankruptcy Code. For the reasons described below, the Debtors submit that such approval is warranted and appropriate.

14. Under section 1125 of the Bankruptcy Code, a debtor must provide its creditors and interest holders with "adequate information" regarding the debtor's proposed plan:

> "[A]dequate information" means information of a kind, and in sufficient detail, as far as is reasonably practicable in light of the nature and history of the debtor and the condition of the debtor's books and records, including a discussion of the potential material Federal tax consequences of the plan to the debtor, any successor to the debtor, and a hypothetical investor typical of the holders of claims or interests in the case, that would enable such a hypothetical investor of the relevant class to make an informed judgment about the plan . . . . [I]n determining whether a disclosure statement provides adequate information, the court shall consider the complexity of the case, the benefit of additional information to creditors and other parties in interest, and the cost of providing additional information . . . .

11 U.S.C. § 1125(a)(1). Thus, a debtor's disclosure statement must, as a whole, provide information that is "reasonably practicable" to permit an "informed judgment" by creditors and interest holders entitled to vote on the debtor's chapter 11 plan. See Abel v. Shugrue (In re Ionosphere Clubs, Inc.), 179 B.R. 24, 29 (S.D.N.Y. 1995); In re Amfesco Indus., Inc., No. CV-88-2952 (JBW), 1988 WL 141524, at *5 (E.D.N.Y. Dec. 21, 1988) (stating that "[u]nder

section 1125 of the Bankruptcy Code, a reasonable and typical creditor or equity security holder must be provided 'adequate information' to make an informed judgment regarding a proposed plan."); BSL Operating Corp. v. 125 E. Taverns, Inc. (In re BSL Operating Corp.), 57 B.R. 945, 950 (Bankr. S.D.N.Y. 1986) (stating that "[s]ection 1125 might be described as a non-rigid 'how-to-inform' section . . . . A disclosure statement . . . is evaluated only in terms of whether it provides sufficient information to permit enlightened voting by holders of claims or interests."); see also In re Copy Crafters Quickprint, Inc., 92 B.R. 973, 979 (Bankr. N.D.N.Y. 1988) (the adequacy of a disclosure statement is to be "determined on a case-specific basis under a flexible standard that can promote the policy of chapter 11 towards fair settlement through a negotiation process between informed interested parties.").

15. The Court has broad discretion in determining whether a disclosure statement contains adequate information. See Mabey v. Sw. Elec. Power Co. (In re Cajun Elec. Power Coop.), 150 F.3d 503, 518 (5th Cir. 1998), cert. denied, 119 S. Ct. 2019 (1999); In re Worldcom, Inc., No. M-47 HB, 2003 WL 21498904, at *10 (S.D.N.Y. Jun. 30, 2003) (stating that "[t]he determination of what is adequate information is subjective and made on a case by case basis. This determination is largely within the discretion of the bankruptcy court.") (quoting Ionosphere, 179 B.R. at 29); Kirk v. Texaco, Inc., 82 B.R. 678, 682 (S.D.N.Y. 1988) (stating that "[t]he legislative history could hardly be more clear in granting broad discretion to bankruptcy judges under § 1125(a): 'Precisely what constitutes adequate information in any particular instance will develop on a case-by-case basis. Courts will take a practical approach as to what is necessary under the circumstances of each case . . . .'") (quoting H.R. Rep. No. 595, at 408-09 (1977), reprinted in 1978 U.S.C.C.A.N. 5787, 6365). This grant of discretion was intended to permit courts to tailor the disclosures made in connection with a chapter 11 reorganization plan

while recognizing the broad range of businesses in which the Debtors engage and circumstances accompanying the chapter 11 cases. See H.R. Rep. No. 595, at 408-09 (1977), reprinted in 1978 U.S.C.C.A.N. 5963, 6364-65. Accordingly, the determination of the adequacy of information in a disclosure statement must be made on a case-by-case basis, focusing on the unique facts and circumstances of each case.

16. Here, the Disclosure Statement contains ample information, including information with respect to: (a) the terms of the Plan; (b) a description of relevant events preceding the Debtors' chapter 11 cases; (c) the operation of the Debtors' businesses during the course of their chapter 11 cases; (d) a description of the Sale Processes and the closing of the MD Investors Transaction; (e) a description of the windown activity undertaken by the Debtors; (f) estimates of the claims asserted, or to be asserted, against the Debtors' estates and the value of distributions to be received by holders of allowed claims and allowed interests; (g) a feasibility analysis demonstrating that the Plan is feasible; (h) the risk factors affecting the Plan; (i) the establishment of the Distribution Trust under the Plan and the terms of such trust; (j) the method and timing of distributions under the Plan; (k) a liquidation analysis identifying the estimated return that creditors would receive if the Debtors' bankruptcy cases were converted to cases under chapter 7 of the Bankruptcy Code; and (l) the federal tax consequences of the Plan. Accordingly, the Disclosure Statement contains adequate information within the meaning of section 1125 of the Bankruptcy Code.

Notice of the Disclosure Statement Hearing

17. Rule 3017(a) of Bankruptcy Rules provides as follows:

> [A]fter a disclosure statement is filed in accordance with [Bankruptcy] Rule 3016(b), the court shall hold a hearing on at least 28 days' notice to the debtor, creditors, equity security holders and other parties in interest as provided in [Bankruptcy] Rule 2002 to consider the disclosure statement and any objections or

> modifications thereto. The plan and the disclosure statement shall be mailed with the notice of the hearing only to the debtor, any trustee or committee appointed under the [Bankruptcy] Code, the Securities and Exchange Commission, and any party in interest who requests in writing a copy of the statement or plan.

Fed. R. Bankr. P. 3017(a). In addition, Bankruptcy Rule 2002(b) requires notice by mail to all creditors and indenture trustees of the time set for filing objections to, and the hearing to consider approval of, a disclosure statement. Bankruptcy Rule 2002(d) requires that equity security holders be given notice of the foregoing in the manner and the form directed by the Court.

18. In accordance with the foregoing Bankruptcy Rules, contemporaneously with the filing of this Motion, the Debtors are serving a notice of the Disclosure Statement Hearing, substantially in the form attached hereto as Exhibit A and incorporated herein by reference (the "Disclosure Statement Notice"), by first class mail, postage prepaid, on the following parties (collectively, the "Service Parties"): (a) all persons or entities that have filed proofs of claim against the Debtors on or before the date of the Disclosure Statement Notice; (b) all creditors or potential creditors identified in the Debtors' respective schedules of assets and liabilities as they may have been or may be amended, modified or supplemented; (c) all other parties in interest that have filed requests for notice pursuant to Bankruptcy Rule 2002 in the Debtors' chapter 11 cases; and (d) the United States at the locations required by Bankruptcy Rule 2002(j).[3] Among other things, the Disclosure Statement Notice identifies the date, time and

[3] Certain parties in these cases, such as the U.S. Trustee and Creditors' Committee, have been served with this motion and all exhibits.

place of the Disclosure Statement Hearing and the deadline and procedures for asserting objections to the approval of the Disclosure Statement.[4]

19. In addition, the Debtors have established a document website at www.bmcgroup.com/metaldyne where parties may review the Plan, the Disclosure Statement and related exhibits without charge.

20. The Debtors submit that the foregoing procedures provide adequate notice of the Disclosure Statement Hearing and, accordingly, request that the Court approve such notice as appropriate and in compliance with the requirements of the Bankruptcy Code, the Bankruptcy Rules and the Local Bankruptcy Rules.

The Solicitation Procedures

Approval of Form of Ballots

21. Bankruptcy Rule 3017(d) requires the Debtors to mail a form of ballot that substantially conforms to Official Form No. 14 only to "creditors and equity security holders entitled to vote on the plan." Fed. R. Bankr. P. 3017(d). The Debtors propose to distribute to creditors entitled to vote on the Plan one or more ballots substantially in the forms attached hereto collectively as Exhibit B and incorporated herein by reference (collectively, the "Ballots"). The Ballots are based on Official Form No. 14, but have been modified to address the particular terms of the Plan. The Debtors propose that the appropriate form of Ballot

[4] In particular, the Disclosure Statement Notice provides that objections or proposed modifications to the Disclosure Statement, if any, must: (a) be in writing; (b) state the name and address of the objecting party and the nature of the claim or interest of such party; (c) state with particularity the basis and nature of any objection or proposed modification and provide the specific language of any proposed modification, where possible; and (d) be filed with the Court and served on the parties identified in the Disclosure Statement Notice so that the objection or proposed modification is served and actually received by the applicable parties by no later than 12:00 p.m., Eastern Time, on January 6, 2010.

will be distributed to holders of Claims and Interests in the classes entitled to vote to accept or reject the Plan, as follows:

Ballot No. 1	Ballot for Customer Note Claims in Class 3.
Ballot No. 2 (1) – (2)	Individual Ballot to be returned by Individual Recordholders to the Solicitation and Tabulation Agent (as such term is defined below) on account of 2012 Senior Subordinated Note Claims and 2013 Senior Note Claims in Class 4.
Ballot No. 3 (1) – (2)	Individual Ballot to be returned to a Master Ballot Agent on account of 2012 Senior Subordinated Note Claims and 2013 Senior Note Claims in Class 4.
Ballot No. 4 (1) – (2)	Master Ballots for Master Ballot Agent to return to the Solicitation and Tabulation Agent for 2012 Senior Subordinated Note Claims and 2013 Senior Note Claims in Class 4.
Ballot No. 5	Ballot for other General Unsecured Claims in Class 4.

22. Classes 1 (Priority Claims) and 2 (Secured Claims) under the Plan are unimpaired and, therefore, are conclusively presumed to accept the Plan in accordance with section 1126(f) of the Bankruptcy Code.[5] Classes 5, 6, 7 and 8 are impaired under the Plan, are receiving no distribution under the Plan and, therefore, are deemed to reject the Plan pursuant to section 1126(g) of the Bankruptcy Code. See 11 U.S.C. § 1126(g).

23. For the foregoing reasons, solicitation of Classes 1, 2, 5, 6, 7 and 8 (collectively, the "Non-Voting Classes") under the Plan is not required, and no Ballots have been proposed for creditors and equity security holders in these classes.

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[5] Section 1126(f) of the Bankruptcy Code provides that "a class that is not impaired under a plan, and each holder of a claim or interest of such class, are conclusively presumed to have accepted the plan, and solicitation of acceptances with respect to such class from the holders of claims or interests of such class is not required." 11 U.S.C. § 1126(f).

24. Certain claimants in Class 4 are Beneficial Owners of an hold Series A and Series B 10% Senior Notes due 2013 and Series A and Series B 11% Senior Subordinated Notes due 2012 (collectively, the "Notes") through brokers, banks, dealers or other agents or nominees (each, a "Master Ballot Agent"). As described more fully in the proposed Noteholders Solicitation Procedures (as such term is defined below), each Master Ballot Agent will receive both (a) a Master Ballot to be completed by the Master Ballot Agent and (b) Individual Ballots to be completed by the beneficial owners of the Notes for whom the Master Ballot Agent provides services (collectively, the "Beneficial Owners"). Each Master Ballot Agent will make arrangements to distribute Individual Ballots to the applicable Beneficial Owners, who will complete and return the Individual Ballots to the applicable Master Ballot Agent. The Master Ballot Agent then will (a) tally on the Master Ballot the votes of the Beneficial Owners that return Individual Ballots and (b) return the completed Master Ballot to the Solicitation and Tabulation Agent at the address or facsimile number identified on the applicable Ballot.

Voting Deadline for Receipt of Ballots

25. Bankruptcy Rule 3017(c) provides that, "[o]n or before approval of [a] disclosure statement, the Court shall fix a time within which the holders of claims and interests may accept or reject [a] plan . . . ." Fed. R. Bankr. P. 3017(c). The Debtors anticipate commencing the Plan solicitation period by mailing Ballots and other approved solicitation materials no later than January 14, 2010. Based on this schedule, the Debtors propose that, to be counted as votes to accept or reject the Plan, all Ballots must be properly executed, completed and delivered to the Solicitation and Tabulation Agent[6] either (a) by mail in the return envelope

[6] On May 29, 2009, the Court entered an order (Docket No. 73) appointing BMC Group, Inc. (the "Solicitation and Tabulation Agent") as the claims, noticing and ballot agent in these chapter 11 cases. (Cont.'d)

provided with each Ballot, (b) by overnight courier or (c) by personal delivery so that, in each case, all Ballots are received by the Solicitation and Tabulation Agent no later than 5:00 p.m., Eastern Time, on February 12, 2010, or such other date established by the Debtors that is at least 28 days after the commencement of the solicitation period in accordance with Exhibit E (the "Voting Deadline"). In addition, to accommodate the additional tabulation activities that must be performed by Master Ballot Agents, the Debtors further propose that Master Ballots, if necessary, may be submitted by facsimile so that they are received by the Solicitation or Tabulation Agent prior to the Voting Deadline; provided, however, that the Master Ballots Agents submit the original Master Ballots to the Solicitation and Tabulation Agent by overnight courier so that they are received the day immediately following the Voting Deadline. Except as set forth in the preceding sentence, no Ballots may be submitted by facsimile or electronic mail, and any Ballots submitted by facsimile or electronic mail will neither be accepted nor counted.

26. The Debtors submit that a 29-day solicitation period provides sufficient time for creditors to make informed decisions to accept or reject the Plan and submit timely Ballots.

Procedures for Vote Tabulation

27. Section 1126(c) of the Bankruptcy Code provides:

> A class of claims has accepted a plan if such plan has been accepted by creditors, other than any entity designated under subsection (e) of this section, that hold at least two-thirds in amount and more than one-half in number of the allowed claims of such class held by creditors, other than any entity designated under subsection (e) of this section, that have accepted or rejected such plan.

11 U.S.C. § 1126(c). Similarly, section 1126(d) of the Bankruptcy Code provides:

Among other things, the Solicitation and Tabulation Agent will provide balloting and solicitation services, including producing personalized ballots and tabulating creditor ballots on a daily basis.

> A class of interests has accepted a plan if such plan has been accepted by holders of such interests, other than any entity designated under subsection (e) of this section, that hold at least two-thirds in amount of the allowed interests of such class held by owners of such interests, other than any entity designated under subsection (e) of this section, that have accepted or rejected such plan.

11 U.S.C. § 1126(d). Further, Bankruptcy Rule 3018(a) provides that the "court after notice and hearing may temporarily allow the claim or interest in an amount which the court deems proper for the purpose of accepting or rejecting a plan." Fed. R. Bankr. P. 3018(a).

28. Solely for purposes of voting to accept or reject the Plan — and not for the purpose of the allowance of, or distribution on account of, any claim or interest and without prejudice to the rights of the Debtors in any other context — the Debtors propose that each Claim within a class of Claims, or Interest within a class of Interests, entitled to vote to accept or reject the Plan be temporarily allowed in accordance with the proposed tabulation rules (collectively, the "Tabulation Rules") set forth on Exhibit C hereto and incorporated herein by reference.

29. The Debtors believe that the proposed Tabulation Rules will establish a fair and equitable voting process. Nevertheless, if any claimant seeks different treatment of its Claim or Interest for voting purposes, other than in accordance with the Tabulation Rules, the Debtors propose that such claimant be required to file a motion, pursuant to Bankruptcy Rule 3018(a), for an order temporarily allowing such Claim or Interest in a different amount or classification for purposes of voting to accept or reject the Plan (a "Rule 3018 Motion") and serve such motion on the Debtors' counsel so that it is received by the later of (x) February 2, 2010 or (y) ten days after the date of service of a notice of objection, if any, to the applicable Claim or Interest. In accordance with Bankruptcy Rule 3018, the Debtors further propose that any Ballot submitted by a claimant that files a Rule 3018 Motion will be counted solely in

accordance with the Debtors' proposed Tabulation Rules and the other applicable provisions contained herein unless and until the underlying Claim or Interest is temporarily allowed by order of the Court for voting purposes in a different amount and/or classification, after notice and a hearing. The Debtors also reserve the right to seek estimation of a Claim for voting purposes after notice and a hearing.

30. In tabulating the Ballots, the Debtors further request that the following procedures (which are in addition to the Tabulation Rules) be utilized: (a) any Ballot that is properly completed, executed and timely returned to the Solicitation and Tabulation Agent but does not indicate an acceptance or rejection of the Plan, or indicates both an acceptance and rejection of the Plan, will not be counted; (b) if a creditor casts more than one Ballot voting the same Claim or Interest before the Voting Deadline, the latest-dated properly executed Ballot received before the Voting Deadline will be deemed to reflect the voter's intent and, thus, will supersede any prior Ballots;[7] (c) creditors will be required to vote all of their Claims or Interests, as the case may be, within a particular class under the Plan either to accept or reject the Plan and may not split their votes; and (d) where any portion of a single Claim has been transferred to a transferee, all holders of any portion of such single Claim will be (i) treated as a single creditor for purposes of the numerosity requirements in section 1126(c) of the Bankruptcy Code (and for the other voting and solicitation procedures set forth herein) and (ii) required to vote every portion of such Claim collectively to either accept or reject the Plan. In the event that (a) a Ballot, (b) a group of Ballots within a Plan class received from a single creditor or (c) a group of

[7] Likewise, if a creditor submits more than one Individual Ballot to a Master Ballot Agent, (a) the latest-dated properly executed Individual Ballot received before the submission deadline imposed by the Master Ballot Agent will be deemed to supersede any prior Individual Ballot submitted by the creditor and (b) the Master Ballot Agent will complete the Master Ballot accordingly.

Ballots received from the various holders of multiple portions of a single Claim partially rejects and partially accepts the Plan, such Ballots shall not be counted.[8]

31. Procedures similar to the above-described Solicitation Procedures have been approved in other large chapter 11 cases, both in this District and elsewhere. See, e.g., In re Mark IV Industries, Inc., *et al*. No. 09-12795 (SMB) (Bankr. S.D.N.Y. July 30, 2009); In re Frontier Airlines Holdings, Inc., *et al*. No. 08-11298 (RDD) (Bankr. S.D.N.Y. July 22, 2009); In re PRC, LLC., *et al.* No. 08-10239 (MG) (Bankr. S.D.N.Y. May 8, 2008); In re Dana Corp., *et al.*, No. 06-10354 (BRL) (Bankr. S.D.N.Y. Oct. 23, 2007); In re Northwest Airlines Corp., No. 05-17930 (ALG) (Bankr. S.D.N.Y. Mar. 30, 2007); In re Delta Air Lines, Inc., *et al.*, No. 05-17923 (ASH) (Bankr. S.D.N.Y. Feb. 7, 2007); In re Meridian Automotive Sys. – Composites Operations, Inc., *et al.*, No. 05-11168 (MFW) (Bankr. D. Del. Jul. 21, 2006); In re Footstar, Inc., *et al.*, No. 04-22350 (ASH) (Bankr. S.D.N.Y. Dec. 6, 2005); In re Enron Corp., *et al.*, No. 01-16034 (AJG) (Bankr. S.D.N.Y. January 9, 2004); In re Worldcom, Inc., *et al.*, No. 02-13533 (AJG) (Bankr. S.D.N.Y. May 28, 2003).

The Confirmation Procedures

The Confirmation Hearing and the Solicitation Packages

32. Section 1128 of the Bankruptcy Code provides that "[a]fter notice, the court shall hold a hearing on confirmation of a plan" and that "[a] party in interest may object to confirmation of a plan." 11 U.S.C. § 1128.

33. In accordance with Bankruptcy Rule 3017(c)[9] and consistent with the Debtors' proposed solicitation schedule, the Debtors request that the Confirmation Hearing be

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[8] In addition, the Debtors expressly reserve their rights, pursuant to section 1126(e) of the Bankruptcy Code, to request that the Court designate any Ballot or Ballots as not being cast in good faith.

