Hearing Date and Time: January 12, 2010 at 11:00 a.m. (ET)
Objection Deadline: January 5, 2010 at 4:00 p.m. (ET)

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- and -

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Attorneys for Debtors
and Debtors in Possession

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 FILING REVISED PROPOSED FORM OF ORDER FOR THE MOTION OF DEBTORS AND DEBTORS IN POSSESSION FOR AN ORDER (A) AUTHORIZING THE RETENTION OF BRANFORD AUCTIONS, LLC UNDER THE TERMS OF THE AUCTION SERVICES AGREEMENT, (B) ESTABLISHING PROCEDURES FOR THE DISPOSITION OF CERTAIN OF THE DEBTORS' NEW CASTLE, INDIANA ASSETS AS SET FORTH IN THE AUCTION SERVICES AGREEMENT, (C) AUTHORIZING THE SALE OF SUCH ASSETS FREE AND CLEAR OF ANY LIENS, CLAIMS, INTERESTS OR OTHER ENCUMBRANCES, (D) AUTHORIZING THE SUBSEQUENT SALE OR ABANDONMENT OF ANY EXPENDABLE PROPERTY AND (E) GRANTING CERTAIN RELATED RELIEF

PLEASE TAKE NOTICE THAT:

1. On December 17, 2009, the above-captioned debtors and debtors in possession (collectively, the "Debtors") filed the Motion of the Debtors and Debtors in Possession for Entry of an Order (A) Authorizing the Retention of Branford Auctions, LLC Under the Terms of the Auction Services Agreement, (B) Establishing Procedures for the Disposition of Certain of the Debtors' New Castle, Indiana Assets as Set Forth in the Auction Services Agreement, (C) Authorizing the Sale of Such Assets Free and Clear of Any Liens, Claims, Interests or Other Encumbrances, (D) Authorizing the Subsequent Sale or Abandonment of Any Expendable Property and (E) Granting Certain Related Relief (DI 1131) (the "Motion").

2. By this Notice, the Debtors are hereby providing notice to parties in interest of a change to the form of order that they are seeking pursuant to the Motion. This change is being made to resolve certain informal objections raised by a party in interest. A copy of the revised proposed form of order is attached hereto as Exhibit 1. A blacklined copy of the revised proposed form of order reflecting the revisions is attached hereto as Exhibit 2.

Dated: January 4, 2010
New York, New York

Respectfully submitted,

/s/ Ryan T. Routh

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ATTORNEYS FOR DEBTORS AND
DEBTORS IN POSSESSION

EXHIBIT 1

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 (A) AUTHORIZING THE RETENTION OF BRANFORD AUCTIONS, LLC UNDER THE TERMS OF THE AUCTION SERVICES AGREEMENT, (B) ESTABLISHING PROCEDURES FOR THE DISPOSITION OF CERTAIN OF THE DEBTORS' NEW CASTLE, INDIANA ASSETS AS SET FORTH IN THE AUCTION SERVICES AGREEMENT, (C) AUTHORIZING THE SALE OF SUCH ASSETS FREE AND CLEAR OF ANY LIENS, CLAIMS, INTERESTS OR OTHER ENCUMBRANCES, (D) AUTHORIZING THE SUBSEQUENT SALE OR ABANDONMENT OF ANY EXPENDABLE PROPERTY AND (E) GRANTING CERTAIN RELATED RELIEF

This matter coming before the Court on the Motion of the Debtors and Debtors in Possession for Entry of an Order (A) Authorizing the Retention of Branford Auctions, LLC Under the Terms of the Auction Services Agreement, (B) Establishing Procedures for the Disposition of Certain of the Debtors' New Castle, Indiana Assets as Set Forth in the Auction Services Agreement, (C) Authorizing the Sale of Such Assets Free and Clear of Any Liens, Claims, Interests or Other Encumbrances, (D) Authorizing the Subsequent Sale or Abandonment of Any Expendable Property and (E) Granting Certain Related Relief (the "Motion"),[1] filed by the above-captioned debtors and debtors-in-possession (collectively, the "Debtors"); the Court having reviewed the Motion, the Gardner Declaration, the Carroll Declaration and having considered the statements of counsel before the Court (the "Hearing"); and the Court having

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

found 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), (c) notice of the Motion and the Hearing was sufficient under the circumstances, (d) a sound business purpose exists for the relief granted herein and (e) any Expendable Property is of inconsequential value and benefit to the Debtors' estates; and the Court having determined that the legal and factual bases set forth in the Motion, the Gardner Declaration, the Carroll Declaration and at the Hearing establish just cause for the relief granted herein; and good and sufficient cause having been shown;

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED as set forth herein.

