Presentment Date & Time: February 16, 2010, at 12:00 p.m. (ET)
Objection Deadline: February 16, 2010, at 11:30 a.m. (ET)

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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

NOTICE OF PRESENTMENT OF STIPULATION AND AGREED ORDER AMENDING DEBTORS' FOURTH NOTICE OF EXECUTORY CONTRACTS AND UNEXPIRED LEASES TO BE ASSUMED AND ASSIGNED IN CONNECTION WITH THE SALE OF THE MAJORITY OF THE DEBTORS' ASSETS AND APPROVING ASSUMPTION AND ASSIGNMENT TO MD INVESTORS

PLEASE TAKE NOTICE OF THE FOLLOWING:

1. At the request of Freudenberg-NOK General Partnership ("Freudenberg-NOK"), and Freudenberg-NOK de Mexico, S.A. de C.V. (together with Freudenberg-NOK, "FNGP") and MD Investors Corporation ("MD Investors"), the undersigned

will present the proposed order (the "Order") attached hereto as Exhibit 1 on behalf of the debtors and debtors in possession in the above-captioned cases (collectively, the "Debtors") to 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, for signature on **February 15, 2010, at 12:00 p.m. (Eastern Time)** (the "Presentment Date").

2. The Order provides for the amendment of the Fourth Notice of Executory Contracts and Unexpired Leases to be Assumed and Assigned in Connection with the Sale of the Majority of the Debtors' Assets ("Assumption Notice") with respect to the FNGP contracts, which notice provided for the assumption by the Debtors and the assignment to MD Investors, the purchaser of substantially all of the Debtors' assets pursuant to that certain Order (I) Authorizing the Sale of Substantially All of the Debtors' Assets Free and Clear of All Liens, Claims, Interests and Encumbrances, (II) Authorizing the Assumption and Assignment of Certain Executory Contracts and Leases in Connection Therewith and (III) Granting Related Relief (Docket No. 674) (the "Sale Order"), of the FNGP contracts pursuant to the Sale Order. The MD Investors transaction closed on October 16, 2009.

3. Objections, if any, to the Order must be made in writing, with two hard copies to Chambers, conform to the Federal Rules of Bankruptcy Procedure and the Local Rules for the United States Bankruptcy Court for the Southern District of New York and be filed with the Bankruptcy Court and must be served in accordance with the Administrative Order, Pursuant to Bankruptcy Rule 1015(c), Establishing Case Management and Scheduling Procedures in these cases (Docket No. 133) (the "Case Management Order") so as to be actually received by the parties on the Special Service List and such parties upon whom the Order was required to be served pursuant to the terms of the Case Management Order not later than **11:30 a.m. (Eastern Standard Time) on February 15, 2010** (the "Objection Deadline").

4. If no objections are timely filed and served with respect to the entry of the Order, the Debtors shall, on the Presentment Date, present the Court, pursuant to Rule 9074-1(b)

of the Local Rules of the United States Bankruptcy Court for the Southern District of New York, the Order for entry by the Court with no further notice or opportunity to be heard offered to any party.

5. Copies of the Order, the Case Management Order and the Special Service List may be obtained from the Court's website at http://ecf.nysb.uscourts.gov or, free of charge, at www.bmcgroup.com/metaldyne.

Dated: February 8, 2010
New York, New York

Respectfully submitted,

/s/ Ryan T. Routh

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ATTORNEYS FOR DEBTORS AND
DEBTORS IN POSSESSION

<u>EXHIBIT 1</u>

Proposed Order

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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

STIPULATION AND AGREED ORDER AMENDING DEBTORS' FOURTH NOTICE OF EXECUTORY CONTRACTS AND UNEXPIRED LEASES TO BE ASSUMED AND ASSIGNED IN CONNECTION WITH THE SALE OF THE MAJORITY OF THE DEBTORS' ASSETS AND APPROVING ASSUMPTION AND ASSIGNMENT TO MD INVESTORS

Debtors, MD Investors Corporation ("MD Investors"), Freudenberg-NOK General Partnership ("Freudenberg-NOK"), and Freudenberg-NOK de Mexico, S.A. de C.V. (together with Freudenberg-NOK, "FNGP," and collectively with Debtors and MD Investors, "Parties") stipulate as follows:

RECITALS

1. On May 27, 2009 ("Petition Date"), Debtors commenced these voluntary cases under chapter 11 of title 11 of the United States Code ("Bankruptcy Code") in the United States Bankruptcy Court for the Southern District of New York ("Bankruptcy Court").

