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**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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**STATEMENT OF DEBTORS AND DEBTORS IN POSSESSION
SUMMARIZING RESOLUTIONS OF POTENTIAL
OBJECTIONS TO CONFIRMATION OF SECOND AMENDED JOINT
PLAN OF LIQUIDATION OF DEBTORS AND DEBTORS IN POSSESSION**

Even before the filing of the Second Amended Joint Plan of Liquidation of Debtors and Debtors in Possession, dated January 11, 2010 (Docket No. 1180) (as it has been modified pursuant to the First Modifications to Second Amended Joint Plan of Liquidation of Debtors and Debtors in Possession (the "Modifications") (Docket No. 1363) or may be further modified or amended, the "Plan"),¹ the Debtors and their professionals made substantial efforts to work with interested parties to negotiate the Plan and ensure consensus thereon. Since the filing, to address certain other minor language issues, the Debtors have made the Modifications. The Debtors also have resolved a few other minor issues raised by third-parties by adding certain provisions to the proposed form of Confirmation Order that was filed with the Court on February 19, 2010 (Docket No. 1361) (the "Proposed Confirmation Order"). These resolutions are summarized in the chart attached to hereto as Exhibit 1.

The only party that filed a timely objection to the Plan was the Michigan Department of Natural Resources and Environment, which has since withdrawn its objection. (See Docket No. 1362.) As a result of that withdrawal and the resolutions described in Exhibit 1 hereto, there are no current pending objections to the Plan.

¹ Capitalized terms not otherwise defined herein shall have the meanings given to them in the Plan.

Dated: February 19, 2010
New York, New York

Respectfully submitted,

/s/

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ATTORNEYS FOR DEBTORS AND
DEBTORS IN POSSESSION

EXHIBIT 1

Party	Resolution
Pension Benefit Guaranty Corporation	<p>The potential objection of the Pension Benefit Guaranty Corporation ("<u>PBGC</u>") to the Plan was resolved in connection with the parties' entry into a settlement agreement resolving the PBGC's claims, which agreement was filed with the court on February 16, 2010 (DI 1326). Pursuant to the parties' agreement, the Debtors have agreed to propose that the following language be included in the Proposed Confirmation Order:</p> <p style="padding-left: 40px;">Notwithstanding anything in the Plan to the contrary, each of the directors, officers, employees, agents of the Debtors and the Debtors' current non-debtor subsidiaries, and each of its (and their) heirs, agents, executors, administrators, attorneys, successors and assigns (collectively, the "<u>Individual PBGC Releasees</u>"), shall not be released from any claims, causes of action or liabilities for breach of fiduciary duty arising under Title I of the Employee Retirement Income Security Act of 1974, as amended ("<u>ERISA</u>"), which may be brought by the Pension Benefit Guaranty Corporation ("<u>PBGC</u>") on behalf of the Metaldyne Corporation Pension Plan (the "<u>Pension Plan</u>") (the "<u>Preserved Claims</u>"). Nothing herein shall be construed as or constitute an admission (a) that any Individual PBGC Releasee is a fiduciary with respect to the Pension Plan, or (b) of liability for the Preserved Claims or otherwise by any Individual PBGC Releasee.</p> <p>The Debtors believe that this Proposed Confirmation Order provision does not materially alter the Plan or adversely affect the treatment of creditors or Interest holders.</p>
U.S. Trustee	<p>The United States trustee and the Debtors resolved certain fee-related issues that the United States trustee raised with respect to the Plan through the Debtors' agreement to propose that the following language be included in the Confirmation Order (which language currently is set forth in paragraph 30 of the Proposed Confirmation Order):</p> <p style="padding-left: 40px;">Pursuant to Section II.A.1.b of the Plan, on or before the Effective Date, fees payable pursuant to 28 U.S.C. § 1930 shall be paid by the Debtors in Cash equal to the amount of such fees. Fees payable pursuant to 28 U.S.C. § 1930 for each Debtor's Estate after the Effective Date will be paid from the Distribution Trust by the Distribution Trustee as General Distribution Trust Expenses in accordance therewith until the closing of the applicable Chapter 11 Case pursuant to section 350(a) of the Bankruptcy Code. Such post-Effective Date fees shall be calculated as follows: (a) for the quarter in which the Effective Date occurs, the Distribution Trustee shall file separate quarterly reports for each of the Debtors' Estates, and the fees shall be calculated separately for each of the Debtors' Estates based on such reports; and (b) for each subsequent quarter, the Distribution Trustee shall file a single consolidated quarterly report for the Debtors' substantively consolidated Estates, including distributions made by the Distribution Trust, and a single fee shall be calculated based on such consolidated report.</p> <p>While the Plan previously made provision for the payment of U.S. trustee fees in section II.A.1.b of the Plan, the Proposed Confirmation Order clarifies in more detail how fees under 28 U.S.C. § 1930 and quarterly reports will be filed for the quarter in which the Plan goes effective.</p>