2. The Agreement, a copy of which is attached as Exhibit 1 to the Motion, and all attachments thereto, are approved in their entirety.

3. The Debtors are authorized to employ the Auctioneer, pursuant to section 327 of the Bankruptcy Code in accordance with the terms of the Agreement.

4. Pursuant to Local Bankruptcy Rule 6005-1(d), the Auctioneer shall provide, in advance of the Auction, a surety bond in favor of the United States for an amount of $2.2 million and in a form acceptable to the U.S. Trustee, the Auctioneer and the Debtors. Such bond will be promptly returned to the Auctioneer immediately after the Auctioneer pays the Net Sales Proceeds (as defined in the Agreement) pursuant to Section 7.3 of the Agreement.

5. The Auctioneer is found to be a "disinterested person" within the meaning of section 101(14) of the Bankruptcy Code.

6. Except as set forth herein, the compensation structure for the Auctioneer set forth in the Agreement is hereby approved pursuant to section 328 of the Bankruptcy Code, Bankruptcy Rule 6005 and Local Bankruptcy Rule 6005-1(b).

7. The Auctioneer shall submit and file with the Court a Report of Sale no later than 20 days following the Auction. The Auctioneer shall receive such compensation and reimbursement of expenses as set forth in the Motion and the Agreement without further order of the Court, unless written objections by a party in interest are filed with the Court and served upon the Debtors, the Auctioneer and GECC no later than 4:00 p.m. (ET) on the tenth day after the day on which the Auctioneer submits the Report of Sale to the Court.

8. The Sale Procedures, as set forth in the Motion, are hereby approved in their entirety. The Auctioneer shall comply with the Sale Procedures in conducting the Auction.

9. The Debtors are authorized to sell the Seller-Owned Equipment in accordance with this Order, the Agreement and the Sale Procedures without further notice (except as required by the Sale Procedures), motion or order of the Court.

10. All Seller-Owned Equipment sold pursuant to, and in accordance with the terms of, this Order and the Sale Procedures shall be sold, pursuant to section 363(f) of the Bankruptcy Code, free and clear of all liens, claims, interests or other encumbrances.

11. The Debtors are authorized to pay the proceeds from the sale of the Secured Creditor Equipment directly to GECC up to a maximum amount of $1 million.

12. The Debtors are authorized to sell any Expendable Property at any price if such property is not sold at the Auction. The Debtors are further authorized to abandon any Expendable Property (a) to GECC with respect to any Expendable Property that is Secured Creditor Equipment or (b) for Seller Equipment, at the discretion of the Debtors, (i) to any purchaser of the New Castle Premises or (ii) to any third-party identified by the Debtors that agrees to take possession of such property.

13. The Debtors are authorized to execute and deliver all instruments and documents, and take such other action as may be necessary or appropriate to implement and effectuate the abandonment of the Expendable Property authorized by this Order.

14. The Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Motion.

15. The Court shall retain jurisdiction to resolve all matters relating to the implementation of this Order.

Dated: New York, New York
_____, 2009

_____
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT 2

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 (A) AUTHORIZING THE RETENTION OF BRANFORD AUCTIONS, LLC UNDER THE TERMS OF THE AUCTION SERVICES AGREEMENT, (B) ESTABLISHING PROCEDURES FOR THE DISPOSITION OF CERTAIN OF THE DEBTORS' NEW CASTLE, INDIANA ASSETS AS SET FORTH IN THE AUCTION SERVICES AGREEMENT, (C) AUTHORIZING THE SALE OF SUCH ASSETS FREE AND CLEAR OF ANY LIENS, CLAIMS, INTERESTS OR OTHER ENCUMBRANCES, (D) AUTHORIZING THE SUBSEQUENT SALE OR ABANDONMENT OF ANY EXPENDABLE PROPERTY AND (E) GRANTING CERTAIN RELATED RELIEF