[9] Bankruptcy Rule 3017(c) provides that "[o]n or before approval of the disclosure statement, the court . . . may fix a date for the hearing on confirmation."

scheduled on February 23, 2010 at 10:00 a.m., Eastern Time. The Confirmation Hearing may be continued from time to time by the Court without further notice other than an announcement of the adjournment at the Confirmation Hearing or any continued hearing. The Debtors further propose that objections, if any, to the confirmation of the Plan must: (a) be in writing; (b) state the name and address of the objecting party and the nature of the Claim or Interest of such party; (c) state with particularity the basis and nature of any objection to the confirmation of the Plan; and (d) in accordance with Bankruptcy Rule 3020(b)(1),[10] be filed with the Court and served on the following parties so that they are received no later than 4:00 p.m., Eastern Time, on February 12, 2010, or such other date established by the Debtors that is at least 28 days after the commencement of the solicitation period in accordance with Exhibit E (the "Confirmation Objection Deadline"):

(i) the Debtors, OLDCO M CORPORATION, 47603 Halyard Drive, Plymouth, Michigan 48170 (Attn: Larry Carroll);

(ii) counsel to the Debtors, JONES DAY, North Point, 901 Lakeside Avenue, Cleveland, Ohio 44114 (Attn: Heather Lennox, Esq. and Ryan Routh, Esq.);

(iii) the OFFICE OF THE UNITED STATES TRUSTEE, SOUTHERN DISTRICT OF NEW YORK, 33 Whitehall Street, 21st Floor, New York, New York 10004 (Attn: Paul Schwartzberg, Esq.); and

(iv) counsel to the Official Committee of Unsecured Creditors, REED SMITH, LLP, 1201 Market Street, Suite 1500, Wilmington, Delaware 19801 (Attn: Kurt F. Gwynne, Esq. and Mark W. Eckard, Esq.) and REED SMITH, 599 Lexington Avenue, 22nd Floor, New York, New York 10022 (Attn: Mark D. Silverschotz, Esq.)

34. Bankruptcy Rule 2002(b) requires at least 28 days' notice by mail to all creditors and indenture trustees of the time set for (a) filing objections to confirmation of a

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10 Bankruptcy Rule 3020(b)(1) provides that "[a]n objection to confirmation of the plan shall be filed and served on the debtor, the trustee, the proponent of the plan, any committee appointed under the [Bankruptcy] Code and any other entity designated by the court, within a time fixed by the court."

chapter 11 plan and (b) the hearing to consider confirmation of a chapter 11 plan.[11] The Debtors propose to serve, not less than 28 days prior to the Confirmation Objection Deadline: (a) the Solicitation Packages, including a copy of a notice substantially in the form attached hereto as Exhibit D and incorporated herein by reference (the "Confirmation Hearing Notice"), on all holders of Claims and Interests entitled to vote on the Plan; and (b) the Notice of Non-Voting Status (as defined below) to those creditors in the Non-Voting Classes.[12] The contents of the Solicitation Packages, as well as the Debtors' proposed procedures for serving the Solicitation Packages, are set forth on Exhibit E attached hereto and incorporated herein by reference.

Notice of Non-Voting Status

35. Bankruptcy Rule 3017(d) provides, in relevant part, as follows:

> If the court orders that the disclosure statement and the plan or a summary of the plan shall not be mailed to any unimpaired class, notice that the class is designated in the plan as unimpaired and notice of the name and address of the person from whom the plan or summary of the plan and disclosure statement may be obtained upon request and at the plan proponent's expense, shall be mailed to members of the unimpaired class together with the notice of the time fixed for filing objections to and the hearing on confirmation.

Fed. R. Bankr. P. 3017(d).

36. The Claims in Classes 1, and 2 are unimpaired under the Plan and, therefore, conclusively presumed to accept the Plan pursuant to section 1126(f) of the Bankruptcy Code. See 11 U.S.C. § 1126(f). Classes 5, 6, 7 and 8 are impaired under the Plan,

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[11] Bankruptcy Rule 2002(b) provides that "the clerk, or some other person as the court may direct, shall give the debtor, the trustee, all creditors and indenture trustees not less than 28 days notice by mail of . . . the time fixed for filing objections and the hearing to consider confirmation of a . . . chapter 11 . . . plan."

[12] Requiring the Debtors to serve the Solicitation Packages on all holders of Claims and Interests in the Non-Voting Classes would impose an economic and resource burden on the estates. The Debtors, however, (a) have posted the Plan and the Disclosure Statement and (b) will post the exhibits thereto as such exhibits are filed at http://www.bmcgroup.com/metaldyne, where such documents can be reviewed without charge. Moreover, a printed copy of the Solicitation Package will be made available to any party requesting one.

are receiving no distribution under the Plan and, therefore, are deemed to reject the Plan pursuant to section 1126(g) of the Bankruptcy Code. See 11 U.S.C. § 1126(g). It is neither necessary nor cost effective to send Solicitation Packages to the holders of these Claims or Interests.

37. Accordingly, the Debtors propose to send to holders of Claims and Interests in Classes 1, 2, 5, 6, 7 and 8 (excluding any Debtor or any affiliate of a Debtor) a notice of non-voting status substantially in the form attached hereto as Exhibit G (the "Notice of Non-Voting Status"), which: (a) identifies the treatment of the classes designated; (b) sets forth the manner in which a copy of the Plan and Disclosure Statement may be obtained; and (c) provides notice of the Confirmation Hearing and the time fixed for filing objections to confirmation of the Plan.

38. The Debtors submit that, because Classes 1, and 2 are conclusively presumed to accept the Plan as a matter of law, the Notice of Non-Voting Status satisfies the requirements of Bankruptcy Rule 3017(d) because it sets forth the manner in which copies of the Plan and Disclosure Statement may be obtained, thereby providing each member of a Non-Voting Class (other than the Debtors or their affiliates) with the opportunity to receive all pertinent documents upon request. Accordingly, the Debtors request that the Court determine that they are not required to distribute Solicitation Packages, including the Plan and Disclosure Statement, to the Non-Voting Classes.

The Record Date

39. Bankruptcy Rule 3017(d) provides that the "date [an] order approving the disclosure statement is entered, or another date fixed by the court," is the record date for determining the "holders of stock, bonds, debentures, notes, and other securities" entitled to receive the materials specified in Bankruptcy Rule 3017(d), including ballots for voting on a plan. See Fed. R. Bankr. P. 3017(d). In accordance with the rules cited above, the record date is

typically the date that an order approving the disclosure statement is entered. The record holders of a debtor's public securities, however, generally require advance notice to enable those responsible for assembling ownership lists of that debtor's public securities to compile a list of holders as of a date certain; accurate lists often cannot be prepared retroactively.

40. Accordingly, to permit solicitation of the Plan to begin promptly after approval of this Motion, the Debtors propose that the Court establish January 8, 2010 as the record date pursuant to Bankruptcy Rule 3017(d) for purposes of determining which creditors and equity security holders are entitled to receive Solicitation Packages and, where applicable, vote on the Plan (the "Record Date").

41. With respect to each transferred Claim, the Debtors further propose that the transferee will be entitled to receive a Solicitation Package and cast a Ballot on account of such transferred Claim only if (a) all actions necessary to effect the transfer of the Claim pursuant to Bankruptcy Rule 3001(e) have been completed prior to the Record Date or (b) the transferee files by the Record Date (i) the documentation required by Bankruptcy Rule 3001(e) to evidence the transfer and (ii) a sworn statement of the transferor supporting the validity of the transfer.

Special Solicitation Procedures for Noteholders

42. The Debtors themselves currently lack the information necessary to solicit the votes of holders 2013 Senior Notes and 2012 Senior Subordinated Notes (collectively, the "Noteholders") directly. In particular, the Debtors do not have information regarding the identities of all of the Noteholders or their respective holdings.

43. As a result of these circumstances, the Debtors request that the Court approve the special procedures attached hereto as Exhibit F (collectively, the "Noteholders

Solicitation Procedures") for the distribution of Solicitation Packages and tabulation of votes with respect to the Noteholders.

44. The Debtors submit that the foregoing procedures for providing notice of the Confirmation Hearing, the Confirmation Objection Deadline and related matters fully comply with Bankruptcy Rules 2002, 3017, 3018 and 3020 and Local Bankruptcy Rules 3018-1(a) and 3020-1(a). Accordingly, the Debtors request that the Court approve such procedures as appropriate and in compliance with the requirements of the Bankruptcy Code, the Bankruptcy Rules and the Local Bankruptcy Rules.

45. Procedures similar to the above-described Confirmation Procedures have been approved in other large chapter 11 cases, both in this District and elsewhere. See, e.g., In re Frontier Airlines Holdings, Inc., No. 08-11298 (REG) (Bankr. S.D.N.Y. July 22, 2009); In re PRC, LLC., *et al.* No. 08-10239 (MG) (Bankr. S.D.N.Y. April 10, 2008); In re Dana Corp., *et al.*, No. 06-10354 (BRL) (Bankr. S.D.N.Y. Oct. 23, 2007); In re Northwest Airlines Corp., No. 05-17930 (ALG) (Bankr. S.D.N.Y. Mar. 30, 2007); In re Delta Air Lines, Inc., *et al.*, No. 05-17923 (ASH) (Bankr. S.D.N.Y. Feb. 7, 2007); In re Meridian Automotive Sys. – Composites Operations, Inc., *et al.*, No. 05-11168 (MFW) (Bankr. D. Del. Jul. 21, 2006); In re Footstar, Inc., *et al.*, No. 04-22350 (ASH) (Bankr. S.D.N.Y. Dec. 6, 2005); In re Enron Corp., *et al.*, No. 01-16034 (AJG) (Bankr. S.D.N.Y. January 9, 2004); In re Worldcom, Inc., *et al.*, No. 02-13533 (AJG) (Bankr. S.D.N.Y. May 28, 2003).

Notice

46. Pursuant to the Administrative Order, Pursuant to Rule 1015(c) of the Federal Rules of Bankruptcy Procedure, Establishing Case Management and Scheduling Procedures (Docket No. 133) (the "Case Management Order"), entered on June 5, 2009, notice of this Motion has been given to all creditors as explained in paragraphs 17 and 18. Copies of the

Motion have also been provided to the parties identified on the Special Service List by overnight courier and the General Service List via email (as such terms are defined in the Case Management Order). The Debtors submit that no other or further notice need be provided.

No Prior Request

47. No prior request for the relief sought in this Motion has been made to this or any other Court.

WHEREFORE, the Debtors respectfully request that the Court enter an order, substantially in the form attached hereto as Exhibit H: (i) approving the Disclosure Statement; (ii) approving the Disclosure Statement Notice (iii) scheduling the Confirmation Hearing; (iv) approving the (A) Solicitation Procedures, including the form of Ballots, the Voting Deadline, the Solicitation Packages, the Record Date, the Tabulation Rules and the Noteholders Solicitation Procedures and (B) Confirmation Procedures, including the Confirmation Hearing Notice, the form and manner of service of the Confirmation Hearing Notice, the Notice of Non-Voting Status and the Confirmation Objection Deadline, as described herein and on the Exhibits attached hereto; and (v) granting such other and further relief as the Court may deem proper.

Dated: December 7, 2009
New York, New York

Respectfully submitted,

/s/ Ryan T. Routh

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 A

(Disclosure Statement Notice)

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re	:	Chapter 11
Oldco M Corporation (f/k/a Metaldyne Corporation), *et al.*,	:	Case No. 09-13412 (MG)
Debtors.	:	(Jointly Administered)

NOTICE OF DISCLOSURE STATEMENT HEARING

PLEASE TAKE NOTICE OF THE FOLLOWING:

1. On December 7, 2009, the above-captioned debtors and debtors in possession (collectively, the "Debtors") filed: (a) the Joint Plan of Liquidation of Debtors and Debtors in Possession, dated December 7, 2009 (as it may be amended or modified, the "Plan"); and (b) a related Disclosure Statement (as it may be amended or modified, the "Disclosure Statement") under section 1125 of the Bankruptcy Code, 11 U.S.C. §§ 101-1532 (the "Bankruptcy Code").

2. A hearing to consider the approval of the Disclosure Statement (the "Disclosure Statement Hearing") will be held before the Honorable Martin Glenn, United States Bankruptcy Court Judge, in Room 501 of the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court"), One Bowling Green, New York, New York 10004 on January 11, 2010 at 2:00 p.m. (prevailing Eastern Time).

3. Objections to approval of the Disclosure Statement or proposed modifications to the Disclosure Statement, if any, must: (a) be in writing; (b) state the name and address of the objecting party and the nature of the claim or interest of such party; (c) state with particularity the basis and nature of any objection or proposed modification and provide the specific language of any proposed modification, where possible; and (d) be filed with the Bankruptcy Court and served so that they are received **no later than 12:00 p.m., Eastern Time, on January 6, 2010** by the parties identified below:

- the Debtors, OLDCO M CORPORATION, 47603 Halyard Drive, Plymouth, Michigan 48170 (Attn: Larry Carroll);
- counsel to the Debtors, JONES DAY, North Point, 901 Lakeside Avenue, Cleveland, Ohio 44114 (Attn: Heather Lennox, Esq. and Ryan Routh, Esq.);
- the OFFICE OF THE UNITED STATES TRUSTEE, SOUTHERN DISTRICT OF NEW YORK, 33 Whitehall Street, 21st Floor, New York, New York 10004 (Attn: Paul Schwartzberg, Esq.); and

- counsel to the Official Committee of Unsecured Creditors, REED SMITH, LLP, 1201 Market Street, Suite 1500, Wilmington, Delaware 19801 (Attn: Kurt F. Gwynne, Esq. and Mark W. Eckard, Esq.) and REED SMITH, 599 Lexington Avenue, 22nd Floor, New York, New York 10022 (Attn: Mark D. Silverschotz, Esq.)

4. In accordance with Rule 3017(a) of the Federal Rules of Bankruptcy Procedure, copies of the Disclosure Statement and the Plan are available without charge to parties in interest via request made in writing to BMC Group, Inc., Attn: Oldco M Corporation f/k/a Metaldyne Corporation, P.O. Box 3020, Chanhassen, MN 55317-3020. Copies of the Disclosure Statement, the Plan (with exhibits as they are filed with the Court) and the Case Management Order also are available for review without charge at www.bmcgroup.com/metaldyne.

5. THIS NOTICE IS NOT A SOLICITATION OF VOTES TO ACCEPT OR REJECT THE PLAN. VOTES ON THE PLAN MAY NOT BE SOLICITED UNLESS AND UNTIL THE PROPOSED DISCLOSURE STATEMENT IS APPROVED BY AN ORDER OF THE COURT.

6. The Disclosure Statement Hearing may be continued from time to time without further notice other than the announcement of the adjourned date(s) at the Disclosure Statement Hearing or any continued hearing.

Dated: December 7, 2009

/s/ Ryan T. Routh
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 B

(Proposed Ballots)

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re	:	Chapter 11
Oldco M Corporation (f/k/a Metaldyne Corporation), *et al.*,	:	Case No. 09-13412 (MG)
Debtors.	:	(Jointly Administered)

BALLOT FOR ACCEPTING OR REJECTING
JOINT PLAN OF LIQUIDATION OF DEBTORS AND DEBTORS IN POSSESSION

CLASS 3: CUSTOMER NOTE CLAIMS

THE VOTING DEADLINE TO ACCEPT OR REJECT THE PLAN IS 5:00 P.M., EASTERN STANDARD TIME, ON FEBRUARY 12, 2010

This Ballot is submitted to you to solicit your vote to accept or reject the Joint Plan of Liquidation of Debtors and Debtors in Possession (the "Plan") described in the accompanying Disclosure Statement, dated December 7, 2009 (the "Disclosure Statement"). *Please read the cover letter accompanying this Ballot carefully to ensure that you complete, execute and return the proper Ballot.* Capitalized terms used in this Ballot and the attached instructions that are not otherwise defined have the meanings given to them in the Plan.

The Plan can be confirmed by the Bankruptcy Court and thereby made binding on you if the Plan (i) is accepted by the holders of at least two-thirds in amount and more than one-half in number of the Claims in each impaired Class of Claims who vote on the Plan and (ii) otherwise satisfies the applicable requirements of section 1129(a) of the Bankruptcy Code. If the requisite acceptances are not obtained, the Bankruptcy Court nonetheless may confirm the Plan if it finds that the Plan (i) provides fair and equitable treatment to, and does not unfairly discriminate against, the Class or Classes rejecting the Plan and (ii) otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code. To have your vote counted, you must complete, sign and return this Ballot to (i) Oldco M Voting Agent, BMC Group, Inc., P.O. Box 952, El Segundo, California 90245-0952 (by United States mail) or (ii) Oldco M Voting Agent, BMC Group, Inc., 1330 E. Franklin Avenue, El Segundo, California 90245 (by overnight delivery or personal courier), so that it is received by the deadline indicated above. Ballots submitted by e-mail or facsimile transmission will not be accepted. Ballots should not be sent to the Debtors.

PLEASE READ THE ATTACHED VOTING INFORMATION AND INSTRUCTIONS BEFORE COMPLETING THIS BALLOT.

PLEASE COMPLETE ITEM 1. IF NEITHER THE "ACCEPT" NOR "REJECT" BOX IS CHECKED IN ITEM 1, OR IF BOTH BOXES ARE CHECKED IN ITEM 1, THIS BALLOT WILL NOT BE COUNTED AS HAVING BEEN CAST WITH RESPECT TO THE APPLICABLE CLASS. IF THIS BALLOT IS NOT SIGNED ON THE APPROPRIATE LINES BELOW, THIS BALLOT WILL NOT BE VALID OR COUNTED AS HAVING BEEN CAST.

Item 1. Class 3 Vote. The undersigned, a holder of a Customer Note Claim in Class 3 of the Plan against the Debtors in the amount set forth below votes to (check one box):

☐ **ACCEPT** the Plan. ☐ **REJECT** the Plan.

If you vote to accept the Plan, you are specifically consenting to the releases contained in the Plan. Such releases include, but are not limited to, the third-party releases described in Section III.G.3 of the Plan.

Creditor: _____ Claim Amount: $_____

Item 2. Acknowledgments. By signing this Ballot, the undersigned acknowledges receipt of the Disclosure Statement and the other applicable solicitation materials and certifies that the undersigned is the claimant or has the power and authority to vote to accept or reject the Plan on behalf of the claimant. The undersigned understands that, if this Ballot is otherwise validly executed but does not indicate either acceptance or rejection of the Plan, this Ballot will not be counted as having been cast.

_____
Name

_____
Social Security or Federal Tax I.D. No. (optional)

_____
Signature

_____
If by Authorized Agent, Name and Title

_____
Name of Institution

_____
Street Address

_____
City, State, Zip Code

_____
Telephone Number

_____
Date Completed

VOTING INFORMATION AND INSTRUCTIONS FOR COMPLETING THE BALLOT

1. In the boxes provided in Item 1 of the Ballot, please indicate acceptance or rejection of the Plan. ***If you vote to accept the Plan, you are specifically consenting to the releases contained in the Plan. Such releases include, but are not limited to, the third-party releases discussed in Section III.G.3 of the Plan.*** Complete the Ballot by providing all the information requested and sign, date and return the Ballot by mail, overnight courier or personal delivery to BMC Group, Inc. (the "Voting Agent") at the applicable following address:

BY UNITED STATES MAIL:	**BY OVERNIGHT COURIER OR PERSONAL DELIVERY:**
Oldco M Voting Agent BMC Group, Inc. P.O. Box 3020 Chanhassen, MN 55317-3020	Oldco M Voting Agent BMC Group, Inc. 18750 Lake Drive East Chanhassen, MN 55317

Ballots must be *received* by the Voting Agent by 5:00 p.m., Eastern Standard Time, on February 12, 2010 (the "Voting Deadline"). If a Ballot is received after the Voting Deadline, it will not be counted. An envelope addressed to the Voting Agent is enclosed for your convenience.

