

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

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In re: )  
 ) Chapter 11  
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Oldco M Corporation )  
(f/k/a Metaldyne Corporation), et al., ) Case No. 09-13412 (MG)  
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Debtors. ) Jointly Administered  
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**SETTLED ORDER APPROVING ASSUMPTION AND ASSIGNMENT  
OF GENERAL MOTORS CUSTOMER AGREEMENTS TO MD INVESTORS**

This matter coming before the Court on the motion, dated June 15, 2009 (Docket No. 214), of the above-captioned debtors and debtors in possession (collectively, the “Debtors”) for, among other things, the entry of an order authorizing and approving the sale of substantially all of the assets related to the Debtors’ powertrain business group and authorizing the assumption and assignment of certain executory contracts and unexpired leases of the Debtors in connection therewith (the “Powertrain Sale Motion”); and the motion, dated June 25, 2009 (Docket No. 323), for, among other things, entry of an order authorizing and approving the sale of substantially all of the assets related to the Debtors’ chassis business group and authorizing the assumption and assignment of certain executory contracts and unexpired leases of the Debtors in connection therewith (the “Chassis Sale Motion”, and together with the Powertrain Sale Motion, the “Sale Motions”); and the Court having approved the Sale Motions and the Asset Purchase Agreement, dated as of August 7, 2009 (the “Agreement”)<sup>1</sup>, by and between MD Investors Corporation (“MD Investors”)<sup>2</sup> and Metaldyne Corporation (“Metaldyne”), as set forth in that

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<sup>1</sup> Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Sale Motions or in the Agreement, as indicated by the context.

<sup>2</sup> For purposes of this Order, the term MD Investors includes its subsidiaries.

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"); the closing of the transaction contemplated by the Agreement having occurred on October 16, 2009 (the "Closing"); due notice of the assumptions and assignments set forth herein having been provided and no other or further notice needing to be provided; the assumptions and assignments set forth herein being in the best interests of the Debtors, their estates and creditors and all parties in interest in these cases; and upon the record of these cases; and after due deliberation thereon; and good cause appearing therefor, it is hereby **ORDERED**

1. Pursuant to sections 363 and 365 of the Bankruptcy Code and paragraphs 17 through 24 of the Sale Order, and upon the payment of the cure amounts, if any, set forth on Exhibit A hereto, the assumption by the Debtors and assignment to MD Investors of the agreements between the Debtors and General Motors LLC (together with the applicable affiliates and subsidiaries, collectively, "GM") set forth on Exhibit A hereto (collectively, the "Assumed Contracts") is approved effective as of the Closing. Except for the winddown agreement dated November 18, 2009 and any other agreement to which the Debtors and GM are parties that was previously approved by the Bankruptcy Court, including the Accommodation Agreement dated May 29, 2009 (the parties' rights and obligations under any such agreements are unaffected by this Order), any agreements between the Debtors and GM not set forth on Exhibit A hereto are rejected effective as of the Closing.

2. Except as provided in the Customer Supply Agreement between GM and Metaldyne LLC dated February 2, 2010 (the "GM MYA"), payment of the cure amounts, if any,

set forth on Exhibit A hereto shall be in full satisfaction of any and all defaults through the Closing under the Assumed Contracts, whether monetary or non-monetary. Each nondebtor counterparty to an Assumed Contract is forever barred, estopped and permanently enjoined from asserting against the Debtors or MD Investors, or their respective successors or assigns or the property of any of them, except to the extent assumed by MD Investors or any subsidiary or affiliate of MD Investors in the GM MYA, any default existing as of the Closing if such default was not raised or asserted prior to the date hereof.

3. 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).

4. The Debtors and MD Investors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order.

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

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

Dated: February 17, 2010  
New York, New York

/s/ Martin Glenn  
United States Bankruptcy Judge

**Exhibit A**

**Assumed Contracts**

<b><u>Contract</u></b>	<b><u>Counterparty Address</u></b>	<b><u>Cure Amount</u></b>
All purchase orders to the extent related to Exhibit A to that certain Customer Supply Agreement, effective as of October 16, 2009, by and between Metaldyne LLC and General Motors LLC (the "GM MYA") (excluding all purchase orders to the extent related to Exhibit B to the GM MYA)	General Motors Company PO Box 33170 Detroit, MI 48232-5170  Aaron M. Silver Honigman Miller Schwartz and Cohn LLP 660 Woodward Ave 2290 First National Building Detroit, MI 48226	\$0