



EXHIBIT A

FORM B10/MetalDyne (Modified Official Form 10)

| | | |
|---|---|---|
| UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF NEW YORK | | PROOF OF CLAIM |
| Name of Debtor: MetalDyne Tubular Products, Inc. | Case Number: 09-13417 |  Scheduler/Claim ID: s2017 AP Code: G-12-07-0064 |
| <small>NOTE: Other than claims under 11 U.S.C. § 503(b)(9), this form should not be used to make a claim for administrative expenses arising after the commencement of the case. A request for payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503(c).</small> | | |
| Name of Creditor (The person or other entity to whom the debtor owes money or property): Pridgeon & Clay, Inc. | <input type="checkbox"/> Check box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars. <input type="checkbox"/> Check box if you have never received any notices from the bankruptcy court in this case. <input type="checkbox"/> Check box if the address differs from the address on the envelope sent to you by the court. | Debtor/Case No. METALDYNE TUBULAR PRODUCTS, INC. 09-13417 |
| Name and address where notices should be sent:  15533116017284 PRIDGEON & CLAY INC. 50 GOTTAGE GROVE ST SW. GRAND RAPIDS, MI 49507-1622 | Telephone number: | THIS SPACE IS FOR COURT USE ONLY |
| Last four digits of account or other number by which creditor identifies debtor: | Check here: <input type="checkbox"/> replaces if this claim <input type="checkbox"/> amends a previously filed claim, dated: | |
| 1. Basis for Claim: <input checked="" type="checkbox"/> Goods sold <input type="checkbox"/> Services performed <input type="checkbox"/> Money loaned <input type="checkbox"/> Personal injury/wrongful death <input type="checkbox"/> Taxes <input type="checkbox"/> Other | <input type="checkbox"/> Retiree benefits as defined in 11 U.S.C. § 1114(a) <input type="checkbox"/> Wages, salaries, and compensation (fill out below) Last four digits of your SS #: _____ Unpaid compensation for services performed: from _____ to _____ (date) (date) | |
| 2. Date debt was incurred: 10/2007 - 5/2009 | 3. If court judgment, date obtained: | |
| 4. Classification of Claim: Check the appropriate box or boxes that best describe your claim and state the amount of the claim at the time case filed. See reverse side for important explanations. | | |
| Unsecured Nonpriority Claim \$ 206,073.26 <input type="checkbox"/> Check this box if: a) there is no collateral or lien securing your claim, or b) your claim exceeds the value of the property securing it, or if c) none or only part of your claim is entitled to priority. | Secured Claim <input type="checkbox"/> Check this box if your claim is secured by collateral (including a right of setoff). Brief Description of Collateral: FILED AUG 04 2009 <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other Value of Collateral: \$ BMC GROUP Amount of arrearage and other charges at time case filed included in secured claim if any: \$ _____ | |
| Unsecured Priority Claim. <input checked="" type="checkbox"/> Check this box if you have an unsecured claim, all or part of which is entitled to priority. Amount entitled to priority \$ 22,257.45 Specify the priority of the claim: <input type="checkbox"/> Domestic support obligations under 11 U.S.C. § 507(b)(1)(A) or (b)(1)(B) <input type="checkbox"/> Wages, salaries, or commissions (up to \$10,550) earned within 180 days before filing of the bankruptcy petition or cessation of the debtor's business, whichever is earlier—11 U.S.C. § 507(a)(4). <input type="checkbox"/> Contribution to an employee benefit plan—11 U.S.C. § 507(a)(5). <input type="checkbox"/> Up to \$2,425* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use—11 U.S.C. § 507(a)(7). <input type="checkbox"/> Taxes or penalties owed to governmental units—11 U.S.C. § 507(a)(8). | Section 503(b)(9) Claim \$ 22,257.45 <input checked="" type="checkbox"/> Check this box if your claim is for the value of goods received by the debtor within 20 days before the date of commencement of the case (11 U.S.C. § 503(b)(9)). Include the amount of such claim in the space for "Amount entitled to priority" above. | |
| 5. Total Amount of Claim at Time Case Filed: \$ 206,073.26 + _____ + 22,257.45 = 228,330.71 (unsecured) (secured) (priority) (Total) | | |
| If all or part of your claim is secured OR entitled to priority treatment, also complete the relevant portions of Item 4 above. <input type="checkbox"/> Check this box if claim includes interest or other charges in addition to the principal amount of the claim. Attach itemized statement of all interest or additional charges. | | |
| 6. Credits: The amount of all payments on this claim has been credited and deducted for the purpose of making this proof of claim. | | THIS SPACE IS FOR COURT USE ONLY |
| 7. Supporting Documents: Attach copies of supporting documents, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, court judgments, mortgages, security agreements, and evidence of perfection of lien. DO NOT SEND ORIGINAL DOCUMENTS. If the documents are not available, explain. If the documents are voluminous, attach a summary. | | |
| 8. Date-Stamped Copy: To receive an acknowledgment of the filing of your claim, enclose a stamped, self-addressed envelope and copy of this proof of claim. | | |
| Date: 7/29/09 | Sign and print the name and title, if any, of the creditor or other person authorized to file this claim. (attach copy of power of attorney, if any). Bruce Penno, Vice President of Finance | |