2. If you hold Claims in more than one voting Class under the Plan, or if you hold multiple Claims within the same voting Class under the Plan, you may receive a separate Ballot for each such Claim, coded by Class number and description, and a set of solicitation materials. **Each Ballot you receive is for voting only those Claims described on the Ballot**. **Please complete and return each Ballot you receive**. **The attached Ballot is designated only for voting Customer Note Claims.** You must vote all of your Claims within a single Class under the Plan either to accept or reject the Plan. Accordingly, if you return more than one Ballot voting different Claims within a single Class under the Plan and the Ballots are not voted in the same manner, such Ballots shall not be counted. If you hold any portion of a single Claim, you and all other holders of any portion of such Claim will be (a) treated as a single creditor for voting purposes and (b) required to vote every portion of such Claim collectively to either accept or reject the Plan. In the event a group of Ballots received from the various holders of multiple portions of a single Claim partially accepts and partially rejects the Plan, such Ballots shall not be counted.

3. Your Claim, unless previously allowed by order of the Bankruptcy Court, has been **temporarily allowed solely for purposes of voting** to accept or reject the Plan in accordance with certain tabulation rules approved by the Bankruptcy Court (the "Tabulation Rules"). The Tabulation Rules are set forth in the "Notice of (A) Deadline for Casting Votes to Accept or Reject Proposed Joint Plan of Liquidation, (B) Hearing to Consider Confirmation of Proposed Joint Plan of Liquidation and (C) Related Matters," which is enclosed with the solicitation materials you received along with this Ballot. The temporary allowance of your Claim for voting purposes does not constitute an allowance of your Claim for purposes of distribution under the Plan and is without prejudice to the rights of the Debtors in any other context (*e.g.*, the right of the Debtors to contest the amount or validity of any Claim for purposes of allowance under the Plan). If you wish to challenge the temporary allowance of your Claim for voting purposes, you must file a motion, pursuant to Rule 3018(a) of the Federal Rules of Bankruptcy Procedure, for an order temporarily allowing your Claim in a different amount or classification for purposes of voting to accept or reject the Plan and serve such motion on the Debtors so that it is received by the later of (a) February 2, 2010 or (b) ten days after the date of service of a notice of an objection, if any, to your Claim. Unless the Bankruptcy Court orders otherwise, your Claim will not be counted as a vote in excess of the amount as determined in accordance with the Tabulation Rules, regardless of the amount identified in Item 1 of the Ballot. If a lesser amount is identified in Item 1 of the Ballot, your Claim will be counted as a vote in such lesser amount.

4. The Ballot does not constitute and shall not be deemed a proof of Claim or Interest or an assertion of a Claim or Interest.

5. If you cast more than one Ballot voting the same Claim prior to the Voting Deadline, the latest properly-executed Ballot received by the Voting Agent before the Voting Deadline (as determined by the Voting Agent) will be deemed to reflect your intent to either accept or reject the Plan.

PLEASE RETURN YOUR BALLOT PROMPTLY.

THE VOTING AGENT WILL *NOT* ACCEPT BALLOTS BY E-MAIL OR FACSIMILE TRANSMISSION. BALLOTS SHOULD NOT BE SENT TO THE DEBTORS.

IF YOU HAVE ANY QUESTIONS CONCERNING THIS BALLOT OR THE VOTING PROCEDURES, PLEASE CONTACT THE VOTING AGENT, BMC GROUP, INC., BY TOLL-FREE TELEPHONE AT (888) 909-0100 OR EMAIL AT METALDYNE@BMCGROUP.COM

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re	:	Chapter 11
Oldco M Corporation (f/k/a Metaldyne Corporation), *et al.*,	:	Case No. 09-13412 (MG)
Debtors.	:	(Jointly Administered)

BALLOT FOR ACCEPTING OR REJECTING
JOINT PLAN OF LIQUIDATION OF
DEBTORS AND DEBTORS IN POSSESSION

BALLOT FOR VOTING SERIES A AND SERIES B 10% SENIOR NOTES DUE 2013 (CUSIP NO. 591160AD8)
(CLASS 4: GENERAL UNSECURED CLAIMS)

THE VOTING DEADLINE TO ACCEPT OR REJECT THE PLAN
IS 5:00 P.M., EASTERN STANDARD TIME, ON FEBRUARY 12, 2010

This Ballot is submitted to you to solicit your vote to accept or reject the Joint Plan of Liquidation of Debtors and Debtors in Possession (the "Plan") described in the accompanying Disclosure Statement, dated December 7, 2009 (the "Disclosure Statement"). Capitalized terms used in this Ballot and the attached instructions that are not otherwise defined have the meanings given to them in the Plan.

The Plan can be confirmed by the Bankruptcy Court and thereby made binding on you if the Plan (i) is accepted by the holders of at least two-thirds in amount and more than one-half in number of the Claims in each impaired Class of Claims who vote on the Plan, and (ii) otherwise satisfies the applicable requirements of section 1129(a) of the Bankruptcy Code. If the requisite acceptances are not obtained, the Bankruptcy Court nonetheless may confirm the Plan if it finds that the Plan (i) provides fair and equitable treatment to, and does not unfairly discriminate against, the Class or Classes rejecting the Plan and (ii) otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code. To have your vote counted, you must complete, sign and return this Ballot to (i) Oldco M Voting Agent, BMC Group, Inc., P.O. Box 952, El Segundo, California 90245-0952 (by United States mail) or (ii) Oldco M Voting Agent, BMC Group, Inc., 1330 E. Franklin Avenue, El Segundo, California 90245 (by overnight delivery or personal courier), so that it is received by the deadline indicated above. Ballots submitted by e-mail or facsimile transmission will not be accepted. Ballots should not be sent to the Debtors.

PLEASE READ THE ATTACHED VOTING INFORMATION AND
INSTRUCTIONS BEFORE COMPLETING THIS BALLOT.

PLEASE COMPLETE ITEMS 1 THROUGH 4. IF NEITHER THE "ACCEPT" NOR "REJECT" BOX IS CHECKED IN ITEM 2, OR IF BOTH BOXES ARE CHECKED IN ITEM 2, THIS BALLOT WILL NOT BE COUNTED AS HAVING BEEN CAST. IF THIS BALLOT IS NOT SIGNED ON THE APPROPRIATE LINES BELOW, THIS BALLOT WILL NOT BE VALID OR COUNTED AS HAVING BEEN CAST.

Item 1. Voting Classification and Amount. The undersigned certifies that as of the January 8, 2010 Record Date it was a beneficial owner and registered holder of Series A or Series B 10% Senior Notes Due 2013 (the "2013 Senior Notes"). The aggregate unpaid principal amount held by the undersigned is:

$_____

Item 2. Vote. The undersigned, as the beneficial owner of the 2013 Senior Notes identified in Item 1 as of the Record Date, votes as follows (check one box only):

☐ **ACCEPT** the Plan. ☐ **REJECT** the Plan.

If you vote to accept the Plan, you are specifically consenting to the releases contained in the Plan. Such releases include, but are not limited to, the third-party releases described in Section III.G.3 of the Plan.

Item 3. Certification Regarding Votes Cast on Other Ballots in Respect of other Notes in Class 4 Under the Plan. If the beneficial owner(s) on behalf of which this Ballot is being cast (each, a "Beneficial Owner") has (have) cast other Ballots on account of the beneficial ownership of any 2013 Senior Notes or Series A or Series B 11% Senior Subordinated Notes, due 2012 (the "2012 Notes" and together with the 2013 Senior Notes, the "Notes"), the undersigned certifies (certify) that the requisite information regarding any other Ballots cast by the Beneficial Owner(s) has been included in the tables below (or on additional sheets attached hereto). Do not include in the following tables information relating to 2013 Senior Notes being voted on this Ballot. Only information relating to other Ballots cast by the Beneficial Owner(s) on account of the beneficial ownership of Notes should be identified in this Item 3. Please attach additional sheets if necessary.

OTHER BALLOTS CAST BY BENEFICIAL OWNER OF NOTES CLAIMS				
	Record Holder Customer Account Number(s)	Name of Holder	Principal Amount of Other 2013 Senior Notes Voted	Principal Amount of 2012 Senior Subordinated Notes Voted
1.				
2.				
3.				

To be counted, a creditor must vote *all* of its Class 4 Claims either to accept or reject the Plan, including those for which it is a Beneficial Owner. No split votes will be permitted.

Item 4. Acknowledgments. By signing this Ballot, the undersigned acknowledge(s) receipt of the Disclosure Statement and the other applicable solicitation materials and certifies (certify) that the undersigned is (are) the Beneficial Owner(s) and registered holder(s) of 2013 Senior Notes voted on this Ballot or otherwise has (have) full power and authority to vote to accept or reject the Plan as indicated on this Ballot on behalf of the Beneficial Owner(s) and registered holder(s). The undersigned understand(s) that, if this Ballot is validly executed but does not indicate either acceptance or rejection of the Plan, this Ballot will not be counted as having been cast.

_____
Name

_____
Social Security or Federal Tax I.D. No. (optional)

_____
Signature

_____
If by Authorized Agent, Name and Title

_____
Name of Institution

_____
Street Address

_____
City, State, Zip Code

_____
Telephone Number

_____
Date Completed

VOTING INFORMATION AND INSTRUCTIONS
FOR COMPLETING THE BALLOT

1. Please indicate acceptance or rejection of the Plan in the boxes provided in Item 2 of the Ballot. ***If you vote to accept the Plan, you are specifically consenting to the releases contained in the Plan. Such releases include, but are not limited to, the third-party releases described in Section III.G.3 of the Plan***. Complete the Ballot by providing all the information requested and sign, date and return the Ballot by mail, overnight courier or personal delivery to BMC Group, Inc. (the "Voting Agent") at the applicable following address:

BY UNITED STATES MAIL:	**BY OVERNIGHT COURIER OR PERSONAL DELIVERY:**
Oldco M Voting Agent BMC Group, Inc. P.O. Box 3020 Chanhassen, MN 55317-3020	Oldco M Voting Agent BMC Group, Inc. 18750 Lake Drive East Chanhassen, MN 55317

Ballots must be *received* by the Voting Agent by 5:00 p.m., Eastern Standard Time, on February 12, 2010 (the "Voting Deadline"). If a Ballot is received after the Voting Deadline, it will not be counted. An envelope addressed to the Voting Agent is enclosed for your convenience.

2. If you hold Claims and/or Interests in more than one voting Class under the Plan, you may receive a separate Ballot for each such Claim and/or Interest, coded by Class number and description, and a set of solicitation materials. You may also receive more than one Ballot if you are (a) the beneficial owner of 2013 Senior Notes held in street name through more than one "Master Ballot Agent" (*i.e.*, a broker, bank, dealer or other agent or nominee) or (b) the beneficial owner of 2013 Senior Notes registered in your own name as well as the beneficial owner of 2013 Senior Notes registered in street name. **Each Ballot you receive is for voting only your Claim or Interest described on the Ballot**. **The attached Ballot is designated only for voting 2013 Senior Notes in Class 4 by beneficial owners who are also holders of record. Please complete and return each Ballot you receive**. You must vote all of your Claims within a single Class under the Plan either to accept or reject the Plan. Accordingly, if you return more than one Ballot voting different Claims within a single Class under the Plan and the Ballots are not voted in the same manner, such Ballots shall not be counted.

3. If you have cast additional Ballots on account of the beneficial ownership of any other Notes, you must complete Item 3. With respect to any additional Ballots, please provide the following with respect to other Notes: (a) the account number under which such Notes are held; (b) your name as beneficial owner of the Notes being voted; (c) the principal amount of other 2013 Senior Notes being voted, broken out by account; and (d) the principal amount of other 2012 Notes being voted, broken out by account. One line should be used to identify each such separate account. Do not include in Item 3 information relating to 2013 Senior Notes being voted on the same Ballot in Item 2. Only information relating to other Ballots voted on account of the beneficial ownership of any Notes should be included in Item 3. Please note that the information provided in Items 1 and 3 must, taken together, identify *all* of your holdings of 2012 Notes or 2013 Senior Notes and please note that *all* such Notes must be voted to either accept or reject the Plan.

4. If you cast more than one Ballot voting the same 2013 Senior Notes prior to the Voting Deadline, the latest properly-executed Ballot received by the Voting Agent or Master Ballot Agent (as applicable) before the Voting Deadline (as determined by the Voting Agent or Master Ballot Agent) will be deemed to reflect your intent to either accept or reject the Plan.

PLEASE RETURN YOUR BALLOT PROMPTLY.

THE VOTING AGENT WILL NOT ACCEPT BALLOTS BY E-MAIL OR FACSIMILE TRANSMISSION. BALLOTS SHOULD NOT BE SENT TO THE DEBTORS OR THE INDENTURE TRUSTEE.

IF YOU HAVE ANY QUESTIONS CONCERNING THIS BALLOT OR THE VOTING PROCEDURES, PLEASE CONTACT THE VOTING AGENT, BMC GROUP, INC., BY TOLL-FREE TELEPHONE AT (888) 909-0100 OR EMAIL AT METALDYNE@BMCGROUP.COM

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re	:	Chapter 11
Oldco M Corporation (f/k/a Metaldyne Corporation), *et al.*,	:	Case No. 09-13412 (MG)
Debtors.	:	(Jointly Administered)

BALLOT FOR ACCEPTING OR REJECTING
JOINT PLAN OF LIQUIDATION OF
DEBTORS AND DEBTORS IN POSSESSION

BALLOT FOR VOTING SERIES A AND SERIES B 11% SENIOR SUBORDINATED NOTES DUE 2012
(CUSIP NO. 591160AB2) (CLASS 4: GENERAL UNSECURED CLAIMS)

THE VOTING DEADLINE TO ACCEPT OR REJECT THE PLAN
IS 5:00 P.M., EASTERN STANDARD TIME, ON FEBRUARY 12, 2010

This Ballot is submitted to you to solicit your vote to accept or reject the Joint Plan of Liquidation of Debtors and Debtors in Possession (the "Plan") described in the accompanying Disclosure Statement, dated December 7, 2009 (the "Disclosure Statement"). Capitalized terms used in this Ballot and the attached instructions that are not otherwise defined have the meanings given to them in the Plan.

The Plan can be confirmed by the Bankruptcy Court and thereby made binding on you if the Plan (i) is accepted by the holders of at least two-thirds in amount and more than one-half in number of the Claims in each impaired Class of Claims who vote on the Plan and (iii) otherwise satisfies the applicable requirements of section 1129(a) of the Bankruptcy Code. If the requisite acceptances are not obtained, the Bankruptcy Court nonetheless may confirm the Plan if it finds that the Plan (i) provides fair and equitable treatment to, and does not unfairly discriminate against, the Class or Classes rejecting the Plan and (ii) otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code. To have your vote counted, you must complete, sign and return this Ballot to (i) Oldco M Voting Agent, BMC Group, Inc., P.O. Box 952, El Segundo, California 90245-0952 (by United States mail) or (ii) Oldco M Voting Agent, BMC Group, Inc., 1330 E. Franklin Avenue, El Segundo, California 90245 (by overnight delivery or personal courier), so that it is received by the deadline indicated above. Ballots submitted by e-mail or facsimile transmission will not be accepted. Ballots should not be sent to the Debtors.

PLEASE READ THE ATTACHED VOTING INFORMATION AND
INSTRUCTIONS BEFORE COMPLETING THIS BALLOT.

PLEASE COMPLETE ITEMS 1 THROUGH 4. IF NEITHER THE "ACCEPT" NOR "REJECT" BOX IS CHECKED IN ITEM 2, OR IF BOTH BOXES ARE CHECKED IN ITEM 2, THIS BALLOT WILL NOT BE COUNTED AS HAVING BEEN CAST. IF THIS BALLOT IS NOT SIGNED ON THE APPROPRIATE LINES BELOW, THIS BALLOT WILL NOT BE VALID OR COUNTED AS HAVING BEEN CAST.

Item 1. Voting Classification and Amount. The undersigned certifies that as of the January 8, 2010 Record Date it was a beneficial owner and registered holder of Series A or Series B 11% Senior Subordinated Notes Due 2012 (the "2012 Senior Subordinated Notes"). The aggregate unpaid principal amount held by the undersigned is:

$_____

Item 2. Vote. The undersigned, as the beneficial owner of the 2012 Senior Subordinated Notes identified in Item 1 as of the Record Date, votes as follows (check one box only):

☐ **ACCEPT** the Plan. ☐ **REJECT** the Plan.

If you vote to accept the Plan, you are specifically consenting to the releases contained in the Plan. Such releases include, but are not limited to, the third-party releases described in Section III.G.3 of the Plan.

Item 3. Certification Regarding Votes Cast on Other Ballots in Respect of other Notes in Class 4 Under the Plan. If the beneficial owner(s) on behalf of which this Ballot is being cast (each, a "Beneficial Owner") has (have) cast other Ballots on account of the beneficial ownership of any 2012 Senior Subordinated Notes or Series A or Series B 10% Senior Notes, due 2013 (the "2013 Senior Notes" and together with the 2012 Senior Subordinated Notes, the "Notes"), the undersigned certifies (certify) that the requisite information regarding any other Ballots cast by the Beneficial Owner(s) has been included in the tables below (or on additional sheets attached hereto). Do not include in the following tables information relating to 2012 Senior Subordinated Notes being voted on this Ballot. Only information relating to other Ballots cast by the Beneficial Owner(s) on account of the beneficial ownership of Notes should be identified in this Item 3. Please attach additional sheets if necessary.

OTHER BALLOTS CAST BY BENEFICIAL OWNER OF NOTES CLAIMS				
	Record Holder Customer Account Number(s)	Name of Holder	Principal Amount of Other 2012 Senior Subordinated Notes Voted	Principal Amount of 2013 Senior Notes Voted
1.				
2.				
3.				

To be counted, a creditor must vote *all* of its Class 4 Claims either to accept or reject the Plan, including those for which it is a Beneficial Owner. No split votes will be permitted.

Item 4. Acknowledgments. By signing this Ballot, the undersigned acknowledge(s) receipt of the Disclosure Statement and the other applicable solicitation materials and certifies (certify) that the undersigned is (are) the Beneficial Owner(s) and registered holder(s) of 2012 Senior Subordinated Notes voted on this Ballot or otherwise has (have) full power and authority to vote to accept or reject the Plan as indicated on this Ballot on behalf of the Beneficial Owner(s) and registered holder(s). The undersigned understand(s) that, if this Ballot is validly executed but does not indicate either acceptance or rejection of the Plan, this Ballot will not be counted as having been cast.

_____
Name

_____
Social Security or Federal Tax I.D. No. (optional)

_____
Signature

_____
If by Authorized Agent, Name and Title

_____
Name of Institution

_____
Street Address

_____
City, State, Zip Code

_____
Telephone Number

_____
Date Completed

VOTING INFORMATION AND INSTRUCTIONS
FOR COMPLETING THE BALLOT

1. Please indicate acceptance or rejection of the Plan in the boxes provided in Item 2 of the Ballot. ***If you vote to accept the Plan, you are specifically consenting to the releases contained in the Plan. Such releases include, but are not limited to, the third-party releases described in Section III.G.3 of the Plan***. Complete the Ballot by providing all the information requested and sign, date and return the Ballot by mail, overnight courier or personal delivery to BMC Group, Inc. (the "Voting Agent") at the applicable following address:

BY UNITED STATES MAIL:	**BY OVERNIGHT COURIER OR PERSONAL DELIVERY:**
Oldco M Voting Agent BMC Group, Inc. P.O. Box 3020 Chanhassen, MN 55317-3020	Oldco M Voting Agent BMC Group, Inc. 18750 Lake Drive East Chanhassen, MN 55317

Ballots must be *received* by the Voting Agent by 5:00 p.m., Eastern Standard Time, on February 12, 2010 (the "Voting Deadline"). If a Ballot is received after the Voting Deadline, it will not be counted. An envelope addressed to the Voting Agent is enclosed for your convenience.