2. On August 12, 2009, the Bankruptcy Court entered an order approving the sale of substantially all of the Debtors' assets to MD Investors (Docket No. 674) ("Sale Order") in accordance with that certain Asset Purchase Agreement, dated as of August 7, 2009 ("Purchase Agreement"), by and between MD Investors and Metaldyne Corporation.

3. On October 23, 2009, Debtors filed their Fourth Notice of Executory Contracts and Unexpired Leases to be Assumed and Assigned in Connection with the Sale of the Majority of the Debtors' Assets ("Assumption Notice").

4. Under the Assumption Notice, Debtors designated the following FNGP contracts for assumption and assignment ("Assumed Contracts"):

Contract	Counterparty Address	Cure Amount
Fremont PO between Metaldyne Machining and Assembly Company and Freudenberg - NOK	Freudenberg NOK 47960 Anchor Court Plymouth, MI 48170	$5,113.00
Bluffton PO between Metaldyne Machining and Assembly Company and Freudenberg - NOK de Mexico S.	Freudenberg NOK de Mexico Parque Industrial el Marques Cattetera, Mexico Quere QRO 76240	$19,558.00

AGREEMENT AND ORDER

5. Parties acknowledge and agree that the Assumption Notice, as to FNGP only, should be amended to properly identify the Assumed Contracts and respective cure costs.

6. Regarding the Assumed Contracts only, Exhibit 1 to the Assumption Notice is amended to read as follows:

Contract	Counterparty Address	Cure Amount
PO # 633, between Metaldyne Machining and Assembly Company and Freudenberg - NOK	Freudenberg NOK 47960 Anchor Court Plymouth, MI 48170	$5,113.00
PO# 1533, between Metaldyne Machining and Assembly Company and Freudenberg - NOK de Mexico S.	Freudenberg NOK de Mexico Parque Industrial el Marques Cattetera, Mexico Quere QRO 76240	$26,887.84

7. Pursuant to sections 363 and 365 of the Bankruptcy Code and paragraphs 17 through 24 of the Sale Order, and subject to and conditioned upon the payment of the revised cure amounts listed herein, the assumption by Debtors and assignment to MD Investors of the Assumed Contracts is approved effective as of the Closing.

8. Payments of the revised cure amounts listed herein shall be in full satisfaction of any and all defaults under the Assumed Contracts that occurred prior to entry of this Order, whether monetary or non-monetary. Payments of the revised cure amounts, however, do not satisfy any amounts owed by MD Investors that are outstanding that are not yet due and payable under the Assumed Contracts, nor do they satisfy any amounts owed by MD Investors that are outstanding under paragraph number 3 of the letter agreement dated February 5, 2010 between MD Investors and FNGP as of and after November 1, 2009. Except as provided in the preceding sentence, upon payment of the amounts listed in paragraph 6 above, FNGP is forever barred, estopped, and permanently enjoined from asserting against the Debtors or MD Investors, its successors or assigns or the property of any of them, any defaults existing as of the date of

this Order.

9. MD Investors has demonstrated adequate assurance of future performance with respect to the Assumed Contracts and has satisfied the requirements of the Bankruptcy Code, including, without limitation, sections 365(b)(1) and (3) and 365(f)(2)(B).

10. Upon entry of this Order, MD Investors shall pay FNGP the revised cure costs listed above in immediately available funds.

11. The Parties are authorized to take all actions necessary to effectuate the relief granted under this Order.

12. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

13. The Bankruptcy Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

The undersigned, therefore, executed this Stipulation and Agreed Order on behalf of the Parties, and the Court has entered this Order after consideration of the Parties representations herein.

Dated: _____, 2010
New York, New York

_____
UNITED STATES BANKRUPTCY JUDGE

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