Penalty for presenting fraudulent claim: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571.

AUG 12 2009



METALDYNE TUBULAR PRODUCTS, INC.
CASE NO. 09-13417

PROOF OF CLAIM DETAIL OF PRIDGEON & CLAY, INC.

1. Pridgeon & Clay, Inc.'s ("Pridgeon & Clay") claims against Metaldyne Tubular Products, Inc. (the "Debtor") include the following and arise pursuant to the following documents:

(a) A general unsecured claim of \$206,073.26, evidenced by the attached Pridgeon & Clay aging report, as well as invoices that are voluminous and, therefore, not attached but can be provided upon request; and

(b) An unsecured priority claim of \$22,257.45 for goods delivered to Debtor in the twenty days prior to the petition date, evidenced by the attached invoice 935587 and corresponding bill of lading, invoice 21529 reflecting surcharges for invoice 935587 and the Pridgeon & Clay document entitled "Surcharge Template for the Month of May 2009".

2. As of the petition date, the obligations of the Debtor to Pridgeon & Clay were as follows:

| | |
|---------------------------------|--------------|
| (a) General unsecured claim: | \$206,073.26 |
| (b) 11 U.S.C. §503(b)(9) claim: | \$22,257.45 |
| Total: | \$228,330.71 |

3. Pridgeon & Clay reserves the right to amend this Proof of Claim.

PRIDGEON & CLAY, INC. AGING DATED 7/16/2009

MAS30 METALDYNE CORP - TUBULAR State: MI Last Payment: 7/10/2009

| Invoice # | Invoice Date Terms | Less Than 30 Days | Over 30 Days Old | Over 60 Days Old | Over 90 Days Old | Total Amt. |
|-----------|--------------------|----------------------|---------------------|---------------------|---------------------|------------|
| 19814 | 10/3/2007 NET30 | 0 | 0 | 0 | 17,820.36 | 17,820.36 |
| 19873 | 12/6/2007 NET30 | 0 | 0 | 0 | 21,400.50 | 21,400.50 |
| 19997 | 1/7/2008 NET30 | 0 | 0 | 0 | 10,792.56 | 10,792.56 |
| 21258 | 3/4/2009 NET30 | 0 | 0 | 0 | 3,797.92 | 3,797.92 |
| 21267 | 3/4/2009 NET30 | 0 | 0 | 0 | 18,597.00 | 18,597.00 |
| 21358 | 4/7/2009 NET30 | 0 | 0 | 12,040.10 | 0 | 12,040.10 |
| 21454 | 5/11/2009 NET30 | 0 | 716.46 | 0 | 0 | 716.46 |
| 21529 | 6/4/2009 NET30 | 0 | 716.46 | 0 | 0 | 716.46 |
| 916983 | 5/23/2008 NET30 | 0 | 0 | 0 | 5,154.76 | 5,154.76 |