2. If you hold Claims and/or Interests in more than one voting Class under the Plan, you may receive a separate Ballot for each such Claim and/or Interest, coded by Class number and description, and a set of solicitation materials. You may also receive more than one Ballot if you are (a) the beneficial owner of 2012 Senior Subordinated Notes held in street name through more than one "Master Ballot Agent" (*i.e.*, a broker, bank, dealer or other agent or nominee) or (b) the beneficial owner of 2012 Senior Subordinated Notes registered in your own name as well as the beneficial owner of 2012 Senior Subordinated Notes registered in street name. **Each Ballot you receive is for voting only your Claim or Interest described on the Ballot**. **The attached Ballot is designated only for voting 2012 Senior Subordinated Notes in Class 4 by beneficial owners who are also holders of record. Please complete and return each Ballot you receive**. You must vote all of your Claims within a single Class under the Plan either to accept or reject the Plan. Accordingly, if you return more than one Ballot voting different Claims within a single Class under the Plan and the Ballots are not voted in the same manner, such Ballots shall not be counted.

3. If you have cast additional Ballots on account of the beneficial ownership of any other Notes, you must complete Item 3. With respect to any additional Ballots, please provide the following with respect to other Notes: (a) the account number under which such Notes are held; (b) your name as beneficial owner of the Notes being voted; (c) the principal amount of other 2012 Senior Subordinated Notes being voted, broken out by account; and (d) the principal amount of 2013 Senior Notes being voted, broken out by account. One line should be used to identify each such separate account. Do not include in Item 3 information relating to 2012 Senior Subordinated Notes being voted on the same Ballot in Item 2. Only information relating to other Ballots voted on account of the beneficial ownership of any Notes should be included in Item 3. Please note that the information provided in Items 1 and 3 must, taken together, identify *all* of your holdings of 2012 and 2013 Notes and please not that *all* such Notes must be voted to either accept or reject the Plan.

4. If you cast more than one Ballot voting the same 2012 Senior Subordinated Notes prior to the Voting Deadline, the latest properly-executed Ballot received by the Voting Agent or Master Ballot Agent (as applicable) before the Voting Deadline (as determined by the Voting Agent or Master Ballot Agent) will be deemed to reflect your intent to either accept or reject the Plan.

PLEASE RETURN YOUR BALLOT PROMPTLY.

THE VOTING AGENT WILL *NOT* ACCEPT BALLOTS BY E-MAIL OR FACSIMILE TRANSMISSION. BALLOTS SHOULD NOT BE SENT TO THE DEBTORS OR THE INDENTURE TRUSTEE.

IF YOU HAVE ANY QUESTIONS CONCERNING THIS BALLOT OR THE VOTING PROCEDURES, PLEASE CONTACT THE VOTING AGENT, BMC GROUP, INC., BY TOLL-FREE TELEPHONE AT (888) 909-0100 OR EMAIL AT METALDYNE@BMCGROUP.COM

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re	:	Chapter 11
Oldco M Corporation (f/k/a Metaldyne Corporation), *et al.*,	:	Case No. 09-13412 (MG)
Debtors.	:	(Jointly Administered)

BALLOT FOR ACCEPTING OR REJECTING
JOINT PLAN OF LIQUIDATION OF
DEBTORS AND DEBTORS IN POSSESSION

BALLOT FOR VOTING SERIES A AND SERIES B 10% SENIOR NOTES DUE 2013 (CUSIP NO. 591160AD8)
(CLASS 4: GENERAL UNSECURED CLAIMS)

THE VOTING DEADLINE TO ACCEPT OR REJECT THE PLAN
IS 5:00 P.M., EASTERN STANDARD TIME, ON FEBRUARY 12, 2010

This Ballot is submitted to you to solicit your vote to accept or reject the Joint Plan of Liquidation of Debtors and Debtors in Possession (the "Plan") described in the accompanying Disclosure Statement, dated December 7, 2009 (the "Disclosure Statement"). Capitalized terms used in this Ballot and the attached instructions that are not otherwise defined have the meanings given to them in the Plan.

The Plan can be confirmed by the Bankruptcy Court and thereby made binding on you if the Plan (i) is accepted by the holders of at least two-thirds in amount and more than one-half in number of the Claims in each impaired Class of Claims who vote on the Plan and (ii) otherwise satisfies the applicable requirements of section 1129(a) of the Bankruptcy Code. If the requisite acceptances are not obtained, the Bankruptcy Court nonetheless may confirm the Plan if it finds that the Plan (i) provides fair and equitable treatment to, and does not unfairly discriminate against, the Class or Classes rejecting the Plan and (ii) otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code. To have your vote counted, you must complete, sign and return this Ballot to (i) Oldco M Voting Agent, BMC Group, Inc., P.O. Box 952, El Segundo, California 90245-0952 (by United States mail) or (ii) Oldco M Voting Agent, BMC Group, Inc., 1330 E. Franklin Avenue, El Segundo, California 90245 (by overnight delivery or personal courier), so that it is received by the deadline indicated above. Ballots submitted by e-mail or facsimile transmission will not be accepted. Ballots should not be sent to the Debtors.

PLEASE READ THE ATTACHED VOTING INFORMATION AND
INSTRUCTIONS BEFORE COMPLETING THIS BALLOT.

PLEASE COMPLETE ITEMS 1 THROUGH 4. IF NEITHER THE "ACCEPT" NOR "REJECT" BOX IS CHECKED IN ITEM 2, OR IF BOTH BOXES ARE CHECKED IN ITEM 2, THIS BALLOT WILL NOT BE COUNTED AS HAVING BEEN CAST. IF THIS BALLOT IS NOT SIGNED ON THE APPROPRIATE LINES BELOW, THIS BALLOT WILL NOT BE VALID OR COUNTED AS HAVING BEEN CAST.

Item 1. Voting Classification and Amount. The undersigned certifies that as of the January 8, 2010 Record Date it was a beneficial owner of Series A or Series B 10% Senior Notes Due 2013 (the "2013 Senior Notes"). If 2013 Senior Notes are held by a nominee on your behalf and you do not know the amount, please contact your nominee immediately. The aggregate unpaid principal amount held by the undersigned is:

$_____

Item 2. Vote. The undersigned, as the beneficial owner of the 2013 Senior Notes identified in Item 1 as of the Record Date, votes as follows (check one box only):

☐ **ACCEPT** the Plan. ☐ **REJECT** the Plan.

If you vote to accept the Plan, you are specifically consenting to the releases contained in the Plan. Such releases include, but are not limited to, the third-party releases described in Section III.G.3 of the Plan.

Item 3. Certification Regarding Votes Cast on Other Ballots in Respect of Other Notes in Class 4 Under the Plan. If the beneficial owner(s) on behalf of which this Ballot is being cast (each, a "Beneficial Owner") has (have) cast other Ballots on account of the beneficial ownership of any 2013 Senior Notes or Series A or Series B 11% Senior Subordinated Notes, due 2012 (the "2012 Senior Subordinated Notes" and together with the 2013 Senior Notes, the "Notes"), the undersigned certifies (certify) that the requisite information regarding any other Ballots cast by the Beneficial Owner(s) has been included in the tables below (or on additional sheets attached hereto). Do not include in the following tables information relating to 2013 Senior Notes being voted on this Ballot. Only information relating to other Ballots cast by the Beneficial Owner(s) on account of the beneficial ownership of Notes should be identified in this Item 3. Please attach additional sheets if necessary.

OTHER BALLOTS CAST BY BENEFICIAL OWNER OF NOTES CLAIMS				
	Record Holder Customer Account Number(s)	Name of Holder*	Principal Amount of Other 2013 Senior Notes Voted	Principal Amount of 2012 Senior Subordinated Notes Voted
1.				
2.				
3.				

To be counted, a creditor must vote *all* of its Class 4 Claims either to accept or reject the Plan, including those for which it is a Beneficial Owner. No split votes will be permitted.

* Insert your name if the notes are held by you in record name or, if held in street name, insert the name of your broker or bank.

Item 4. Acknowledgments. By signing this Ballot, the undersigned acknowledge(s) receipt of the Disclosure Statement and the other applicable solicitation materials and certifies (certify) that the undersigned is (are) the Beneficial Owner(s) of 2013 Senior Notes voted on this Ballot or otherwise has (have) full power and authority to vote to accept or reject the Plan as indicated on this Ballot on behalf of the Beneficial Owner(s). The undersigned understand(s) that, if this Ballot is validly executed but does not indicate either acceptance or rejection of the Plan, this Ballot will not be counted as having been cast.

_____
Name

_____
Social Security or Federal Tax I.D. No. (optional)

_____
Signature

_____
If by Authorized Agent, Name and Title

_____
Name of Institution

_____
Street Address

_____
City, State, Zip Code

_____
Telephone Number

_____
Date Completed

VOTING INFORMATION AND INSTRUCTIONS
FOR COMPLETING THE BALLOT

1. Please indicate acceptance or rejection of the Plan in the boxes provided in Item 2 of the Ballot. ***If you vote to accept the Plan, you are specifically consenting to the releases contained in the Plan. Such releases include, but are not limited to, the third-party releases described in Section III.G.3 of the Plan***. Complete the Ballot by providing all the information requested and sign, date and return the Ballot by mail, overnight courier or personal delivery to the "Master Ballot Agent" (i.e., broker, bank, dealer or other agent or nominee) at the address identified on the enclosed return envelope.

   Ballots must be received by the Master Ballot Agent sufficiently in advance of 5:00 p.m., Eastern Standard Time, on February 12, 2010 (the "Voting Deadline") to enable the Master Ballot Agent to process your vote and submit a Master Ballot so that it is received by the Voting Deadline. If a Master Ballot is received by the Voting Agent after the Voting Deadline, the votes contained in such Master Ballot will not be counted. An envelope addressed to the Master Ballot Agent should be enclosed for your convenience. Ballots submitted by e-mail or facsimile transmission will not be accepted by the Master Ballot Agent.

2. If you hold Claims and/or Interests in more than one voting Class under the Plan, you may receive a separate Ballot for each such Claim and/or Interest, coded by Class number and description, and a set of solicitation materials. You may also receive more than one Ballot if you are (a) the beneficial owner of 2013 Senior Notes held in street name through more than one "Master Ballot Agent" (*i.e.*, a broker, bank, dealer or other agent or nominee) or (b) the beneficial owner of 2013 Senior Notes registered in your own name as well as the beneficial owner of 2013 Senior Notes registered in street name. **Each Ballot you receive is for voting only your Claim or Interest described on the Ballot**. **The attached Ballot is designated only for voting 2013 Senior Notes in Class 4 held in street name by a Master Ballot Agent. Please complete and return each Ballot you receive**. You must vote all of your Claims within a single Class under the Plan either to accept or reject the Plan. Accordingly, if you return more than one Ballot voting different Claims within a single Class under the Plan and the Ballots are not voted in the same manner, such Ballots shall not be counted.

3. If you have cast additional Ballots on account of the beneficial ownership of any other Notes, you must complete Item 3. With respect to any additional Ballots, please provide the following with respect to other Notes: (a) the account number under which such Notes are held; (b) your name as beneficial owner of the Notes being voted; (c) the principal amount of other 2013 Senior Notes being voted, broken out by account; and (d) the principal amount of other 2012 Notes being voted, broken out by account. One line should be used to identify each such separate account. Do not include in Item 3 information relating to 2013 Senior Notes being voted on the same Ballot in Item 2. Only information relating to other Ballots voted on account of the beneficial ownership of any Notes should be included in Item 3. Please note that the information provided in Items 1 and 3 must, taken together, identify *all* of your holdings of 2012 or 2013 Notes and please note that *all* such Notes must be voted to either accept or reject the Plan.

4. If you cast more than one Ballot voting the same 2013 Senior Notes prior to the Voting Deadline, the latest properly-executed Ballot received by the Voting Agent or Master Ballot Agent (as applicable) before the Voting Deadline (as determined by the Voting Agent or Master Ballot Agent) will be deemed to reflect your intent to either accept or reject the Plan.

PLEASE RETURN YOUR BALLOT PROMPTLY TO THE MASTER BALLOT AGENT.

IF YOU HAVE ANY QUESTIONS CONCERNING THIS BALLOT OR THE VOTING PROCEDURES, PLEASE CONTACT THE MASTER BALLOT AGENT OR THE VOTING AGENT, BMC GROUP, INC., BY TOLL-FREE TELEPHONE AT (888) 909-0100 OR EMAIL AT METALDYNE@BMCGROUP.COM

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re	:	Chapter 11
Oldco M Corporation (f/k/a Metaldyne Corporation), *et al.*,	:	Case No. 09-13412 (MG)
Debtors.	:	(Jointly Administered)

BALLOT FOR ACCEPTING OR REJECTING
JOINT PLAN OF LIQUIDATION OF
DEBTORS AND DEBTORS IN POSSESSION

BALLOT FOR VOTING SERIES A AND SERIES B 11% SENIOR SUBORDINATED NOTES DUE 2012
(CUSIP NO. 591160AB2) (CLASS 4: GENERAL UNSECURED CLAIMS)

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IS 5:00 P.M., EASTERN STANDARD TIME, ON FEBRUARY 12, 2010

This Ballot is submitted to you to solicit your vote to accept or reject the Joint Plan of Liquidation of Debtors and Debtors in Possession (the "Plan") described in the accompanying Disclosure Statement, dated December 7, 2009 (the "Disclosure Statement"). Capitalized terms used in this Ballot and the attached instructions that are not otherwise defined have the meanings given to them in the Plan.

The Plan can be confirmed by the Bankruptcy Court and thereby made binding on you if the Plan (i) is accepted by the holders of at least two-thirds in amount and more than one-half in number of the Claims in each impaired Class of Claims who vote on the Plan and (ii) otherwise satisfies the applicable requirements of section 1129(a) of the Bankruptcy Code. If the requisite acceptances are not obtained, the Bankruptcy Court nonetheless may confirm the Plan if it finds that the Plan (i) provides fair and equitable treatment to, and does not unfairly discriminate against, the Class or Classes rejecting the Plan and (ii) otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code. To have your vote counted, you must complete, sign and return this Ballot to (i) Oldco M Voting Agent, BMC Group, Inc., P.O. Box 952, El Segundo, California 90245-0952 (by United States mail) or (ii) Oldco M Voting Agent, BMC Group, Inc., 1330 E. Franklin Avenue, El Segundo, California 90245 (by overnight delivery or personal courier), so that it is received by the deadline indicated above. Ballots submitted by e-mail or facsimile transmission will not be accepted. Ballots should not be sent to the Debtors.

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Item 1. Voting Classification and Amount. The undersigned certifies that as of the January 8, 2010 Record Date it was a beneficial owner of Series A or Series B 11% Senior Subordinated Notes Due 2012 (the "2012 Senior Subordinated Notes"). If 2012 Senior Subordinated Notes are held by a nominee on your behalf and you do not know the amount, please contact your nominee immediately. The aggregate unpaid principal amount held by the undersigned is:

$_____

Item 2. Vote. The undersigned, as the beneficial owner of the 2012 Senior Subordinated Notes identified in Item 1 as of the Record Date, votes as follows (check one box only):

☐ **ACCEPT** the Plan. ☐ **REJECT** the Plan.

If you vote to accept the Plan, you are specifically consenting to the releases contained in the Plan. Such releases include, but are not limited to, the third-party releases described in Section III.G.3 of the Plan.

Item 3. Certification Regarding Votes Cast on Other Ballots in Respect of Other Notes in Class 4 Under the Plan. If the beneficial owner(s) on behalf of which this Ballot is being cast (each, a "Beneficial Owner") has (have) cast other Ballots on account of the beneficial ownership of any 2012 Senior Subordinated Notes or Series A or Series B 10% Senior Notes, due 2013 (the "2013 Senior Notes" and together with the 2012 Senior Subordinated Notes, the "Notes"), the undersigned certifies (certify) that the requisite information regarding any other Ballots cast by the Beneficial Owner(s) has been included in the tables below (or on additional sheets attached hereto). Do not include in the following tables information relating to 2012 Senior Subordinated Notes being voted on this Ballot. Only information relating to other Ballots cast by the Beneficial Owner(s) on account of the beneficial ownership of Notes should be identified in this Item 3. Please attach additional sheets if necessary.

OTHER BALLOTS CAST BY BENEFICIAL OWNER OF NOTES CLAIMS				
	Record Holder Customer Account Number(s)	Name of Holder*	Principal Amount of Other 2012 Senior Subordinated Notes Voted	Principal Amount of 2013 Senior Notes Voted
1.				
2.				
3.				

To be counted, a creditor must vote *all* of its Class 4 Claims either to accept or reject the Plan, including those for which it is a Beneficial Owner. No split votes will be permitted.

* Insert your name if the notes are held by you in record name or, if held in street name, insert the name of your broker or bank.

Item 4. Acknowledgments. By signing this Ballot, the undersigned acknowledge(s) receipt of the Disclosure Statement and the other applicable solicitation materials and certifies (certify) that the undersigned is (are) the Beneficial Owner(s) of the 2012 Senior Subordinated Notes voted on this Ballot or otherwise has (have) full power and authority to vote to accept or reject the Plan as indicated on this Ballot on behalf of the Beneficial Owner(s). The undersigned understand(s) that, if this Ballot is validly executed but does not indicate either acceptance or rejection of the Plan, this Ballot will not be counted as having been cast.

_____
Name

_____
Social Security or Federal Tax I.D. No. (optional)

_____
Signature

_____
If by Authorized Agent, Name and Title

_____
Name of Institution

_____
Street Address

_____
City, State, Zip Code

_____
Telephone Number

_____
Date Completed

VOTING INFORMATION AND INSTRUCTIONS
FOR COMPLETING THE BALLOT

1. Please indicate acceptance or rejection of the Plan in the boxes provided in Item 2 of the Ballot. ***If you vote to accept the Plan, you are specifically consenting to the releases contained in the Plan. Such releases include, but are not limited to, the third-party releases described in Section III.G.3 of the Plan***. Complete the Ballot by providing all the information requested and sign, date and return the Ballot by mail, overnight courier or personal delivery to the "Master Ballot Agent" (i.e., broker, bank, dealer or other agent or nominee) at the address identified on the enclosed return envelope.

   Ballots must be received by the Master Ballot Agent sufficiently in advance of 5:00 p.m., Eastern Standard Time, on February 12, 2010 (the "Voting Deadline") to enable the Master Ballot Agent to process your vote and submit a Master Ballot so that it is received by the Voting Deadline. If a Master Ballot is received by the Voting Agent after the Voting Deadline, the votes contained in such Master Ballot will not be counted. An envelope addressed to the Master Ballot Agent should be enclosed for your convenience. Ballots submitted by e-mail or facsimile transmission will not be accepted by the Master Ballot Agent.

2. If you hold Claims and/or Interests in more than one voting Class under the Plan, you may receive a separate Ballot for each such Claim and/or Interest, coded by Class number and description, and a set of solicitation materials. You may also receive more than one Ballot if you are (a) the beneficial owner of 2012 Senior Subordinated Notes held in street name through more than one "Master Ballot Agent" (*i.e.*, a broker, bank, dealer or other agent or nominee) or (b) the beneficial owner of 2012 Senior Subordinated Notes registered in your own name as well as the beneficial owner of 2012 Senior Subordinated Notes registered in street name. **Each Ballot you receive is for voting only your Claim or Interest described on the Ballot**. **The attached Ballot is designated only for voting 2012 Senior Subordinated Notes in Class 4 held in street name by a Master Ballot Agent. Please complete and return each Ballot you receive**. You must vote all of your Claims within a single Class under the Plan either to accept or reject the Plan. Accordingly, if you return more than one Ballot voting different Claims within a single Class under the Plan and the Ballots are not voted in the same manner, such Ballots shall not be counted.

