

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

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In re : Chapter 11  
Oldco M Corporation :  
(f/k/a Metaldyne Corporation), *et al.*, : Case No. 09-13412 (MG)  
Debtors. : (Jointly Administered)  
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**STIPULATION AND AGREED ORDER AMONG DEBTORS  
AND DEBTORS IN POSSESSION AND THE NORTH CAROLINA  
DEPARTMENT OF REVENUE REGARDING THE ALLOWANCE OF CLAIMS**

Oldco M Corporation (f/k/a Metaldyne Corporation) ("Oldco M"), the above-captioned debtors and debtors in possession (collectively, the "Debtors") and the North Carolina Department of Revenue (the "Department") by and through their respective authorized representatives, do hereby stipulate and agree as follows:

**RECITALS**

A. On May 27, 2009 (the "Petition Date"), Oldco M and the other 30 Debtors filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code") in the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court"). 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.

B. Prior to the Petition Date, the Debtors conducted business in North Carolina and were subject to the Department's sales and use tax assessment and its machinery, equipment and fuel tax assessment (collectively, "Taxes").

C. The Debtors made various tax payments to the Department prior to the Petition Date on account of such Taxes.

D. On October 22, 2009, the Department filed claim number 3596 (the "Oldco M Machining Claim") against Oldco M Machining & Assembly Co, Inc. (f/k/a Metaldyne Machining & Assembly Co, Inc.) ("Oldco M Machining") in the amount of \$155,690.41, which was comprised of: (a) an unsecured priority claim in the amount of \$114,690.33; and (b) an unsecured nonpriority claim in the amount of \$41,000.08. On October 22, 2009, the Department also filed claim number 3597 against Oldco M (the "Oldco M Claim", and collectively with the Oldco M Machining Claim, the "Claims") in the amount of \$175,564.07, which was comprised of: (a) an unsecured priority claim in the amount of \$114,053.95; and (b) an unsecured nonpriority claim in the amount of \$61,510.12.

E. On August 12, 2009, the Court approved the Debtors' Sale Motions and authorized the Debtors to sell substantially all of their assets to MD Investors Corporation ("MD Investors") pursuant to the terms of a purchase agreement between Metaldyne Corporation and MD Investors (the "Purchase Agreement") and the Court's 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. The Purchase Agreement provided MD Investors and the Debtors with the option of including or excluding the Twinsburg,

Ohio Premises from the MD Investors Transaction, subject to the resolution of issues raised by the Landlord. The MD Investors Transaction closed on October 16, 2009 (the "Closing Date").

F. The Debtors have filed a motion (Docket No. 1075) seeking Bankruptcy Court approval of a disclosure statement (Docket No. 1072) and the establishment of a February 23, 2010 confirmation hearing on a plan of liquidation (the "Plan") (Docket No. 1073). The current version of the Plan proposes to pay priority tax claims in full as of, or shortly after, the effective date of the Plan.

### **AGREEMENT**

1. The Oldco M Machining Claim: The Oldco M Machining Claim shall be allowed in the amount of \$134,257.74, which amount shall be comprised of: (a) an unsecured priority claim in the amount of \$93,257.66; and (b) an unsecured nonpriority claim in the amount of \$41,000.08.

2. The Oldco M Claim: The Oldco M Claim shall be allowed in the amount of \$119,864.15, which amount shall be comprised of: (a) an unsecured priority claim in the amount of \$58,354.03; and (b) an unsecured nonpriority claim in the amount of \$61,510.12.

3. Payments: The Debtors (or their successor) shall pay the priority portions of the Claims in cash by March 30, 2010, conditioned upon the confirmation of the Plan by February 28, 2010.

4. Release: This Stipulation and Agreed Order shall resolve any and all liability owing from the Debtors, their estates, MD Investors and their successors and assigns related to any obligations related to the Claims. Other than the Claims expressly allowed in paragraphs 1 and 2 of this Stipulation and Agreed Order and except as provided herein, the Department agrees that any and all claims or causes of action that it may have against the Debtors or MD Investors or any of their respective affiliates, subsidiaries, predecessors,

successors, employees, agents, attorneys, directors, officers, stockholders, administrators, personal representatives and assigns (collectively, the "Debtor Covered Parties") regarding the underlying obligations of the Claims filed by the Department in these cases that arose on or before the Petition Date, whether in law or in equity, direct or indirect, known or unknown, previously asserted or not yet asserted, are hereby waived, discharged and released as to the Debtor Covered Parties. The Department further agrees not to file a further claim against, commence a lawsuit or other proceeding against or sue any party in the Bankruptcy Court or any other forum for any claims or causes of action released by this paragraph, other than to enforce its rights under this Stipulation and Agreed Order. This Stipulation and Agreed Order does not release (a) any tax claims of the Department against equityholders of the Debtors and (b) any potential criminal actions.

5. Miscellaneous: This Stipulation and Agreed Order constitutes the entire agreement between the parties with respect to the matters addressed herein and may not be modified except in a writing signed by the parties or further order of the Bankruptcy Court. This Stipulation and Agreed Order may be executed by the parties in identical counterparts, each of which when so executed and delivered will constitute an original, but all of which taken together will constitute one and the same instrument.

WHEREFORE, the undersigned have executed this Stipulation and Agreed Order

on behalf of the parties hereto.

/s/ Charles H. Helms

Charles H. Helms  
Director of the Collection Division  
North Carolina Department of Revenue  
P.O. Box 1168  
Raleigh, North Carolina 27602-1168  
Telephone: (919) 733-4027

REPRESENTATIVE FOR THE NORTH  
CAROLINA DEPARTMENT OF REVENUE

/s/ Ryan 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

SO ORDERED:

Dated: February 17, 2010  
New York, New York

/s/ Martin Glenn

Martin Glenn  
United States Bankruptcy Judge