| 917368 | 5/29/2008 NET30 | 0 | 0 | 0 | 6,896.00 | 6,896.00 |
| 918920 | 6/19/2008 NET30 | 0 | 0 | 0 | 6,896.00 | 6,896.00 |
| 920147 | 7/14/2008 NET30 | 0 | 0 | 0 | 6,521.20 | 6,521.20 |
| 931822 | 3/4/2009 NET30 | 0 | 0 | 0 | 17,123.57 | 17,123.57 |
| 932664 | 3/9/2009 NET30 | 0 | 0 | 0 | 6,767.27 | 6,767.27 |
| 933258 | 3/20/2009 NET30 | 0 | 0 | 33,717.65 | 0 | 33,717.65 |
| 933448 | 3/26/2009 NET30 | 0 | 0 | 12,880.37 | 0 | 12,880.37 |
| 934524 | 4/17/2009 NET30 | 0 | 1,705.60 | 0 | 0 | 1,705.60 |
| 934596 | 4/17/2009 NET30 | 0 | 23,245.94 | 0 | 0 | 23,245.94 |
| 935587 | 5/7/2009 NET30 | 0 | 21,540.99 | 0 | 0 | 21,540.99 |
| | | 0 | 47925.45 | 58638.12 | 121,767.14 | 228,330.71 |

INVOICE

PRIDGEON & CLAY, INC.

Phone 816 241-3675
 50 Cottage Grove, S.W.
 DUNS 00-601-2380 FAX 816 241-1799
 Grand Rapids, Michigan 49507

DATE 05/07/09

PAGE 1

INVOICE NO.
 935587

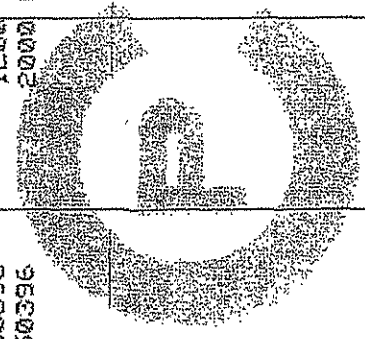
PLEASE REMIT TO: PRIDGEON & CLAY, INC. DEPT. #281401, P.O. BOX 67000, DETROIT, MI 48267-2814

METALDYNE CORP. - TUBULAR
 PO BOX 701996
 PLYMOUTH, MI 48170
 UNITED STATES

METALDYNE TUBULAR PRODUCTS
 7455 EAST M-36
 HAMBURG, MI 48139
 UNITED STATES

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| CUSTOMER NUMBER | SHIPPING INSTRUCTIONS | SALES NUMBER | TERMS | NET 30 | UNIT PRICE | AMOUNT | |
|-----------------|-----------------------|------------------|----------|-----------------------|------------|-----------------|----------|
| MAS30 | Holland 10am del | | | | | | |
| 0104035 | B1548 | PC71558 | EA | 2,95300 | 3543.60 | | |
| SPN026812 | B7017 | PC40397 | EA | 0,76100 | 3099.79 | | |
| SPN026811 | B7017 | PC50395 | EA | 3,74800 | 4497.60 | | |
| SPN026843 | B7017 | PC50396 | EA | 5,20000 | 10400.00 | | |
| | | | | CS#2439 | | | |
| REGISTER NUMBER | 605137 | NET SALES AMOUNT | 21540.99 | MISCELLANEOUS CHARGES | 0.00 | TOTAL FREIGHT | 0.00 |
| | | | | | | PAY THIS AMOUNT | 21540.99 |



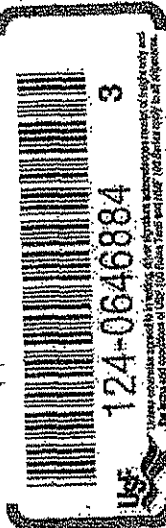
Seller represents that with respect to the production of the articles covered by this invoice, it has fully complied with the provisions of the Fair Labor Standards Act of 1938, as amended.