Party	Resolution
ACE American Insurance Company (" <u>ACE</u> ")	<p>ACE and the Debtors resolved certain insurance-related issues that the ACE raised with respect to the Plan through the Debtors' agreement to propose that the following language be included in the Confirmation Order (which language currently is set forth in paragraph 52 of the Proposed Confirmation Order):</p> <p style="padding-left: 40px;">Nothing in the Disclosure Statement, Plan or the Confirmation Order alters the rights and obligations of the Debtors and the Debtors' insurers (and third party claims administrators) under applicable insurance policies (and the agreements related thereto) or modifies the coverage provided thereunder or the terms and conditions thereof. Any such rights and obligations shall be determined under the applicable insurance policies, any related agreement of the parties and applicable law.</p> <p>The Debtors believe that this Proposed Confirmation Order provision is clarifying and not a modification to any of the provisions to the Plan. Nothing in the Plan was intended to modify rights under insurance policies (and the agreements related thereto) or the coverages thereunder. The Debtors have agreed to add the above language at the request of ACE to clarify this point.</p>
International Union, United Automobile, Aerospace and Agricultural Implement Workers of America (" <u>UAW</u> ")	<p>The UAW and the Debtors resolved certain mechanical issues arising from the Debtors' prior agreements with the UAW. The Debtors have agreed to propose that the following language be included in the Confirmation Order (which language currently is set forth in paragraph 54 of the Proposed Confirmation Order):</p> <p style="padding-left: 40px;">Notwithstanding any provision in Section V.K or other section of the Plan or the Distribution Trust Agreement regarding record dates, distributions on account of the Allowed Claims of the International Union, United Automobile, Aerospace and Agricultural Implement Workers of America (the "<u>UAW</u>") shall be made in accordance with any and all specific agreements between the Debtors and the UAW.</p> <p>The UAW had negotiated for certain provisions in their agreements with the Debtors (collectively, the "<u>UAW Agreements</u>"), which were filed with the Court on December 23, 2009 (Docket No. 1146) and approved by the Court on January 22, 2010 (Docket No. 1248). These agreements permit the UAW to designate how distributions in respect of its Allowed Claims are to be made. The addition to the Proposed Confirmation Order set forth above is to ensure that the provisions of the UAW Agreements will continue to apply after the Effective Date.</p>
Creditors' Committee	<p>Pursuant to the First Modifications of Second Amended Joint Plan of Liquidation of Debtors and Debtors in Possession (Docket No. 1363), certain modifications (the "<u>Modifications</u>") are being proposed to the Plan. The Modifications amend Section I.A.61 and Section III.C.3 of the Plan with respect to the Oversight Committee to be appointed under the Plan to permit reasonable expense reimbursement to members of the Oversight Committee. These Modifications were made at the request of the Creditors' Committee and were made in order to encourage parties to serve on the Oversight Committee and provide appropriate oversight to the Distribution Trustee.</p> <p>In addition, the Creditors' Committee provided comments to the form of Proposed Confirmation Order.</p>

Party	Resolution
Distribution Trustee	<p>The other Modification amends Section III.C.1 of the Plan, with respect to the powers, duties and obligations of the Distribution Trustee of the Plan. Modifications were made to align the language of the Plan with the proposed Distribution Trust Agreement, which was filed as Exhibit I.A.42 to the Plan with the Court on February 12, 2010 (Docket No. 1322). This Section of the Plan was modified in two ways.</p> <p>First, pursuant to the Modifications, Section III.C.1(vi) of the Plan, which provided for the operation of going concern businesses by the Distribution Trustee, has become unnecessary, and was deleted at the request of the Distribution Trustee.</p> <p>Second, section III.C.1(xii) of the Plan was modified to clarify the Distribution Trustee's rights, duties and obligations with respect to issues relating to the timely preparation and filing of tax returns and timely payment of Taxes.</p>