3. If you have cast additional Ballots on account of the beneficial ownership of any other Notes, you must complete Item 3. With respect to any additional Ballots, please provide the following with respect to other Notes: (a) the account number under which such Notes are held; (b) your name as beneficial owner of the Notes being voted; (c) the principal amount of other 2012 Senior Subordinated Notes being voted, broken out by account; and (d) the principal amount of 2013 Senior Notes being voted, broken out by account. One line should be used to identify each such separate account. Do not include in Item 3 information relating to 2012 Senior Subordinated Notes being voted on the same Ballot in Item 2. Only information relating to other Ballots voted on account of the beneficial ownership of any Notes should be included in Item 3. Please note that the information provided in Items 1 and 3 must, taken together, identify *all* of your holdings of 2012 and 2013 Notes and please not that *all* such Notes must be voted to either accept or reject the Plan.

4. If you cast more than one Ballot voting the same 2012 Senior Subordinated Notes prior to the Voting Deadline, the latest properly-executed Ballot received by the Voting Agent or Master Ballot Agent (as applicable) before the Voting Deadline (as determined by the Voting Agent or Master Ballot Agent) will be deemed to reflect your intent to either accept or reject the Plan.

PLEASE RETURN YOUR BALLOT PROMPTLY TO THE MASTER BALLOT AGENT.

IF YOU HAVE ANY QUESTIONS CONCERNING THIS BALLOT OR THE VOTING PROCEDURES, PLEASE CONTACT THE MASTER BALLOT AGENT OR THE VOTING AGENT, BMC GROUP, INC., BY TOLL-FREE TELEPHONE AT (888) 909-0100 OR EMAIL AT METALDYNE@BMCGROUP.COM

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re	:	Chapter 11
Oldco M Corporation (f/k/a Metaldyne Corporation), *et al.*,	:	Case No. 09-13412 (MG)
Debtors.	:	(Jointly Administered)

MASTER BALLOT FOR ACCEPTING OR REJECTING
JOINT PLAN OF LIQUIDATION OF DEBTORS AND DEBTORS IN POSSESSION

FOR USE BY BROKERS, BANKS, DEALERS
AND OTHER AGENTS OR NOMINEES FOR BENEFICIAL OWNERS
OF THE SERIES A AND SERIES B 10% SENIOR NOTES DUE 2013
(CUSIP NO. 591160AD8) (CLASS 4: GENERAL UNSECURED CLAIMS)

THE VOTING DEADLINE TO ACCEPT OR REJECT THE PLAN
IS 5:00 P.M., EASTERN STANDARD TIME, ON FEBRUARY 12, 2010

This Master Ballot is to be used by brokers, banks, dealers or other agents or nominees for summarizing votes cast by beneficial owners holding Notes to accept or reject the Joint Plan of Liquidation of Debtors and Debtors in Possession (the "Plan") described in the accompanying Disclosure Statement, dated December 7, 2009 (the "Disclosure Statement"). Capitalized terms used in this Ballot and the attached instructions that are not otherwise defined have the meanings given to them in the Plan.

BALLOTS SHOULD NOT BE SENT TO THE DEBTORS OR THE INDENTURE TRUSTEE.

PLEASE READ THE ATTACHED VOTING INFORMATION AND
INSTRUCTIONS BEFORE COMPLETING THIS BALLOT.

PLEASE COMPLETE ITEMS 1 THROUGH 4. IF THIS BALLOT IS NOT SIGNED ON THE APPROPRIATE LINES BELOW, THIS BALLOT WILL NOT BE VALID OR COUNTED AS HAVING BEEN CAST.

Item 1. **Certification of Authority to Vote**. The undersigned certifies that as of the date hereof, the undersigned (please check the applicable box):

☐ Is a broker, bank, or other nominee for the beneficial owners of the aggregate principal amount of Series A or Series B 10% Senior Notes Due 2013 (the "2013 Senior Notes") listed in Item 2 below, and is the registered holder of such securities; or

☐ Is acting under a power of attorney and/or agency (a copy of which will be provided upon request) granted by a broker, bank, or other nominee that is the registered holder of the aggregate principal amount of 2013 Senior Notes listed in Item 2 below; or

☐ Has been granted a proxy (an original of which is attached hereto) from a broker, bank, or other nominee, or a beneficial owner, that is the registered holder of the aggregate principal amount of 2013 Senior Notes listed in Item 2 below;

and, accordingly, has full power and authority to vote to accept or reject the Plan on behalf of the beneficial owners of the 2013 Senior Notes described in Item 2 below.

Item 2. **Class 4 (General Unsecured Claims) Vote**. The undersigned transmits the following votes of beneficial owners in respect of their 2013 Senior Notes, and certifies that the following beneficial owners of 2013 Senior Notes, as identified by their respective customer account numbers set forth below (a) were beneficial owners of such securities as of the Record Date and (b) have delivered to the undersigned, as nominee, Ballots casting such votes. Indicate in the appropriate column the aggregate principal amount voted for each account, or attach such information to this Master Ballot in the form of the following table.

Please note: each beneficial owner **must** vote *all* his, her, or its Class 4 claims *either* to accept or reject the Plan, and may *not* split such vote.

YOUR CUSTOMER ACCOUNT NUMBER FOR EACH BENEFICIAL OWNER OF 2013 SENIOR NOTES	PRINCIPAL AMOUNT OF 2013 SENIOR NOTES VOTED TO ACCEPT THE PLAN		PRINCIPAL AMOUNT OF 2013 SENIOR NOTES VOTED TO REJECT THE PLAN
1.	$	**OR**	$
2.	$	**OR**	$
3.	$	**OR**	$
4.	$	**OR**	$
5.	$	**OR**	$
6.	$	**OR**	$
7.	$	**OR**	$
8.	$	**OR**	$
9.	$	**OR**	$
10.	$	**OR**	$
TOTALS	$		$

* Attach additional sheets if necessary.

Item 3. Certification as to Transcription of Information From Item 3 As to Other Notes Voted by Beneficial Owners. The undersigned certifies that the undersigned has transcribed in the following table the information, if any, provided by beneficial owners in Item 3 of the 2013 Senior Note Ballots, identifying any other Notes for which such beneficial owners have submitted other Ballots:

YOUR CUSTOMER ACCOUNT NUMBER FOR EACH BENEFICIAL OWNER WHO COMPLETED ITEM 3 OF BALLOT NO. 3(1)	**TRANSCRIBE FROM ITEM 3 OF INDIVIDUAL BALLOT NO. 3(1):**			
	ACCOUNT NUMBER *(Transcribe from Item 3 of Ballot No. 3(1))*	**NAME HOLDER** *(Transcribe from Item 3 of Ballot No. 3(1))*	**PRINCIPAL AMOUNT OF OTHER 2013 SENIOR NOTES VOTED** *(Transcribe from Item 3 of Ballot No. 3(1))*	**PRINCIPAL AMOUNT OF 2012 SENIOR SUBORDINATED NOTES VOTED** *(Transcribe from Item 3 of Ballot No. 3(1))*
1.				
2.				
3.				
4.				
5.				
6.				
7.				
8.				
9.				
10.				

Item 4. **Certification**. By signing this Master Ballot, the undersigned certifies that (a) each beneficial owner of 2013 Senior Notes listed in Item 2, above, has been provided with a copy of the applicable solicitation materials, and acknowledges that the solicitation of votes is subject to all the terms and conditions set forth in the solicitation materials, (b) if a beneficial owner voted the same 2013 Senior Notes more than once, only the last Ballot received from such beneficial owner is the vote reflected in Item 2 above and (c) the Ballots received from each such beneficial owner or a copy thereof is and will remain on file with the undersigned subject to inspection for a period of six months following the Voting Deadline.

Name of Broker, Bank, or Other Nominee:

_____
(Print or Type)

Name of Proxy Holder or Agent for Broker,
Bank, or Other Nominee (if applicable):

_____
(Print or Type)

Social Security or Federal Tax I.D. No.:_____
(If Applicable)

Signature:_____

By:_____
(If Appropriate)

Title:_____
(If Appropriate)

Street Address:_____

City, State, Zip Code:_____

Telephone Number:(__)_____

Date Completed:_____

DTC Participant Number:_____

IF YOU HAVE ANY QUESTIONS REGARDING THIS MASTER BALLOT OR THE VOTING PROCEDURES, OR IF YOU NEED ADDITIONAL COPIES OF THE MASTER BALLOT, BALLOTS, SOLICITATION MATERIALS OR OTHER RELATED MATERIALS, PLEASE CONTACT THE VOTING AGENT, BMC GROUP, INC., BY TOLL-FREE TELEPHONE AT (888) 909-0100 OR EMAIL AT METALDYNE@BMCGROUP.COM

VOTING INFORMATION AND INSTRUCTIONS
FOR COMPLETING THE MASTER BALLOT

1. Complete the Master Ballot by providing all the information requested and sign, date and return the Master Ballot by mail, overnight courier, personal delivery or facsimile to BMC Group, Inc. (the "Voting Agent") at the applicable following address or number:

BY UNITED STATES MAIL:	**BY OVERNIGHT COURIER OR PERSONAL DELIVERY:**	**BY FACSIMILE:**
Oldco M Voting Agent BMC Group, Inc. P.O. Box 3020 Chanhassen, MN 55317-3020	Oldco M Voting Agent BMC Group, Inc. 18750 Lake Drive East Chanhassen, MN 55317	Oldco M Voting Agent BMC Group, Inc. Facsimile No.: (952) 404-5750

Master Ballots must be *received* by the Voting Agent by 5:00 p.m., Eastern Standard Time, on February 12, 2010 (the "Voting Deadline"). If a Master Ballot is received after the Voting Deadline, it will not be counted. If you choose to return the Master Ballot by facsimile, you also must submit the original Master Ballot to the Voting Agent by overnight courier so that it is received the day immediately following the Voting Deadline. *Ballots submitted by e-mail will not be accepted. Ballots should not be sent to the Debtors or the Indenture Trustee.*

2. If, in addition to acting as broker, bank, dealer or agent or other nominee, you also are a beneficial owner of any 2013 Senior Notes beneficially held by you, you may either complete an Individual Ballot or add your vote to the attached Master Ballot. For voting your own Claims, please refer to the instructions accompanying the Individual Ballot.

3. Multiple Master Ballots may be completed and delivered to the Voting Agent. Votes reflected by multiple Master Ballots will be counted except to the extent that they are duplicative of other Master Ballots. If two or more Master Ballots are inconsistent, the latest dated properly executed Master Ballot received prior to the Voting Deadline will, to the extent of such inconsistency, supersede and revoke any prior Master Ballot. If more than one Master Ballot is submitted and the later Master Ballot(s) supplement(s) rather than supersede(s) the earlier Master Ballot(s), please mark the subsequent Master Ballot(s) with the words "Additional Vote" or such other language as you customarily use to indicate an additional vote that is not meant to revoke an earlier vote.

4. Please note that Item 2 of the Master Ballot requests that you transcribe information or attach a schedule to the Master Ballot in the indicated format providing information for each individual beneficial owner of 2013 Senior Notes on whose behalf you are executing a Master Ballot. If a single customer has more than one account with the identical registration, only list that customer once in the schedule requested by Item 2. The total principal amount of all accounts voted with respect to a single customer should be listed in a single schedule entry, so that each line will represent a different beneficial owner.

5. Please note that Item 3 of the Master Ballot requests that you provide information or attach a schedule to the Master Ballot in the indicated format by transcribing any information provided in Item 3 of each Individual Ballot received from a beneficial owner for which you are executing a Master Ballot. Please also include your customer account number for each entry in Item 3.

6. Please note that each beneficial owner must vote its entire Class 4 Claim under the Plan either to accept or reject the Plan. A beneficial owner may not split its vote. Moreover, all holders of any portion of a single Claim will be (a) treated as a single creditor for voting purposes and (b) required to vote every portion of such Claim collectively to either accept or reject the Plan. Further, for purposes of computing the Master Ballot vote, each voting beneficial owner should be deemed to have voted the full amount of its holdings 2013 Senior Notes according to your records or such lesser amount identified by the beneficial holder on its Individual Ballot. Any executed Individual Ballot that (a) does not indicate an acceptance or rejection of the Plan or (b) indicates both an acceptance and a rejection of the Plan should not be counted on the Master Ballot as having been cast.

7. If a beneficial owner casts more than one Ballot voting the same Claim prior to the Mailing Deadline, the latest such properly-executed Ballot received (as determined by you) should be deemed to reflect such beneficial owner's intent to either accept or reject the Plan.

8. No fees or commissions or other remuneration will be payable to any broker, bank, dealer or other person in connection with this solicitation. Upon written request, however, the Debtors will reimburse you for customary mailing and handling expenses incurred by you in forwarding Individual Ballots and accompanying solicitation packages to your client.

9. This Master Ballot does not constitute and shall not be deemed a proof of Claim or Interest or an assertion of a Claim or Interest.

NOTHING CONTAINED HEREIN OR IN THE ENCLOSED DOCUMENTS SHALL CONSTITUTE THE DESIGNATION OF YOU OR ANY OTHER PERSON AS AN AGENT OF ANY OF THE DEBTORS OR THE VOTING AGENT OR AUTHORIZE YOU OR ANY PERSON TO USE ANY DOCUMENT OR MAKE ANY STATEMENTS ON BEHALF OF ANY OF THEM WITH RESPECT TO THE PLAN, EXCEPT FOR THE STATEMENTS CONTAINED IN THE SOLICITATION MATERIALS ENCLOSED HEREWITH.

THE VOTING AGENT WILL NOT ACCEPT MASTER BALLOTS BY E-MAIL. MASTER BALLOTS SHOULD NOT BE SENT TO THE DEBTORS OR THE INDENTURE TRUSTEE.

IF YOU HAVE ANY QUESTIONS CONCERNING THIS BALLOT OR THE VOTING PROCEDURES, PLEASE CONTACT THE VOTING AGENT, BMC GROUP, INC., BY TOLL-FREE TELEPHONE AT (888) 909-0100 OR EMAIL AT METALDYNE@BMCGROUP.COM

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re	:	Chapter 11
Oldco M Corporation (f/k/a Metaldyne Corporation), *et al.*,	:	Case No. 09-13412 (MG)
Debtors.	:	(Jointly Administered)

MASTER BALLOT FOR ACCEPTING OR REJECTING
JOINT PLAN OF LIQUIDATION OF DEBTORS AND DEBTORS IN POSSESSION

FOR USE BY BROKERS, BANKS, DEALERS
AND OTHER AGENTS OR NOMINEES FOR BENEFICIAL OWNERS
OF THE SERIES A AND SERIES B 11% SENIOR SUBORDINATED NOTES DUE 2012
(CUSIP NO. 591160AB2) (CLASS 4: GENERAL UNSECURED CLAIMS)

THE VOTING DEADLINE TO ACCEPT OR REJECT THE PLAN
IS 5:00 P.M., EASTERN STANDARD TIME, ON FEBRUARY 12, 2010

This Master Ballot is to be used by brokers, banks, dealers or other agents or nominees for summarizing votes cast by beneficial owners holding Notes to accept or reject the Joint Plan of Liquidation of Debtors and Debtors in Possession (the "Plan") described in the accompanying Disclosure Statement, dated December 7, 2009 (the "Disclosure Statement"). Capitalized terms used in this Ballot and the attached instructions that are not otherwise defined have the meanings given to them in the Plan.

BALLOTS SHOULD NOT BE SENT TO THE DEBTORS OR THE INDENTURE TRUSTEE.

PLEASE READ THE ATTACHED VOTING INFORMATION AND
INSTRUCTIONS BEFORE COMPLETING THIS BALLOT.

PLEASE COMPLETE ITEMS 1 THROUGH 4. IF THIS BALLOT IS NOT SIGNED ON THE APPROPRIATE LINES BELOW, THIS BALLOT WILL NOT BE VALID OR COUNTED AS HAVING BEEN CAST.

Item 1. **Certification of Authority to Vote**. The undersigned certifies that as of the date hereof, the undersigned (please check the applicable box):

☐ Is a broker, bank, or other nominee for the beneficial owners of the aggregate principal amount of Series A or Series B 11% Senior Subordinated Notes Due 2012 (the "2012 Senior Subordinated Notes") listed in Item 2 below, and is the registered holder of such securities; or

☐ Is acting under a power of attorney and/or agency (a copy of which will be provided upon request) granted by a broker, bank, or other nominee that is the registered holder of the aggregate principal amount of 2012 Senior Subordinated Notes listed in Item 2 below; or

☐ Has been granted a proxy (an original of which is attached hereto) from a broker, bank, or other nominee, or a beneficial owner, that is the registered holder of the aggregate principal amount of 2012 Senior Subordinated Notes listed in Item 2 below;

and, accordingly, has full power and authority to vote to accept or reject the Plan on behalf of the beneficial owners of the 2012 Senior Subordinated Notes described in Item 2 below.

Item 2. **Class 4 (General Unsecured Claims) Vote**. The undersigned transmits the following votes of beneficial owners in respect of their 2012 Senior Subordinated Notes, and certifies that the following beneficial owners of 2012 Senior Subordinated Notes, as identified by their respective customer account numbers set forth below (a) were beneficial owners of such securities as of the Record Date and (b) have delivered to the undersigned, as nominee, Ballots casting such votes. Indicate in the appropriate column the aggregate principal amount voted for each account, or attach such information to this Master Ballot in the form of the following table.

Please note: each beneficial owner **must** vote *all* his, her, or its Class 4 claims *either* to accept or reject the Plan, and may *not* split such vote.

YOUR CUSTOMER ACCOUNT NUMBER FOR EACH BENEFICIAL OWNER OF 2012 SENIOR SUBORDINATED NOTES	PRINCIPAL AMOUNT OF 2012 SENIOR SUBORDINATED NOTES VOTED TO ACCEPT THE PLAN		PRINCIPAL AMOUNT OF 2012 SENIOR SUBORDINATED NOTES VOTED TO REJECT THE PLAN
1.	$	**OR**	$
2.	$	**OR**	$
3.	$	**OR**	$
4.	$	**OR**	$
5.	$	**OR**	$
6.	$	**OR**	$
7.	$	**OR**	$
8.	$	**OR**	$
9.	$	**OR**	$
10.	$	**OR**	$
TOTALS	$		$

* Attach additional sheets if necessary.

Item 3. Certification As to Transcription of Information From Item 3 As to Other Notes Voted by Beneficial Owners. The undersigned certifies that the undersigned has transcribed in the following table the information, if any, provided by beneficial owners in Item 3 of the 2012 Senior Subordinated Note Ballots, identifying any other Notes for which such beneficial owners have submitted other Ballots:

YOUR CUSTOMER ACCOUNT NUMBER FOR EACH BENEFICIAL OWNER WHO COMPLETED ITEM 3 OF BALLOT NO. 3(2)	**TRANSCRIBE FROM ITEM 3 OF INDIVIDUAL BALLOT NO. 3(2):**			
	ACCOUNT NUMBER *(Transcribe from Item 3 of Ballot No. 3(2))*	**NAME HOLDER** *(Transcribe from Item 3 of Ballot No. 3(2))*	**PRINCIPAL AMOUNT OF OTHER 2012 SENIOR SUBORDINATED NOTES VOTED** *(Transcribe from Item 3 of Ballot No. 3(2))*	**PRINCIPAL AMOUNT OF 2013 SENIOR NOTES VOTED** *(Transcribe from Item 3 of Ballot No. 3(2))*
1.				
2.				
3.				
4.				
5.				
6.				
7.				
8.				
9.				
10.				