THIS MEMORANDUM is a copy or duplicate, covering the property named herein, and is intended to be used as a receipt by the carrier or the property destination in the Original Bill of Lading.

DATE 05/07/09 CARRIER HOLLANDS 9:15 AM
 AT GRAND RAPIDS, MICH. FROM PRIDGEON & CLAY, INC. B/L NO. 540496
 Invoice Ref. 55557 Page

DELIVERY ADDRESS: MATERIAL CERTS REG.
 ROUTE: HAMBURG, MI 48139
 CAR OF VEHICLE INITIALS: UNITED STATES

CONSIGNEE TO: METALDYNE TUBULAR PRODUCTS
 7495 EAST M-35
 HAMBURG, MI 48139
 UNITED STATES

| NUMBER OF PACKAGES | CLASS | KIND OF PACKAGE, DESCRIPTION OF ARTICLES, SPECIAL MARKS, AND EXCEPTIONS | WEIGHT (AS SHIPPED) | NO. OF CONTAINERS | NO. |
|---|--------|--|---------------------|-------------------|-----|
| 2 | PBX 55 | 3969 EA SPN026812 B7017 PC40397 | 1342 | | |
| 1 | PBX 55 | 1200 EA SPN026811 B7017 PC50395 | 928 | | |
| 3 | PBX 55 | 2000 EA SPN023243 B7017 PC50396 | 1584 | | |
| 1 | PBX 55 | 1200 EA Q104025 B1548 PC71552 | 640 | | |
| Containers | | | | | |
| 1 | PBX | BX9060T 32X30X20 CORRUGATED BOX TREATED - EXPORT | | | |
| 4 | PBX | BX9070 32X30X20 CORRUGATED BOX | | | |
| 2 | PBX | PRCL0001 P&C METAL TUB | | | |
|  | | | | | |
| TOTAL CTN. | PKGS | CLASSIFICATION DESCRIPTION | TOTAL WEIGHTS | | |
| 7 | 55 | Flanges, Exhaust Pipe or Muffler, or pipe, Iron or Steel, Item No. 94890 | 4454 | | |
| | 70 | Hardware, NOL, Iron or Steel, Item No. 95190 | 0 | | |
| | 85 | Auto Parts, NOL, Iron or Steel, Classification A-11, Item No. 19160 | 0 | | |
| | | Auto Parts, pipe or tubg, terns pit, st. bent, fur. proc, then cut to lgt., Item # 19220, cl 70. | | | |
| TOTAL CONTAINERS | | | TOTAL SHIP. WT. | | |
| | | | 4494 | | |

Subject to Section 7 of the Rules of Applicable Bill of Lading, the carrier shall be liable for loss of or damage to the goods, or for delay in delivery, or for loss of or damage to the container, but not for loss of or damage to the contents thereof, if the carrier has exercised due diligence to secure the goods and the container in conformity with the provisions of the Rules of Applicable Bill of Lading.

Remarks: 1. To ship in preparation of charges on the property sheet herein.

Agent or Carrier: PRIDGEON & CLAY, INC.

By: (Signature) (Name)

Shipper's Interest in goods or property in transit is hereby acknowledged by the signature of the shipper.

Permanent post-office address of shipper: 50 COTTAGE GROVE, S.W., GRAND RAPIDS, MICH. 49507

PRIDGEON & CLAY, INC. Shipper, Per (Signature) Agent, Per (Signature)

REGISTER NO. 540496 TRACK # 55557

INVOICE

DATE

05/04/09

Phone 616 241-5875
DUNG 00-801-2390

Grand Rapids, Michigan 49507

PRIDGEON & CLAY, INC.

