

**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 ROBERT BOSCH LLC,
REGARDING CLAIM NUMBERS 2706, 2707, 2708, S3171 AND S3192**

Oldco M Corporation (f/k/a Metaldyne Corporation) ("Oldco M"), the above-captioned debtors and debtors in possession (collectively, the "Debtors") and Robert Bosch LLC ("Bosch") 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. On July 7, 2009, the Debtors filed their respective schedules of assets and liabilities and statements of financial affairs (Docket Nos. 361-391) (collectively,

the "Schedules"). The Schedules identified certain noncontingent, undisputed, unsecured, nonpriority claims against Debtor NC-M Chassis System LLC ("NC-M") in favor of Bosch, scheduled as: (1) claim number s3171 in the liquidated amount of \$143,885.31 and (2) claim number s3192 in the liquidated amount of \$75,305.61 (collectively, the "Scheduled Claims"), totaling \$219,190.92.

C. On August 12, 2009, before the claims bar date, Bosch filed three identical proofs of claim (claim numbers 2706, 2707 and 2708) against Oldco M's estate, each of which asserted an unsecured nonpriority claim in the amount of \$209,869.11 (the "Filed Claims", and together with the Scheduled Claims, the "Claims").

D. On December 18, 2009, the Debtors filed the Omnibus Objection of Debtors and Debtors in Possession Seeking to Disallow Certain Duplicate Claims (Omnibus Objection No. 5) (Docket No. 1137) (the "Omnibus Objection"). In the Omnibus Objection, the Debtors sought to disallow and expunge claim numbers 2707 and 2708 on the grounds that they were duplicative of claim number 2706.

E. Subsequent to the filing of the Omnibus Objection, the Debtors and counsel for Bosch entered into negotiations regarding the Claims.

AGREEMENT

NOW, THEREFORE, the Debtors and Bosch agree and the Court hereby ORDERS as follows:

1. The Filed Claims are deemed withdrawn with prejudice by Bosch.
2. The Scheduled Claims, comprised of claim number s3171 in the amount of \$143,885.31 and claim number s3192 in the amount of \$75,305.61, are deemed filed against

Debtor NC-M as unsecured nonpriority claims totaling \$219,190.92 and are hereby deemed allowed.

3. As it pertains to the indebtedness set forth in the Claims, Bosch agrees not to file a further claim against, commence a lawsuit or other proceeding against or sue the Debtors or any other party in the Bankruptcy Court or any other forum for any claims or causes of action, other than to enforce its rights under this Stipulation and Agreed Order.

4. The Debtors hereby withdraw, as moot, the Omnibus Objection insofar as it relates to claim numbers 2706, 2707 and 2708.

5. 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.

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WHEREFORE, the undersigned have executed this Stipulation and Agreed Order
on behalf of the parties hereto.

/s/ Gordon Toering
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ATTORNEYS FOR DEBTORS AND
DEBTORS IN POSSESSION

SO ORDERED:

Dated: New York, New York
February 17, 2010

/s/ Martin Glenn
UNITED STATES BANKRUPTCY JUDGE