Item 4. **Certification**. By signing this Master Ballot, the undersigned certifies that (a) each beneficial owner of 2012 Senior Subordinated Notes listed in Item 2, above, has been provided with a copy of the applicable solicitation materials, and acknowledges that the solicitation of votes is subject to all the terms and conditions set forth in the solicitation materials, (b) if a beneficial owner voted the same 2012 Senior Subordinated Notes more than once, only the last Ballot received from such beneficial owner is the vote reflected in Item 2 above and (c) the Ballots received from each such beneficial owner or a copy thereof is and will remain on file with the undersigned subject to inspection for a period of six months following the Voting Deadline.

Name of Broker, Bank, or Other Nominee:

_____
(Print or Type)

Name of Proxy Holder or Agent for Broker,
Bank, or Other Nominee (if applicable):

_____
(Print or Type)

Social Security or Federal Tax I.D. No.:_____
(If Applicable)

Signature:_____

By:_____
(If Appropriate)

Title:_____
(If Appropriate)

Street Address:_____

City, State, Zip Code:_____

Telephone Number:(__)_____

Date Completed:_____

DTC Participant Number:_____

IF YOU HAVE ANY QUESTIONS REGARDING THIS MASTER BALLOT OR THE VOTING PROCEDURES, OR IF YOU NEED ADDITIONAL COPIES OF THE MASTER BALLOT, BALLOTS, SOLICITATION MATERIALS OR OTHER RELATED MATERIALS, PLEASE CONTACT THE VOTING AGENT, BMC GROUP, INC., BY TOLL-FREE TELEPHONE AT (888) 909-0100 OR EMAIL AT METALDYNE@BMCGROUP.COM

VOTING INFORMATION AND INSTRUCTIONS
FOR COMPLETING THE MASTER BALLOT

1. Complete the Master Ballot by providing all the information requested and sign, date and return the Master Ballot by mail, overnight courier, personal delivery or facsimile to BMC Group, Inc. (the "Voting Agent") at the applicable following address or number:

BY UNITED STATES MAIL:	**BY OVERNIGHT COURIER OR PERSONAL DELIVERY:**	**BY FACSIMILE:**
Oldco M Voting Agent BMC Group, Inc. P.O. Box 3020 Chanhassen, MN 55317-3020	Oldco M Voting Agent BMC Group, Inc. 18750 Lake Drive East Chanhassen, MN 55317	Oldco M Voting Agent BMC Group, Inc. Facsimile No.: (952) 404-5750

Master Ballots must be *received* by the Voting Agent by 5:00 p.m., Eastern Standard Time, on February 12, 2010 (the "Voting Deadline"). If a Master Ballot is received after the Voting Deadline, it will not be counted. If you choose to return the Master Ballot by facsimile, you also must submit the original Master Ballot to the Voting Agent by overnight courier so that it is received the day immediately following the Voting Deadline. *Ballots submitted by e-mail will not be accepted. Ballots should not be sent to the Debtors or the Indenture Trustee.*

2. If, in addition to acting as broker, bank, dealer or agent or other nominee, you also are a beneficial owner of any 2012 Senior Subordinated Notes beneficially held by you, you may either complete an Individual Ballot or add your vote to the attached Master Ballot. For voting your own Claims, please refer to the instructions accompanying the Individual Ballot.

3. Multiple Master Ballots may be completed and delivered to the Voting Agent. Votes reflected by multiple Master Ballots will be counted except to the extent that they are duplicative of other Master Ballots. If two or more Master Ballots are inconsistent, the latest dated properly executed Master Ballot received prior to the Voting Deadline will, to the extent of such inconsistency, supersede and revoke any prior Master Ballot. If more than one Master Ballot is submitted and the later Master Ballot(s) supplement(s) rather than supersede(s) the earlier Master Ballot(s), please mark the subsequent Master Ballot(s) with the words "Additional Vote" or such other language as you customarily use to indicate an additional vote that is not meant to revoke an earlier vote.

4. Please note that Item 2 of the Master Ballot requests that you transcribe information or attach a schedule to the Master Ballot in the indicated format providing information for each individual beneficial owner of 2012 Senior Subordinated Notes on whose behalf you are executing a Master Ballot. If a single customer has more than one account with the identical registration, only list that customer once in the schedule requested by Item 2. The total principal amount of all accounts voted with respect to a single customer should be listed in a single schedule entry, so that each line will represent a different beneficial owner.

5. Please note that Item 3 of the Master Ballot requests that you provide information or attach a schedule to the Master Ballot in the indicated format by transcribing any information provided in Item 3 of each Individual Ballot received from a beneficial owner for which you are executing a Master Ballot. Please also include your customer account number for each entry in Item 3.

6. Please note that each beneficial owner must vote its entire Class 4 Claim under the Plan either to accept or reject the Plan. A beneficial owner may not split its vote. Moreover, all holders of any portion of a single Claim will be (a) treated as a single creditor for voting purposes and (b) required to vote every portion of such Claim collectively to either accept or reject the Plan. Further, for purposes of computing the Master Ballot vote, each voting beneficial owner should be deemed to have voted the full amount of its holdings 2012 Senior Subordinated Notes according to your records or such lesser amount identified by the beneficial holder on its Individual Ballot. Any executed Individual Ballot that (a) does not indicate an acceptance or rejection of the Plan or (b) indicates both an acceptance and a rejection of the Plan should not be counted on the Master Ballot as having been cast.

7. If a beneficial owner casts more than one Ballot voting the same Claim prior to the Mailing Deadline, the latest such properly-executed Ballot received (as determined by you) should be deemed to reflect such beneficial owner's intent to either accept or reject the Plan.

8. No fees or commissions or other remuneration will be payable to any broker, bank, dealer or other person in connection with this solicitation. Upon written request, however, the Debtors will reimburse you for customary mailing and handling expenses incurred by you in forwarding Individual Ballots and accompanying solicitation packages to your client.

9. This Master Ballot does not constitute and shall not be deemed a proof of Claim or Interest or an assertion of a Claim or Interest.

NOTHING CONTAINED HEREIN OR IN THE ENCLOSED DOCUMENTS SHALL CONSTITUTE THE DESIGNATION OF YOU OR ANY OTHER PERSON AS AN AGENT OF ANY OF THE DEBTORS OR THE VOTING AGENT OR AUTHORIZE YOU OR ANY PERSON TO USE ANY DOCUMENT OR MAKE ANY STATEMENTS ON BEHALF OF ANY OF THEM WITH RESPECT TO THE PLAN, EXCEPT FOR THE STATEMENTS CONTAINED IN THE SOLICITATION MATERIALS ENCLOSED HEREWITH.

THE VOTING AGENT WILL NOT ACCEPT MASTER BALLOTS BY E-MAIL. MASTER BALLOTS SHOULD NOT BE SENT TO THE DEBTORS OR THE INDENTURE TRUSTEE.

IF YOU HAVE ANY QUESTIONS CONCERNING THIS BALLOT OR THE VOTING PROCEDURES, PLEASE CONTACT THE VOTING AGENT, BMC GROUP, INC., BY TOLL-FREE TELEPHONE AT (888) 909-0100 OR EMAIL AT METALDYNE@BMCGROUP.COM

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re	:	Chapter 11
Oldco M Corporation (f/k/a Metaldyne Corporation), *et al.*,	:	Case No. 09-13412 (MG)
Debtors.	:	(Jointly Administered)

BALLOT FOR ACCEPTING OR REJECTING
JOINT PLAN OF LIQUIDATION OF DEBTORS AND DEBTORS IN POSSESSION

CLASS 4: GENERAL UNSECURED CLAIMS
(OTHER THAN 2013 SENIOR NOTE CLAIMS AND 2012 SENIOR SUBORDINATED NOTE CLAIMS)

THE VOTING DEADLINE TO ACCEPT OR REJECT THE PLAN
IS 5:00 P.M., EASTERN STANDARD TIME, ON FEBRUARY 12, 2010

This Ballot is submitted to you to solicit your vote to accept or reject the Joint Plan of Liquidation of Debtors and Debtors in Possession (the "Plan") described in the accompanying Disclosure Statement, dated December 7, 2009 (the "Disclosure Statement"). *Please read the cover letter accompanying this Ballot carefully to ensure that you complete, execute and return the proper Ballot.* Capitalized terms used in this Ballot and the attached instructions that are not otherwise defined have the meanings given to them in the Plan.

The Plan can be confirmed by the Bankruptcy Court and thereby made binding on you if the Plan (i) is accepted by the holders of at least two-thirds in amount and more than one-half in number of the Claims in each impaired Class of Claims who vote on the Plan and (ii) otherwise satisfies the applicable requirements of section 1129(a) of the Bankruptcy Code. If the requisite acceptances are not obtained, the Bankruptcy Court nonetheless may confirm the Plan if it finds that the Plan (i) provides fair and equitable treatment to, and does not unfairly discriminate against, the Class or Classes rejecting the Plan and (ii) otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code. To have your vote counted, you must complete, sign and return this Ballot to (i) Oldco M Voting Agent, BMC Group, Inc., P.O. Box 952, El Segundo, California 90245-0952 (by United States mail) or (ii) Oldco M Voting Agent, BMC Group, Inc., 1330 E. Franklin Avenue, El Segundo, California 90245 (by overnight delivery or personal courier), so that it is received by the deadline indicated above. Ballots submitted by e-mail or facsimile transmission will not be accepted. Ballots should not be sent to the Debtors.

PLEASE READ THE ATTACHED VOTING INFORMATION AND
INSTRUCTIONS BEFORE COMPLETING THIS BALLOT.

PLEASE COMPLETE ITEM 1. IF NEITHER THE "ACCEPT" NOR "REJECT" BOX IS CHECKED IN ITEM 1, OR IF BOTH BOXES ARE CHECKED IN ITEM 1, THIS BALLOT WILL NOT BE COUNTED AS HAVING BEEN CAST WITH RESPECT TO THE APPLICABLE CLASS. IF THIS BALLOT IS NOT SIGNED ON THE APPROPRIATE LINES BELOW, THIS BALLOT WILL NOT BE VALID OR COUNTED AS HAVING BEEN CAST.

Item 1. Class 4 Vote. The undersigned, a holder of a General Unsecured Claim in Class 4 of the Plan against the Debtors in the amount set forth below (which Claim is not a 2013 Senior Note Claim or a 2012 Senior Subordinated Note Claim) votes to (check one box):

☐ **ACCEPT** the Plan. ☐ **REJECT** the Plan.

If you vote to accept the Plan, you are specifically consenting to the releases contained in the Plan. Such releases include, but are not limited to, the third-party releases described in Section III.G.3 of the Plan.

Creditor: _____ Claim Amount: $_____

Item 2. Acknowledgments. By signing this Ballot, the undersigned acknowledges receipt of the Disclosure Statement and the other applicable solicitation materials and certifies that the undersigned is the claimant or has the power and authority to vote to accept or reject the Plan on behalf of the claimant. The undersigned understands that, if this Ballot is otherwise validly executed but does not indicate either acceptance or rejection of the Plan, this Ballot will not be counted as having been cast.

_____
Name

_____
Social Security or Federal Tax I.D. No. (optional)

_____
Signature

_____
If by Authorized Agent, Name and Title

_____
Name of Institution

_____
Street Address

_____
City, State, Zip Code

_____
Telephone Number

_____
Date Completed

VOTING INFORMATION AND INSTRUCTIONS FOR COMPLETING THE BALLOT

1. In the boxes provided in Item 1 of the Ballot, please indicate acceptance or rejection of the Plan. ***If you vote to accept the Plan, you are specifically consenting to the releases contained in the Plan. Such releases include, but are not limited to, the third-party releases discussed in Section III.G.3 of the Plan.*** Complete the Ballot by providing all the information requested and sign, date and return the Ballot by mail, overnight courier or personal delivery to BMC Group, Inc. (the "Voting Agent") at the applicable following address:

BY UNITED STATES MAIL:	**BY OVERNIGHT COURIER OR PERSONAL DELIVERY:**
Oldco M Voting Agent BMC Group, Inc. P.O. Box 3020 Chanhassen, MN 55317-3020	Oldco M Voting Agent BMC Group, Inc. 18750 Lake Drive East Chanhassen, MN 55317

Ballots must be *received* by the Voting Agent by 5:00 p.m., Eastern Standard Time, on February 12, 2010 (the "Voting Deadline"). If a Ballot is received after the Voting Deadline, it will not be counted. An envelope addressed to the Voting Agent is enclosed for your convenience.

2. If you hold Claims in more than one voting Class under the Plan, or if you hold multiple Claims within the same voting Class under the Plan, you may receive a separate Ballot for each such Claim, coded by Class number and description, and a set of solicitation materials. **Each Ballot you receive is for voting only those Claims described on the Ballot**. **Please complete and return each Ballot you receive**. **The attached Ballot is designated only for voting General Unsecured Claims (other than 2013 Senior Note Claims and 2012 Senior Subordinated Note Claims).** You must vote all of your Claims within a single Class under the Plan either to accept or reject the Plan. Accordingly, if you return more than one Ballot voting different Claims within a single Class under the Plan and the Ballots are not voted in the same manner, such Ballots shall not be counted. If you hold any portion of a single Claim, you and all other holders of any portion of such Claim will be (a) treated as a single creditor for voting purposes and (b) required to vote every portion of such Claim collectively to either accept or reject the Plan. In the event a group of Ballots received from the various holders of multiple portions of a single Claim partially accepts and partially rejects the Plan, such Ballots shall not be counted.

3. Your Claim, unless previously allowed by order of the Bankruptcy Court, has been **temporarily allowed solely for purposes of voting** to accept or reject the Plan in accordance with certain tabulation rules approved by the Bankruptcy Court (the "Tabulation Rules"). The Tabulation Rules are set forth in the "Notice of (A) Deadline for Casting Votes to Accept or Reject Proposed Joint Plan of Liquidation, (B) Hearing to Consider Confirmation of Proposed Joint Plan of Liquidation and (C) Related Matters," which is enclosed with the solicitation materials you received along with this Ballot. The temporary allowance of your Claim for voting purposes does not constitute an allowance of your Claim for purposes of distribution under the Plan and is without prejudice to the rights of the Debtors in any other context (*e.g.*, the right of the Debtors to contest the amount or validity of any Claim for purposes of allowance under the Plan). If you wish to challenge the temporary allowance of your Claim for voting purposes, you must file a motion, pursuant to Rule 3018(a) of the Federal Rules of Bankruptcy Procedure, for an order temporarily allowing your Claim in a different amount or classification for purposes of voting to accept or reject the Plan and serve such motion on the Debtors so that it is received by the later of (a) February 2, 2010 or (b) ten days after the date of service of a notice of an objection, if any, to your Claim. Unless the Bankruptcy Court orders otherwise, your Claim will not be counted as a vote in excess of the amount as determined in accordance with the Tabulation Rules, regardless of the amount identified in Item 1 of the Ballot. If a lesser amount is identified in Item 1 of the Ballot, your Claim will be counted as a vote in such lesser amount.

4. The Ballot does not constitute and shall not be deemed a proof of Claim or Interest or an assertion of a Claim or Interest.

5. If you cast more than one Ballot voting the same Claim prior to the Voting Deadline, the latest properly-executed Ballot received by the Voting Agent before the Voting Deadline (as determined by the Voting Agent) will be deemed to reflect your intent to either accept or reject the Plan.

PLEASE RETURN YOUR BALLOT PROMPTLY.

THE VOTING AGENT WILL *NOT* ACCEPT BALLOTS BY E-MAIL OR FACSIMILE TRANSMISSION. BALLOTS SHOULD NOT BE SENT TO THE DEBTORS.

IF YOU HAVE ANY QUESTIONS CONCERNING THIS BALLOT OR THE VOTING PROCEDURES, PLEASE CONTACT THE VOTING AGENT, BMC GROUP, INC., BY TOLL-FREE TELEPHONE AT (888) 909-0100 OR EMAIL AT METALDYNE@BMCGROUP.COM

EXHIBIT C

(Proposed Tabulation Rules)

PROPOSED TABULATION RULES FOR
CLAIMS AND INTERESTS ENTITLED TO VOTED ON THE PLAN

a. Unless otherwise provided in the Tabulation Rules described below, a Claim will be deemed temporarily allowed for voting purposes in an amount equal to the full stated amount claimed by the holder of such Claim to be an unsecured nonpriority Claim in any proof of Claim filed by the applicable bar date (or otherwise deemed timely filed under applicable law) to the extent that the proof of Claim specifies a fixed or liquidated amount. Any additional contingent or unliquidated amounts will be temporarily disallowed for voting purposes.

b. If a Claim is deemed allowed in accordance with the Plan, such Claim will be temporarily allowed for voting purposes in the deemed allowed amount set forth in the Plan.

c. If a Claim for which a proof of Claim has been timely filed is (i) marked or identified as contingent or unliquidated on its face and/or (ii) does not otherwise specify a fixed or liquidated amount, such contingent or unliquidated Claim will be temporarily allowed for voting purposes in the amount of $1.00.

d. If a Claim has been estimated or otherwise allowed for voting purposes by order of the Bankruptcy Court, or by an agreement between the Debtors and the creditor estimating or otherwise allowing a Claim for voting purposes (an "Estimation Agreement"), such Claim will be temporarily allowed for voting purposes in the amount so estimated or allowed by the Bankruptcy Court. The following shall apply to Estimation Agreements:

- With respect to any Estimation Agreement, the Debtors must file a notice of such agreement (an "Estimation Notice") with the Bankruptcy Court and serve such Estimation Notice on the affected creditor and the following parties (collectively, the "Notice Parties"):

  (i) the OFFICE OF THE UNITED STATES TRUSTEE, SOUTHERN DISTRICT OF NEW YORK, 33 Whitehall Street, 21st Floor, New York, New York 10004 (Attn: Paul Schwartzberg, Esq.); and

  (ii) counsel to the Official Committee of Unsecured Creditors, REED SMITH, LLP, 1201 Market Street, Suite 1500, Wilmington, Delaware 19801 (Attn: Kurt F. Gwynne, Esq. and Mark W. Eckard, Esq.) and REED SMITH, 599 Lexington Avenue, 22nd Floor, New York, New York 10022 (Attn: Mark D. Silverschotz, Esq.).

- Each Estimation Notice: (i) may address a single Claim or multiple Claims; (ii) shall describe the pertinent terms of the Estimation Agreement between the parties (including the amount(s) in which the creditor's Claim(s) will be temporarily allowed for voting purposes); and (iii) provide that the Notice Parties may file written objections to the Estimation Agreement described therein (an "Estimation Objection") and serve such objection on the Debtors and the Notice Parties no later than seven days after service of the Estimation Notice (the "Estimation Objection Deadline").

- If no Estimation Objection is filed and served by the Estimation Objection Deadline with respect to a particular Estimation Agreement, the Claim(s) addressed in the relevant Estimation Agreement will be temporarily allowed for voting purposes as set forth in the Estimation Agreement without further action of the parties or the Bankruptcy Court.

- If an Estimation Objection is timely filed and served, and such Estimation Objection is not resolved consensually by the parties, the Claim(s) addressed in the relevant Estimation Agreement will not be temporarily allowed for voting purposes as set forth therein unless approved by an order of the Bankruptcy Court. The Debtors or the claimant may schedule any such Estimation Objection and the related Estimation Agreement for hearing before the Bankruptcy Court. Along with any notice of hearing on a contested Estimation Agreement, the Debtors may file additional briefing in support of the agreement (a "Supplemental Brief").

e. If a Claim is (i) either (A) not listed in the Schedules or (B) listed in the Schedules as contingent, unliquidated or disputed and (ii) a proof of Claim was not timely filed or deemed timely filed by an order of the Bankruptcy Court prior to the Voting Deadline, unless the Debtors have consented otherwise in writing, such Claim will be disallowed for voting purposes pursuant to Bankruptcy Rule 3003(c)(2).[1]

f. If the Debtors have filed and served an objection to a Claim by January 29, 2010, such Claim will be temporarily allowed or disallowed for voting purposes in accordance with the relief sought in the objection. If an objection does not identify the proposed amount of a Claim (e.g., if the Claim remains subject to estimation or liquidation), then such Claim will be temporarily allowed in the amount of $1.00.

g. If the automatic stay has been modified by an order of the Bankruptcy Court at least 15 days before the Voting Deadline to permit a Claim to be adjudicated, in whole or in part, in another court (including an appellate court), such Claim will be temporarily allowed in the amount of $1.00.