50 Cottage Grove, S.W.
FAX 616 241-1798

INVOICING
21529

PAGE 1

PLEASE REMIT TO: PRIDGEON & CLAY, INC. DEPT. #281401, P.O. BOX 67000, DETROIT, MI 48267-2814

METALDYNE CORP. - TUBULAR
PO BOX 701996
PLYMOUTH, MI 48170
UNITED STATES

METALDYNE CORP. - TUBULAR
PO BOX 701996
PLYMOUTH, MI 48170
UNITED STATES

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| CUSTOMER NUMBER | SHIPPING INSTRUCTIONS | SALES NUMBER | TERMS | PAY THIS AMOUNT |
|-------------------------------|-----------------------|-----------------------|------------|-----------------|
| 8830 | | | NET 30 | |
| CUSTOMER NUMBER | CUSTOM ORDER NUMBER | QUANTITY SHIPPED | UNIT PRICE | AMOUNT |
| BURCHARGES | B1548 | 1 EA | 716.46000 | 716.46 |
| STEEL SURCHARGES FOR MAY 2009 | | | | |
| NET SALES AMOUNT | | MISCELLANEOUS CHARGES | | TOTAL FREIGHT |
| 606646 | | 716.46 | | 0.00 |
| REGISTER NUMBER | | 606646 | | 716.46 |

Seller represents that with respect to the production of the articles covered by this invoice, it has fully complied with the provisions of the Fair Labor Standards Act of 1938, as amended.

EXHIBIT B

MILLER JOHNSON
Attorneys for Pridgeon & Clay, Inc.
250 Monroe Avenue, Suite 800
P.O. Box 306
Grand Rapids, MI 49501-0306
(616) 831-1700
Thomas P. Sarb (TS-8282)

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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-----X:
In Re:                               : Chapter 11
                                       :
OLDCO M CORPORATION, f/k/a           : Case No. 09-13412(MT)
METALDYNE CORPORATION) et al.,      :
                                       :
Debtors.                             : (Jointly Administered)
-----X

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**DECLARATION OF BRUCE PENNO IN SUPPORT OF RESPONSE
OF RESPONSE OF PRIDGEON & CLAY, INC. TO DEBTOR'S OMNIBUS
OBJECTION NO. 7**

STATE OF MICHIGAN)
) ss.
COUNTY OF KENT)

Bruce Penno, being duly sworn, declares as follows:

1. I am the Vice President of Finance for Pridgeon & Clay, Inc. ("P&C"), a claimant in this matter.

2. As Vice President of Finance of P&C, I am familiar with the books and records of the corporation, which are maintained in the ordinary course of business of P&C as they relate to P&C's Proof of Claim in this Chapter 11 proceeding.

3. Attached to the P&C Proof of Claim is the support for the P&C § 503(b)(9) administrative claim in the amount of \$22,257.45 (the "P&C § 503(b)(9) Claim").

4. Among the documents supporting the P&C § 503(b)(9) Claim are invoices, a bill of lading showing evidence of delivery, and surcharge schedules showing

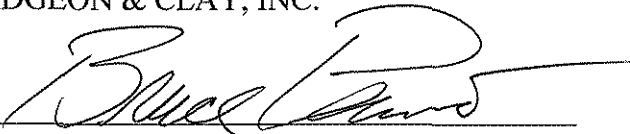
materials price surcharges as they apply to the P&C § 503(b)(9) Claim in accordance with the Purchase Order from Metaldyne to P&C.

5. As of the date of this Declaration, the P&C § 503(b)(9) Claim has not yet been paid by either the Debtors or by MD Investors.

6. Although MD Investors has previously assured P&C that the P&C § 503(b)(9) Claim would be paid during the week of February 15, 2010, P&C has not received such payment as of the date of this Declaration.

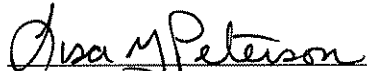
PRIDGEON & CLAY, INC.

Dated: February 22, 2010

By: 
Bruce Penno

Its: Vice President of Finance

Subscribed and sworn to before me
this 22nd day of February, 2010.


Lisa M. Peterson

Notary Public, Kent County, Michigan

My Commission Expires: 8/18/11

Acting in the County of Kent