This matter coming before the Court on the Motion of the Debtors and Debtors in Possession for Entry of an Order (A) Authorizing the Retention of Branford Auctions, LLC Under the Terms of the Auction Services Agreement, (B) Establishing Procedures for the Disposition of Certain of the Debtors' New Castle, Indiana Assets as Set Forth in the Auction Services Agreement, (C) Authorizing the Sale of Such Assets Free and Clear of Any Liens, Claims, Interests or Other Encumbrances, (D) Authorizing the Subsequent Sale or Abandonment of Any Expendable Property and (E) Granting Certain Related Relief (the "Motion"),[1] filed by the above-captioned debtors and debtors-in-possession (collectively, the "Debtors"); the Court having reviewed the Motion, the Gardner Declaration, the Carroll Declaration and having considered the statements of counsel before the Court (the "Hearing"); and the Court having

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found 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), (c) notice of the Motion and the Hearing was sufficient under the circumstances, (d) a sound business purpose exists for the relief granted herein and (e) any Expendable Property is of inconsequential value and benefit to the Debtors' estates; and the Court having determined that the legal and factual bases set forth in the Motion, the Gardner Declaration, the Carroll Declaration and at the Hearing establish just cause for the relief granted herein; and good and sufficient cause having been shown;

IT IS HEREBY ORDERED THAT:

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4. Pursuant to Local Bankruptcy Rule 6005-1(d), the Auctioneer shall provide, in advance of the Auction, a surety bond in favor of the United States for an amount of $2.2 million and in a form acceptable to the U.S. Trustee, the Auctioneer and the Debtors. Such bond will be promptly returned to the Auctioneer immediately after the Auctioneer pays the Net Sales Proceeds (as defined in the Agreement) pursuant to Section 7.3 of the Agreement~~, or Auctioneer's earlier written request to US Trustee for return of the bond accompanied by a letter from one of the Debtors to US Trustee stating no objection to the release of the bond back to Auctioneer~~.

5. The Auctioneer is found to be a "disinterested person" within the meaning of section 101(14) of the Bankruptcy Code.

6. Except as set forth herein, the compensation structure for the Auctioneer set forth in the Agreement is hereby approved pursuant to section 328 of the Bankruptcy Code, Bankruptcy Rule 6005 and Local Bankruptcy Rule 6005-1(b).

7. The Auctioneer shall submit and file with the Court a Report of Sale no later than 20 days following the Auction. The Auctioneer shall receive such compensation and reimbursement of expenses as set forth in the Motion and the Agreement without further order of the Court, unless written objections by a party in interest are filed with the Court and served upon the Debtors, the Auctioneer and GECC no later than 4:00 p.m. (ET) on the tenth day after the day on which the Auctioneer submits the Report of Sale to the Court.

8. The Sale Procedures, as set forth in the Motion, are hereby approved in their entirety. The Auctioneer shall comply with the Sale Procedures in conducting the Auction.

9. The Debtors are authorized to sell the Seller-Owned Equipment in accordance with this Order, the Agreement and the Sale Procedures without further notice (except as required by the Sale Procedures), motion or order of the Court.

10. All Seller-Owned Equipment sold pursuant to, and in accordance with the terms of, this Order and the Sale Procedures shall be sold, pursuant to section 363(f) of the Bankruptcy Code, free and clear of all liens, claims, interests or other encumbrances.

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purchaser of the New Castle Premises or (ii) to any third-party identified by the Debtors that agrees to take possession of such property.

13. The Debtors are authorized to execute and deliver all instruments and documents, and take such other action as may be necessary or appropriate to implement and effectuate the abandonment of the Expendable Property authorized by this Order.

14. The Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Motion.

15. The Court shall retain jurisdiction to resolve all matters relating to the implementation of this Order.

Dated: New York, New York
_____, 2009

_____
UNITED STATES BANKRUPTCY JUDGE

Summary Report: Litera Change-Pro ML WIX 6.0.1.498 Document Comparison done on 12/31/2009 2:23:04 PM	
Style Name: JD Blackline	
Original Filename:	
Original DMS: iw://CLI/1770999/1	
Modified Filename:	
Modified DMS: iw://CLI/1770999/2	
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~~Delete~~	1
~~Move From~~	0
Move To	0
Table Insert	1
~~Table Delete~~	1
Embedded Graphics (Visio, ChemDraw, Images etc.)	0
Embedded Excel	0
Total Changes:	3