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[1] Bankruptcy Rule 3003(c)(2) provides that "[a]ny creditor or equity security holder whose claim or interest is not scheduled or scheduled as disputed, contingent, or unliquidated shall file a proof of claim or interest within the time prescribed by subdivision (c)(3) of this rule; any creditor who fails to do so shall not be treated as a creditor with respect to such claim for the purposes of voting and distribution."

h. With respect to Notes, the aggregate amounts of the Claims asserted with respect to a particular series of Notes will be, for voting purposes, the lesser of: (i) the amounts provided on a Record Holder Register (as such term is defined in Exhibit F to the Motion) or Master Ballot Register (as such term is defined in Exhibit F to the Motion), as applicable; or (ii) the amounts identified by an Individual Record Holder (as such term is defined in Exhibit F to the Motion) in an Individual Ballot or by a Master Ballot Agent on a Master Ballot, in each case calculated in accordance with the terms of Exhibit F to the Motion.

i. If a Claim holder identifies a Claim amount on its Ballot that is less than the amount otherwise calculated in accordance with the Tabulation Rules, the Claim will be temporarily allowed for voting purposes in the lesser amount identified on such Ballot.

EXHIBIT D

(Proposed Confirmation Hearing Notice)

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re	:	Chapter 11
Oldco M Corporation (f/k/a Metaldyne Corporation), *et al.*,	:	Case No. 09-13412 (MG)
Debtors.	:	(Jointly Administered)

NOTICE OF (A) DEADLINE FOR CASTING VOTES TO ACCEPT OR REJECT JOINT PLAN OF LIQUIDATION, (B) HEARING TO CONSIDER CONFIRMATION OF JOINT PLAN OF LIQUIDATION AND (C) RELATED MATTERS

PLEASE TAKE NOTICE OF THE FOLLOWING:

1. The above-captioned debtors and debtors in possession (collectively, the "Debtors") filed: (a) the Joint Plan of Liquidation of Debtors and Debtors in Possession (as the same may be amended or modified, the "Plan") on December 7, 2009; and (b) the related Disclosure Statement with Respect to Joint Plan of Liquidation of Debtors and Debtors in Possession (as the same may be amended or modified, the "Disclosure Statement") on December 7, 2009.[1]

2. Pursuant to an order of the Court dated _____, 2010 (the "Solicitation Procedures Order"), the Disclosure Statement and certain related materials (collectively, the "Solicitation Materials") have been approved for solicitation of votes to accept or reject the Plan.

3. A hearing to consider the confirmation of the Plan (the "Confirmation Hearing") will be held before the Honorable Martin Glenn, United States Bankruptcy Judge, in Room 501 of the United States Bankruptcy Court, Alexander Hamilton Custom House, One Bowling Green, New York, New York 10004 (the "Bankruptcy Court") on February 23, 2010, at 10:00 a.m., Eastern Time.

[1] References to Exhibits and capitalized terms not otherwise defined in this Notice have the meanings given to them in the Motion of Debtors and Debtors in Possession for an Order (I) Approving Disclosure Statement, (II) Establishing Procedures for Solicitation and Tabulation of Votes to Accept or Reject Joint Plan of Liquidation, (III) Scheduling Hearing on Confirmation of Joint Plan of Liquidation and (IV) Approving Related Notice Procedures (the "Motion"), filed by the Debtors on December 7, 2009, or, if not defined therein, in the Plan. Copies of the Motion are available upon request from the Debtors' counsel.

4. Pursuant to the Solicitation Procedures Order, the Court approved certain procedures for tabulation of votes to accept or reject the Plan. If you are the holder of a Claim against or Interest in one of the Debtors as of January 8, 2010 (the record date as established by the Solicitation Procedures Order) in a class entitled to vote on the Plan, you have received with this Notice a ballot form (a "Ballot") and voting instructions appropriate for your Claim or Interest, as well as a copy of the Disclosure Statement and related solicitation materials. The following procedures apply with respect to voting your Claim or Interest:

a. Except as provided in subparagraph (b) below, for your vote to accept or reject the Plan to be counted, you must complete all required information on the Ballot, execute the Ballot and return the completed Ballot to the address indicated on the Ballot so that it is received by 5:00 p.m., Eastern Time, on February 12, 2010 (the "Voting Deadline"). Any failure to follow the voting instructions included with the Ballot or to return a properly completed Ballot so that it is received by the Voting Deadline may disqualify your Ballot and your vote. ***You are encouraged to read the voting instructions carefully and review the Disclosure Statement before you vote.***

b. If your claim or interest is based on obligations owed under the 10% Senior Notes due 2013 or the 11% Senior Subordinated Notes due 2012, special voting procedures and deadlines may apply. You are urged to read carefully all instructions received with your solicitation materials to ensure that your Ballot is properly completed and timely submitted.

c. Your Claim or Interest has been temporarily allowed solely for purposes of voting to accept or reject the Plan in accordance with the following tabulation rules approved by the Court in the Solicitation Procedures Order (collectively, the "Tabulation Rules"):

- Unless otherwise provided in the Tabulation Rules described below, a Claim will be deemed temporarily allowed for voting purposes in an amount equal to the full stated amount claimed by the holder of such Claim to be an unsecured nonpriority Claim in any proof of Claim filed by the applicable bar date (or otherwise deemed timely filed under applicable law) to the extent that the proof of Claim specifies a fixed or liquidated amount. Any additional contingent or unliquidated amounts will be temporarily disallowed for voting purposes.

- If a Claim is deemed allowed in accordance with the Plan, such Claim will be temporarily allowed for voting purposes in the deemed allowed amount set forth in the Plan.

- If a Claim for which a proof of Claim has been timely filed is (i) marked or identified as contingent or unliquidated on its face and/or (ii) does not otherwise specify a fixed or liquidated amount, such contingent or unliquidated Claim will be temporarily allowed for voting purposes in the amount of $1.00.

- If a Claim has been estimated or otherwise allowed for voting purposes by order of the Bankruptcy Court, or by an agreement between the Debtors and the creditor estimating or otherwise allowing a Claim for voting purposes (an "Estimation Agreement"), such Claim will be temporarily allowed for voting purposes in the amount so estimated or allowed by the Bankruptcy Court. The following shall apply to Estimation Agreements:

  - With respect to any Estimation Agreement, the Debtors must file a notice of such agreement (an "Estimation Notice") with the Bankruptcy Court and serve such Estimation Notice on the affected creditor and the following parties (collectively, the "Notice Parties"):

    - the OFFICE OF THE UNITED STATES TRUSTEE, SOUTHERN DISTRICT OF NEW YORK, 33 Whitehall Street, 21st Floor, New York, New York 10004 (Attn: Paul Schwartzberg, Esq.); and

    - counsel to the Official Committee of Unsecured Creditors, REED SMITH, LLP, 1201 Market Street, Suite 1500, Wilmington, Delaware 19801 (Attn: Kurt F. Gwynne, Esq. and Mark W. Eckard, Esq.) and REED SMITH, 599 Lexington Avenue, 22nd Floor, New York, New York 10022 (Attn: Mark D. Silverschotz, Esq.).

  - Each Estimation Notice: (i) may address a single Claim or multiple Claims; (ii) shall describe the pertinent terms of the Estimation Agreement between the parties (including the amount(s) in which the creditor's Claim(s) will be temporarily allowed for voting purposes); and (iii) provide that the Notice Parties may file written objections to the Estimation Agreement described therein (an "Estimation Objection") and serve such objection on the Debtors and the Notice Parties no later than seven days after service of the Estimation Notice (the "Estimation Objection Deadline").

  - If no Estimation Objection is filed and served by the Estimation Objection Deadline with respect to a particular Estimation Agreement, the Claim(s) addressed in the relevant Estimation Agreement will be temporarily allowed for voting purposes as set forth in the Estimation Agreement without further action of the parties or the Bankruptcy Court.

- If an Estimation Objection is timely filed and served, and such Estimation Objection is not resolved consensually by the parties, the Claim(s) addressed in the relevant Estimation Agreement will not be temporarily allowed for voting purposes as set forth therein unless approved by an order of the Bankruptcy Court. The Debtors or the claimant may schedule any such Estimation Objection and the related Estimation Agreement for hearing before the Bankruptcy Court. Along with any notice of hearing on a contested Estimation Agreement, the Debtors may file additional briefing in support of the agreement (a "Supplemental Brief").

- If a Claim is (i) either (A) not listed in the Schedules or (B) listed in the Schedules as contingent, unliquidated or disputed and (ii) a proof of Claim was not timely filed or deemed timely filed by an order of the Bankruptcy Court prior to the Voting Deadline, unless the Debtors have consented otherwise in writing, such Claim will be disallowed for voting purposes pursuant to Bankruptcy Rule 3003(c)(2).

- If the Debtors have filed and served an objection to a Claim by January 29, 2010, such Claim will be temporarily allowed or disallowed for voting purposes in accordance with the relief sought in the objection. If an objection does not identify the proposed amount of a Claim (e.g., if the Claim remains subject to estimation or liquidation), then such Claim will be temporarily allowed in the amount of $1.00.

- If the automatic stay has been modified by an order of the Bankruptcy Court at least 15 days before the Voting Deadline to permit a Claim to be adjudicated, in whole or in part, in another court (including an appellate court), such Claim will be temporarily allowed in the amount of $1.00.

- With respect to Notes, the aggregate amounts of the Claims asserted with respect to a particular series of Notes will be, for voting purposes, the lesser of: (i) the amounts provided on a Record Holder Register (as such term is defined in Exhibit F to the Motion) or Master Ballot Register (as such term is defined in Exhibit F to the Motion), as applicable; or (ii) the amounts identified by an Individual Record Holder (as such term is defined in Exhibit F to the Motion) in an Individual Ballot or by a Master Ballot Agent on a Master Ballot, in each case calculated in accordance with the terms of Exhibit F to the Motion.

- If a Claim holder identifies a Claim amount on its Ballot that is less than the amount otherwise calculated in accordance with the Tabulation Rules, the Claim will be temporarily allowed for voting purposes in the lesser amount identified on such Ballot.

d. The temporary allowance of your Claim or Interest for voting purposes does not constitute an allowance of your Claim or Interest for purposes of receiving distributions under the Plan and is without prejudice to the rights of the Debtors in any other context, including the right of the Debtors or any successor of the Debtors to contest the amount, validity or classification of any Claim or Interest for purposes of allowance and distribution under the Plan. If you wish to challenge (i) the classification of your Claim or Interest for voting purposes or (ii) the allowance of your Claim or Interest for voting purposes in accordance with the Tabulation Rules, you must file a motion, pursuant to Rule 3018(a) of the Federal Rules of Bankruptcy Procedure, for an order temporarily allowing your Claim or Interest in a different amount or classification for purposes of voting to accept or reject the Plan and serve such motion on the Debtors' counsel identified below so that it is received by the later of (i) February 2, 2010 or (ii) ten days after the date of service of a notice of objection, if any, to your Claim or Interest. Unless the Court orders otherwise, your Claim or Interest will not be counted for voting purposes in excess of the amount determined in accordance with the Tabulation Rules.

5. Classes 1 (Priority Claims) and 2 (Secured Claims) under the Plan are unimpaired and, therefore, are conclusively presumed to accept the Plan in accordance with section 1126(f) of the Bankruptcy Code. Classes 5, 6, 7 and 8 are impaired under the Plan and are receiving no distribution under the Plan and, therefore, are deemed to reject the Plan pursuant to section 1126(g) of the Bankruptcy Code. For these reasons, solicitation of Classes 1, 2, 5, 6, 7 and 8 (collectively, the "Non-Voting Classes") under the Plan is not required, and no Ballots have been proposed for creditors in these classes. Each holder of a claim or interest in the Non-Voting Classes that is not a Debtor or an affiliate of a Debtor will receive a Notice of Non-Voting Status.

6. **In connection with confirmation of the Plan, the Debtors are seeking approval of certain releases, including releases of certain nondebtor entities, that will become effective and binding on the Effective Date in accordance with the terms of the Plan and the Confirmation Order. These releases are described in detail in Section X.H.3 of the Disclosure Statement.**

7. Objections, if any, to the confirmation of the Plan must: (a) be in writing; (b) state the name and address of the objecting party and the nature of the Claim or Interest of such party; (c) state with particularity the basis and nature of any objection; and (d) be filed with the Court and served on the following parties so that they are received no later than 4:00 p.m., Eastern Time, on February 12, 2010:

(i) the Debtors, OLDCO M CORPORATION, 47603 Halyard Drive, Plymouth, Michigan 48170 (Attn: Larry Carroll.);

(ii) counsel to the Debtors, JONES DAY, North Point, 901 Lakeside Avenue, Cleveland, Ohio 44114 (Attn: Heather Lennox, Esq. and Ryan Routh, Esq.);

(iii) the OFFICE OF THE UNITED STATES TRUSTEE, SOUTHERN DISTRICT OF NEW YORK, 33 Whitehall Street, 21st Floor, New York, New York 10004 (Attn: Paul Schwartzberg, Esq.); and

(iv) counsel to the Official Committee of Unsecured Creditors, REED SMITH, LLP, 1201 Market Street, Suite 1500, Wilmington, Delaware 19801 (Attn: Kurt F. Gwynne, Esq. and Mark W. Eckard, Esq.) and REED SMITH, 599 Lexington Avenue, 22nd Floor, New York, New York 10022 (Attn: Mark D. Silverschotz, Esq.).

8. Requests for copies of the Disclosure Statement and the Plan (excluding certain voluminous exhibits thereto) by parties in interest may be made in writing to BMC Group, Inc., Attn: Oldco M Corporation f/k/a/ Metaldyne Corporation, P.O. Box 3020, Chanhassen, MN 55317-3020. In addition, any party may review the Plan, the Disclosure Statement and related exhibits without charge at http://www.bmcgroup.com/metaldyne.

9. The Confirmation Hearing may be continued from time to time without further notice other than the announcement of the adjourned date at the Confirmation Hearing or any continued hearing.

Dated: January **[__]**, 2010 **[BY ORDER OF THE COURT]**

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 E

(Proposed Solicitation Package and General Procedures)

THE SOLICITATION PACKAGE AND GENERAL PROCEDURES

a. The Solicitation Package, comprised of the materials required to be provided to holders of Claims and Interests under Bankruptcy Rule 3017(d), will be mailed to appropriate parties in interest after the Bankruptcy Court has approved the contents of the Disclosure Statement as containing adequate information, as required by section 1125 of the Bankruptcy Code. Specifically, the Debtors will mail Solicitation Packages or cause such Solicitation Packages to be mailed by U.S. mail, postage prepaid, to holders of Claims or Interests in classes entitled to vote on the Plan. Such Solicitation Packages will contain copies of: (a) a cover letter describing (1) the contents of the Solicitation Package, (2) the contents of any enclosed CD-ROM and instructions for use of the CD-ROM and (3) information about how to obtain, at no charge, hard copies of any materials provided on the CD-ROM; (b) the Confirmation Hearing Notice; (c) the Disclosure Statement together with the exhibits thereto, including the Plan, that have been filed with the Court before the date of the mailing, except as set forth below,[1] (d) any letters from any constituencies setting forth their recommendations with respect to the Plan;[2] and (e) for holders of Claims and Interests in voting Classes, an appropriate form of Ballot, a Ballot return envelope and such other materials as the Court may direct. Solicitation Packages for holders of Claims or Interests in the Non-Voting Classes under the Plan will include only the Confirmation Hearing Notice and the Notice of Non-Voting Status.

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[1] To reduce substantially the administrative costs associated with printing and mailing such voluminous documents, the Debtors may elect to serve the Disclosure Statement and the Plan (including exhibits) via CD-ROM instead of in printed format to all parties (while reserving the right to serve printed copies of the Solicitation Packages, as described below). This procedure has been approved in other large chapter 11 cases in this District. See, e.g., Mark IV Industries, Inc., No. 09-12795 (SMB) (Bankr. S.D.N.Y. July 30, 2009); In re Frontier Airlines Holdings, Inc., No. 08-11298 (REG) (Bankr. S.D.N.Y. July 22, 2009); In re Northwest Airlines Corp., Case No. 05-17930 (Bankr. S.D.N.Y. Mar. 30, 2007); In re Adelphia Commc'ns Corp., et al., Case No. 02-41729 (Bankr. S.D.N.Y. Nov. 23, 2005); In re Enron Corp., et al., Case No. 01-16034 (Bankr. S.D.N.Y. Jan. 9, 2004); see also In re Pierre Foods, Inc., No. 08-11480 (KG) (Bankr. D. Del. Oct. 29, 2008; In re Dura Automotive Sys., Inc., No. 06-11202 (KJC) (Bankr. D. Del. Apr. 3, 2008); In re Foamex Int'l, Inc., No. 05-12685 (KG) (Bankr. D. Del. Nov. 27, 2006); In re USG Corporation, 01-2094 (JKF) (Bankr. D. Del. April 7, 2006); In re UAL Corp., et al., Case No. 02-48191 (Bankr. N.D. Ill. Oct. 21, 2005).

In addition to the service procedures outlined above (and to accommodate creditors who wish to review exhibits not included in the Solicitation Packages in the event of paper service): (a) the Plan, the Disclosure Statement and, once they are filed, all exhibits to both documents will be made available at no charge via the internet at http://www.bmcgroup.com/metaldyne; (b) the Debtors will provide parties in interest (at no charge) with hard copies of the Plan and/or Disclosure Statement (excluding any publicly-filed exhibits) upon written request; and (c) the Debtors will separately file copies of all exhibits to the Plan and Disclosure Statement with the Court no later than ten days before the Confirmation Hearing.

[2] The letter or letters setting forth recommendations with respect to the Plan are not attached as Exhibits to the Motion. The Debtors intend to file copies of these letters with the Court prior to the hearing on the Motion.

b. Except as described above or on Exhibit F, the Solicitation Packages will be mailed not less than 28 days prior to the Confirmation Objection Deadline to: (a) all persons or entities that have filed proofs of Claim on or before the Record Date (or their transferees in accordance with paragraph 34 of the Motion);[3] (b) all persons or entities identified in the Debtors' respective schedules of assets and liabilities (collectively with any amendments thereto, the "Schedules") as holding liquidated, noncontingent, undisputed Claims as of the Record Date (or their transferees in accordance with paragraph 34 of the Motion); (c) all parties in interest that have filed notices in accordance with Bankruptcy Rule 2002 in the Debtors' chapter 11 cases on or before the Record Date; (d) the U.S. Trustee; and (e) the United States at the locations required by Bankruptcy Rule 2002(j). Solicitation Packages will be mailed to known holders of Claims against the Debtors at the following addresses: (a) for persons or entities that have filed proofs of Claim, at the address provided on the face of the filed proof of Claim; (b) for persons or entities listed on the Debtors' Schedules, at the most current address contained in the Debtors' books and records; (c) at the address for a Claim transferee set forth in a valid notice of transfer of Claim; and (d) for parties receiving notice due to the filing of a notice of appearance, the address provided in any requests for notice filed in accordance with Bankruptcy Rule 2002. Solicitation Packages will be mailed to Noteholders as described on Exhibit F.

