

**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)
: :
:X

**ORDER APPROVING AGREEMENT BETWEEN DEBTORS
AND DEBTORS IN POSSESSION AND WILLIAM E. MEYERS**

This Order is presented to the Court in connection with the settlement agreement (the "Settlement Agreement"),¹ dated February 3, 2010, between the above-captioned debtors and debtors in possession (collectively, the "Debtors") and William E. Meyers and/or his spouse or eligible dependents (collectively, the "Claimants").

RECITALS

- 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 Notice of Presentment of Order for Approval of Agreement Between Debtors and Debtors in Possession and William E. Meyers (the "Notice of Presentment") was sufficient under the circumstances.

¹ Capitalized or abbreviated terms not otherwise defined herein have the meanings given to them in the Settlement Agreement.

ORDER

NOW, THEREFORE, it is hereby ordered that:

1. The Debtors are authorized to enter into and perform under the Settlement Agreement attached to the Notice of Presentment as Exhibit 1.
2. Claim number 2911 (the "Claim") timely filed by William E. Meyers is hereby bifurcated into (a) a SERP and BRP component and (b) a Retiree Benefits component.
3. The Retiree Benefits component of the Claim is hereby allowed as an unsecured nonpriority claim in favor of William E. Meyers in the amount of \$138,400.
4. The Debtors shall retain the right to object to the SERP and BRP component of the Claim on any and all available grounds, and to respond to any allegation or defense that may be raised relating to the SERP and BRP component of the Claim.
5. The Claimants shall retain the right to prosecute the SERP Benefits and BRP Benefits component of the Claim, which includes the right to file an amended claim to specifically eliminate the Retiree Benefits component of the Claim (the "Amended Claim").
6. The Amended Claim shall be recognized as a timely filed amendment to the original Claim as long as the Amended Claim does not seek to modify or add to the SERP Benefits or BRP Benefits stated in the original Claim.
7. This Court shall retain jurisdiction to resolve all matters relating to the implementation of this Order.

8. The Debtors and their claims and noticing agent, The BMC Group, Inc., and the Clerk of this Court are authorized to take any and all actions that are necessary or appropriate to give effect to this Order.

Dated: February 18, 2010
New York, New York

/s/ Martin Glenn
United States Bankruptcy Judge