

**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 MICROFLEX, INC., REGARDING CLAIM NUMBER 1862**

Oldco M Tubular Products, Inc. (f/k/a Metaldyne Tubular Products, Inc.) ("Oldco M Tubular"), one of the above-captioned debtors and debtors in possession (collectively, the "Debtors") and Microflex, Inc. ("Microflex") 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 Corporation (f/k/a Metaldyne Corporation) 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. Shortly after the Petition Date, the Debtors filed motions (Docket Nos. 214 and 323) to sell a majority of their assets. On August 5, 2009 and August 6, 2009, the Debtors held an auction (the "Auction"), pursuant to which MD Investors Corporation ("MD Investors") presented a bid for the assets, which included the assumption of certain claims asserted under section 503(b)(9) of the Bankruptcy Code. On August 12, 2009, the Court entered an order (Docket No. 674) (the "Sale Order") authorizing the sale to MD Investors of substantially all of the Debtors' assets free and clear of all liens, claims, interests and encumbrances (the "MD Investors Transaction"). The MD Investors Transaction closed on October 16, 2009.

C. On August 5, 2009, Microflex filed claim number 1862 (the "Claim") against Oldco M Tubular. The Claim asserts an aggregated obligation of \$964,919.93 comprised of (a) an \$807,642.40 general unsecured claim and (b) a \$156,277.53 administrative priority claim under section 503(b)(9) of the Bankruptcy Code.

D. On January 13, 2010, the Debtors filed the Omnibus Objection of Debtors and Debtors in Possession Seeking to Disallow, Reduce, Liquidate, and/or Reclassify Certain Claims (Omnibus Objection No. 7) (Docket No. 1203) (the "Omnibus Objection"). In the Omnibus Objection, the Debtors sought to reduce and reclassify the Claim to a \$878,612.86 general unsecured claim against Oldco M Tubular. The Omnibus Objection specifically sets forth that (a) \$70,970.46 of the administrative portion of the Claim should be reclassified as a general unsecured obligation of Oldco M Tubular and (b) \$86,307.07 of the administrative portion of the Claim was satisfied pursuant to MD Investors' assumption of administrative claims under the MD Investors Transaction.

E. Subsequent to the filing of the Omnibus Objection, the Debtors and counsel for Microflex entered into discussions regarding the Claim.

F. Prior to the filing of this Stipulation and Agreed Order, Microflex has acknowledged that MD Investors has agreed to satisfy the administrative portion of their Claim, and MD Investors has already paid, or will pay in the near future, this portion of the Claim.

### **AGREEMENT**

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

1. The Claim shall be allowed as a general unsecured nonpriority claim against the chapter 11 estate of Oldco M Tubular in the amount of \$878,612.86.

2. As it pertains to the indebtedness set forth in the Claim, Microflex 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.

3. The Debtors hereby withdraw, as moot, the Omnibus Objection insofar as it relates to the Claim.

4. 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/ Chadwick E. Crews

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ATTORNEYS FOR DEBTORS AND  
DEBTORS IN POSSESSION

SO ORDERED:

Dated: March 1, 2010  
New York, New York

/s/ Martin Glenn  
United States Bankruptcy Judge