[3] Special procedures regarding the distribution of Ballots and other solicitation materials to Noteholders and the tabulation of votes with respect to Noteholder Claims are described on Exhibit F to the Motion.

EXHIBIT F

(Noteholder Solicitation Procedures)

SPECIAL SOLICITATION PROCEDURES FOR NOTEHOLDERS

a. The Debtors will cause a Solicitation Package or Packages to be mailed by first class mail, postage prepaid, to (i) each holder of record of Noteholders as of the Record Date that holds such Notes, as applicable, in its own name (rather than in street name as a Master Ballot Agent for Beneficial Owners) (collectively, the "Individual Record Holders") and (ii) each Master Ballot Agent for distribution to Beneficial Owners as of the Record Date, in the manner described below.

b. Pursuant to Bankruptcy Rules 1007(i) and 3017(e), to permit such mailing and facilitate the transmittal of Solicitation Packages to Individual Record Holders and Beneficial Owners of Notes, Law Debenture Trust Company of New York and The Bank of New York Mellon Trust Company, N.A., solely in their capacity as indenture trustees for the Notes (the "Securities Record Keepers"), will be required to provide the following documents to the Debtors within three business days after the Record Date: (i) a list in appropriate electronic or other format agreed to by the Debtors containing the names, addresses and holdings of the respective Individual Record Holders of Notes as of the Record Date (a "Record Holder Register"); and (ii) a list in appropriate electronic or other format agreed to by the Debtors containing the names and addresses of the applicable Master Ballot Agents and, for each Master Ballot Agent, the aggregate holdings of the Beneficial Owners of Notes for whom such Master Ballot Agent provides services (the "Master Ballot Agent Register").[1]

c. Not less than 28 days prior to the Confirmation Objection Deadline, the Debtors (or the Debtors' agent) will send each Individual Record Holder a Solicitation Package containing the appropriate Individual Ballot. The Individual Ballot must be completed and returned to the Solicitation and Tabulation Agent so that it is received prior to the Voting Deadline.

d. Upon receipt of the Master Ballot Agent Registers, the Solicitation and Tabulation Agent or its agent will (i) contact each Master Ballot Agent to determine the number of Solicitation Packages needed by the Master Ballot Agent for distribution to the applicable Beneficial Owners for whom the Master Ballot Agent performs services and (ii) deliver to each Master Ballot Agent a Master Ballot and the requisite number of Solicitation Packages with the appropriate Individual Ballots.

e. The Master Ballot Agents will be required to distribute the Solicitation Packages they receive as promptly as possible to the Beneficial Owners for whom they provide services. In particular, to obtain the votes of the Beneficial Owners, the Master Ballot Agents will include as part of each Solicitation Package sent to a Beneficial Owner an Individual Ballot and a return envelope provided by and addressed to the Master Ballot Agent. The

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[1] The Securities Record Keepers will obtain from the holders of record of all Notes held in street name a "security position listing," which will identify the Master Ballot Agents and permit the Solicitation and Tabulation Agent to complete the Master Ballot Agent Registers, and will deliver such security position listings to the Solicitation and Tabulation Agent within 3 business days after the Record Date.

Beneficial Owners then must return the Individual Ballots to the Master Ballot Agent in the manner and by the deadline directed by the Master Ballot Agent in the instructions accompanying the Individual Ballots.[2] Upon receipt of the completed Individual Ballots from the Beneficial Owners, the Master Ballot Agent will summarize the votes of its respective Beneficial Owners on a Master Ballot in accordance with the instructions attached to the Master Ballot. See the Master Ballots attached as part of Exhibit B. The Master Ballot Agent must return the Master Ballot to the Solicitation and Tabulation Agent so that it is received prior to the Voting Deadline.

f. The Debtors will serve a copy of the order of the Court approving the Solicitation Procedures described in the Motion, along with a copy of the Motion, on (i) the Securities Record Keepers and (ii) each known entity that is serving as a Master Ballot Agent. Upon written request, the Debtors will reimburse such entities (or their agents) in accordance with customary procedures for their reasonable, actual and necessary out-of-pocket expenses incurred in performing the tasks described above. No other fees, commissions or other remuneration will be payable to any Master Ballot Agent (or their agents or intermediaries) in connection with the distribution of Solicitation Packages to Beneficial Owners or the completion of Master Ballots.

g. With respect to the tabulation of Ballots cast by Individual Record Holders and Beneficial Owners of Notes, the following procedures will apply:

- All Master Ballot Agents will be required to retain the Individual Ballots cast by their respective Beneficial Owners for inspection for a period of six months following the Voting Deadline.

- The Solicitation and Tabulation Agent will compare (i) the votes cast by Individual Record Holders and Beneficial Owners to (ii) the applicable Record Holder Registers and the Master Ballot Agent Registers, respectively. Votes submitted by an Individual Record Holder on an Individual Ballot will not be counted in excess of the record position in the applicable Note for that particular Individual Record Holder, as identified on a Record Holder Register. Votes submitted by a Master Ballot Agent on a Master Ballot will not be counted in excess of the aggregate position in the Notes of the Master Ballot Agent, as identified in a Master Ballot Agent Register. The submission of an Individual Ballot or a Master Ballot reflecting an aggregate amount of voting Claims or Interests that exceeds the record position as identified on a Record Holder Register or the aggregate position identified on a Master Ballot Agent Register, respectively, is referred to herein as an "overvote."

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[2] Prior to distributing the Individual Ballots, the Master Ballot Agents will be required to fill in the information on the Individual Ballots regarding the manner and deadline for submission of such Ballots. See the Individual Ballots attached as part of Exhibit B to the Motion.

- To the extent that an Individual Ballot submitted by an Individual Record Holder contains an overvote or otherwise conflicts with a Record Holder Register, the Solicitation and Tabulation Agent will tabulate the Individual Record Holder's vote to accept or reject the Plan based upon the information contained in the applicable Record Holder Register.

- To the extent that a Master Ballot contains an overvote or votes that otherwise conflict with a Master Ballot Agent Register, the Solicitation and Tabulation Agent will attempt to resolve the overvote or conflicting vote prior to the Voting Deadline.

- To the extent that an overvote or a conflicting vote on a Master Ballot is not reconciled prior to the Voting Deadline, the Solicitation and Tabulation Agent (i) will calculate the respective percentage of the total stated amount of the Master Ballot voted by each respective Beneficial Owner, (ii) will multiply such percentage for each Beneficial Owner by the amount of aggregate holdings for the applicable Master Ballot Agent identified on the applicable Master Ballot Agent Register and (iii) will tabulate votes to accept or reject the Plan based on the result of this calculation. The Debtors reserve the right to challenge the appropriateness of this calculation in any given case by seeking a determination of the Court within three business days after the final voting results are certified by the Solicitation and Tabulation Agent.

- A single Master Ballot Agent may complete and deliver to the Solicitation and Tabulation Agent multiple Master Ballots summarizing the votes of Beneficial Owners of Notes. Votes reflected on multiple Master Ballots will be counted, except to the extent that they are duplicative of other Master Ballots. If two or more Master Ballots are inconsistent, the latest dated Master Ballot received prior to the Voting Deadline will, to the extent of such inconsistency, supersede and revoke any prior Master Ballot.

- The tabulation of votes by Individual Record Holders and Beneficial Owners will be subject to the additional provisions contained in Exhibit C and paragraph 24 of the Motion.

EXHIBIT G

(Notice of Non-Voting Status)

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re	:	Chapter 11
Oldco M Corporation (f/k/a Metaldyne Corporation), *et al.*,	:	Case No. 09-13412 (MG)
Debtors.	:	(Jointly Administered)

NOTICE OF NON-VOTING STATUS UNDER JOINT PLAN
OF LIQUIDATION OF DEBTORS AND DEBTORS IN POSSESSION

PLEASE TAKE NOTICE OF THE FOLLOWING:

1. On May 27, 2009 (the "Petition Date"), the above captioned debtors and debtors in possession (collectively, the "Debtors") filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code").

2. On January **[__]**, 2010, the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court") entered an Order (I) Approving Disclosure Statement, (II) Establishing Procedures for Solicitation and Tabulation of Votes to Accept or Reject Joint Plan of Liquidation, (III) Scheduling Hearing on Confirmation of Joint Plan of Liquidation and (IV) Approving Related Notice Procedures (Docket No. **[___]**) (the "Solicitation Procedures Order").

3. Among other things, the Solicitation Procedures Order: (a) approved the Disclosure Statement with Respect to Joint Plan of Liquidation of Debtors and Debtors in Possession, dated December 7, 2009 (Docket No. 1072) (as the same may be amended or modified, the "Disclosure Statement"); (b) established certain procedures (collectively, the "Solicitation Procedures") for the solicitation and tabulation of votes to accept or reject the Joint Plan of Liquidation of Debtors and Debtors in Possession, dated December 7, 2009 (Docket No. 1073) (as the same may be amended or modified, the "Plan"); (c) approved the contents of the proposed solicitation packages to be distributed to the Debtors' stakeholders and other parties in interest who are entitled to vote in connection with the solicitation of votes on the Plan (collectively, the "Solicitation Packages"); and (d) scheduled a hearing on confirmation of the Plan (the "Confirmation Hearing") and approved certain related notice procedures.

4. Pursuant to Rule 3017(d) of the Federal Rules of Bankruptcy Procedure (collectively, the "Bankruptcy Rules") and/or the Solicitation Procedures Order, the Debtors: (a) are required to provide Solicitation Packages to all creditors and equity security holders entitled to vote on the Plan; and (b) are not required to provide Solicitation Packages to holders of claims or interests in classes under the Plan that are conclusively presumed to either accept or deemed to reject the Plan (collectively, the "Non-Voting Classes").

5. **UNDER THE TERMS OF THE PLAN, YOUR CLAIM(S) AGAINST THE DEBTORS ARE:**

(A) IN CLASS 1 (PRIORITY CLAIMS) OR CLASS 2 (SECURED CLAIMS) AND ARE NOT IMPAIRED AND, THEREFORE, PURSUANT TO SECTION 1126(F) OF THE BANKRUPTCY CODE, YOU ARE (I) CONCLUSIVELY PRESUMED TO HAVE ACCEPTED THE PLAN; AND (II) NOT ENTITLED TO VOTE TO ACCEPT OR REJECT THE PLAN; OR

(B) IN CLASS 5 (PREPETITION INTERCOMPANY CLAIMS), CLASS 6 (SUBORDINATED SECURITY CLAIMS), CLASS 7 (OLD COMMON STOCK OF OLDCO M) OR CLASS 8 (SUBSIDIARY DEBTOR EQUITY INTERESTS)) ARE IMPAIRED AND RECEIVING NO DISTRIBUTION UNDER THE PLAN AND, THEREFORE, PURSUANT TO SECTION 1126(G) OF THE BANKRUPTCY CODE, YOU ARE (I) DEEMED TO HAVE REJECTED THE PLAN; AND (II) NOT ENTITLED TO VOTE TO ACCEPT OR REJECT THE PLAN .

Accordingly, pursuant to the Solicitation Procedures approved at paragraph **[__]** of the Solicitation Procedures Order, you are receiving this Notice in lieu of a Solicitation Package containing, among other things, copies of the Disclosure Statement and the Plan. Should you wish to obtain a copy of either the Disclosure Statement or the Plan, copies of either document (including any exhibits thereto) are available at no charge via the internet at http://www. bmcgroup.com/metaldyne. Copies of either the Disclosure Statement or the Plan (excluding any publicly-filed exhibits thereto) are also available upon a written request made to the Debtors at BMC Group, Inc., Attn: Oldco M Corporation f/k/a/ Metaldyne Corporation, P.O. Box 3020, Chanhassen, MN 55317-3020.

6. If you wish to challenge the Debtors' classification of your Claim, you must file a motion, pursuant to Rule 3018(a) of the Federal Rules of Bankruptcy Procedure (a "Rule 3018 Motion"), for an order temporarily allowing your Claim in a different classification or amount for purposes of voting to accept or reject the Plan and serve such motion on the Debtors so that it is received by the later of (a) February 2, 2010 or (b) ten days after the date of service of a notice of an objection, if any, to your Claim or Interest. In accordance with Bankruptcy Rule 3018, as to any creditor filing a Rule 3018 Motion, such creditor's Ballot will not be counted unless temporarily allowed by the Bankruptcy Court for voting purposes, after notice and a hearing prior to February 12, 2010 (i.e., the last date fixed for creditors to vote to accept or reject the Plan). Rule 3018 Motions that are not timely filed and served in the manner as set forth above will not be considered.

7. The Confirmation Hearing will be held before the Honorable Martin Glenn, United States Bankruptcy Judge, in Room 501 of the Bankruptcy Court, Alexander Hamilton Custom House, One Bowling Green, New York, New York 10004 February 23, 2010, at 10:00 a.m., Eastern Time. The Confirmation Hearing may be continued from time to time without further notice other than the announcement of the adjourned date at the Confirmation Hearing or any continued hearing.

8. Objections, if any, to the confirmation of the Plan must: (a) be in writing; (b) state the name and address of the objecting party and the nature of the claim or interest of such party; (c) state with particularity the basis and nature of any objection; and (d) be filed with the Bankruptcy Court at the address set forth in the preceding paragraph and served on the following parties so that they are received no later than 4:00 p.m., Eastern Time, on February 12, 2010:

- the Debtors, OLDCO M CORPORATION, 47603 Halyard Drive, Plymouth, Michigan 48170 (Attn: Larry Carroll);
- counsel to the Debtors, JONES DAY, North Point, 901 Lakeside Avenue, Cleveland, Ohio 44114 (Attn: Heather Lennox, Esq. and Ryan Routh, Esq.);
- the OFFICE OF THE UNITED STATES TRUSTEE, SOUTHERN DISTRICT OF NEW YORK, 33 Whitehall Street, 21st Floor, New York, New York 10004 (Attn: Paul Schwartzberg, Esq.); and
- counsel to the Official Committee of Unsecured Creditors, REED SMITH, LLP, 1201 Market Street, Suite 1500, Wilmington, Delaware 19801 (Attn: Kurt F. Gwynne, Esq. and Mark W. Eckard, Esq.) and REED SMITH, 599 Lexington Avenue, 22nd Floor, New York, New York 10022 (Attn: Mark D. Silverschotz, Esq.).

Dated: **[____]**, 2010 **[BY ORDER OF THE COURT]**

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
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ATTORNEYS FOR DEBTORS
AND DEBTORS IN POSSESSION

EXHIBIT H

(Proposed Order Granting Motion)

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re	:	Chapter 11
Oldco M Corporation (f/k/a Metaldyne Corporation), *et al.*,	:	Case No. 09-13412 (MG)
Debtors.	:	(Jointly Administered)

ORDER (I) APPROVING DISCLOSURE STATEMENT, (II) ESTABLISHING PROCEDURES FOR SOLICITATION AND TABULATION OF VOTES TO ACCEPT OR REJECT JOINT PLAN OF LIQUIDATION, (III) SCHEDULING HEARING ON CONFIRMATION OF JOINT PLAN OF LIQUIDATION AND (IV) APPROVING RELATED NOTICE PROCEDURES

This matter coming before the Court on the Motion of Debtors and Debtors in Possession for an Order (I) Approving Disclosure Statement, (II) Establishing Procedures for Solicitation and Tabulation of Votes to Accept or Reject Joint Plan of Liquidation, (III) Scheduling Hearing on Confirmation of Joint Plan of Liquidation and (IV) Approving Related Notice Procedures (the "Motion"), filed by the above-captioned debtors and debtors in possession (collectively, the "Debtors");[1] the Court having reviewed the Motion and having heard the statements of counsel regarding the relief requested in the Motion at a hearing before the Court (the "Hearing"); and the Court having determined that the legal and factual bases set forth in the Motion and at the Hearing establish just cause for the relief granted herein; the Court finding that (a) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334, (b) this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2), (c) notice of the Motion

[1] Capitalized terms not otherwise defined herein have the meanings given to them in the Motion or the applicable exhibits to the Motion.

and the Hearing was adequate under the circumstances, (d) the Disclosure Statement Notice is adequate under the circumstances and in compliance with the Bankruptcy Code, 11 U.S.C. §§ 101-1532, the Federal Rules of Bankruptcy Procedure and the Local Bankruptcy Rules; (e) the Disclosure Statement contains adequate information within the meaning of section 1125 of the Bankruptcy Code; (f) the Solicitation Procedures provide a fair and equitable voting process and are consistent with section 1126 of the Bankruptcy Code; and (g) the Confirmation Procedures are fair and appropriate; and the Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein;

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED as set forth herein.

2. The Disclosure Statement is approved, pursuant to section 1125 of the Bankruptcy Code.

3. The Disclosure Statement Notice in the form attached to the Motion as Exhibit A is hereby approved.

4. The Solicitation Procedures (and the form and manner of notice thereof), including the form of Ballots, the Voting Deadline, the Solicitation Packages, the Record Date of January 8, 2010 for Plan voting, the Tabulation Rules and the Noteholders Solicitation Procedures, are approved.

5. The Confirmation Procedures, including the Confirmation Hearing Notice, the form and manner of service of the Confirmation Hearing Notice, the Notice of Non-Voting Status and the Confirmation Objection Deadline, as described in the Motion, are approved.

6. The Debtors shall file all exhibits to the Plan with the Court and make them available for review on the Solicitation and Tabulation Agent's web site at http://www.bmcgroup.com/metaldyne no later than ten days before the Confirmation Hearing.

7. The Confirmation Hearing is scheduled to be held before the Honorable Martin Glenn, United States Bankruptcy Judge, in Room 501 of the United States Bankruptcy Court, Alexander Hamilton Custom House, One Bowling Green, New York, New York 10004 on February 23, 2010 at 10:00 a.m., Eastern Time. The Confirmation Hearing may be continued from time to time by the Court without further notice other than the announcement of the adjourned date at the Confirmation Hearing or any continued hearing.

8. Objections to confirmation of the Plan, if any, must: (a) be in writing; (b) state the name and address of the objecting party and the nature of the Claim or Interest of such party; (c) state with particularity the basis and nature of any objection to the confirmation of the Plan; and (d) be filed with the Court and served on the following parties so that they are received no later than 4:00 p.m., Eastern Time, on February 12, 2010, or such other date established by the Debtors that is at least 28 days after service of the Solicitation Packages:

(1) the Debtors, OLDCO M CORPORATION, 47603 Halyard Drive, Plymouth, Michigan 48170 (Attn: Larry Carroll);

(2) counsel to the Debtors, JONES DAY, North Point, 901 Lakeside Avenue, Cleveland, Ohio 44114 (Attn: Heather Lennox, Esq. and Ryan Routh, Esq.);

(3) the OFFICE OF THE UNITED STATES TRUSTEE, SOUTHERN DISTRICT OF NEW YORK, 33 Whitehall Street, 21st Floor, New York, New York 10004 (Attn: Paul Schwartzberg, Esq.); and

(4) counsel to the Official Committee of Unsecured Creditors, REED SMITH, LLP, 1201 Market Street, Suite 1500, Wilmington, Delaware 19801 (Attn: Kurt F. Gwynne, Esq. and Mark W. Eckard, Esq.) and REED SMITH, 599 Lexington Avenue, 22nd Floor, New York, New York 10022 (Attn: Mark D. Silverschotz, Esq.).

9. The Debtors shall file any consolidated reply to any objections to the Plan by February 19, 2010. The Debtor shall file the Tabulation Affidavit no later than February 16, 2010.

10. The Debtors are authorized to take (or refrain from taking) any action and expend such funds as necessary or appropriate to implement the terms of, and the relief granted in, this Order without seeking further Order of the Court.

Dated: New York, New York
_____, 2010

_____
UNITED STATES BANKRUPTCY JUDGE