

**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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**NINTH ORDER AUTHORIZING THE REJECTION
OF CERTAIN EXECUTORY CONTRACTS AND UNEXPIRED LEASES**

This matter coming before the Court on the Ninth Omnibus Motion of Debtors and Debtors in Possession, Pursuant to Section 365 of the Bankruptcy Code and Bankruptcy Rule 6006, for an Order Authorizing the Rejection of Certain Executory Contracts and Unexpired Leases (the "Motion"),¹ filed by the debtors and debtors in possession in the above-captioned cases (collectively, the "Debtors"); the Court having reviewed the Motion and having considered the statements of counsel before the Court (the "Hearing"); and the Court having found that (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 Motion and the Hearing was sufficient under the circumstances, and (d) a sound business purpose exists for the relief granted herein; and the Court having determined that the legal and factual bases set forth in the Motion and at the Hearing establish just cause for the relief granted herein;

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED as set forth herein.

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

2. The Debtors are authorized to reject the Agreements² identified on the attached Exhibit 1, which are incorporated herein by reference, and the Agreements are deemed rejected, pursuant to section 365 of the Bankruptcy Code, effective as of the Rejection Effective Date identified for each Agreement identified on Exhibit 1.

3. Consistent with the terms and conditions of the bar date order previously entered by the Court, any lessor under, or contract party to, a rejected Agreement may file, within 30 days of the entry of this Order, a proof of claim for any damages resulting from the rejection of an Agreement (a "Rejection Damages Claim").

4. This Court shall retain jurisdiction to resolve all matters relating to the implementation of this Order.

Dated: March 2, 2010
New York, New York

/s/ Martin Glenn
United States Bankruptcy Judge

² Each Agreement includes any modifications, amendments, addenda or supplements thereto or restatements thereof. The terms of the Agreements included in Exhibit 1 are provided for convenience only and are not intended to modify, or to represent the Debtors' interpretation of or a Court determination regarding, the terms of any Agreement.

EXHIBIT 1

Certain Executory Contracts and Unexpired Leases to be Rejected

<u>Description of Agreements</u>	<u>Contracting Parties Name and Address</u>	<u>Debtor Party to Agreement</u>	<u>Rejection Effective Date</u>
Software License Agreement between QAD Incorporated and Metaldyne Corporation transferred to Metaldyne on December 21, 2006	QAD Incorporated 2000 Midlantic Drive, Suite 100 Mt. Laurel, NJ 08054	Oldco M Corporation (f/k/a Metaldyne Corporation)	February 10, 2010
Multinational Software Product License Agreement, dated as of June 10, 1993, by and between Masco Industries, Inc. (currently known as Metaldyne Corporation) and qad.inc.	Stephen Tyler Corporate Counsel QAD Inc. 10,000 Midlantic Drive Suite 100 West Mount Laurel, NJ 08054 USA	Oldco M Corporation (f/k/a Metaldyne Corporation)	February 10, 2010
Automotive Development Group Software Development Participation Agreement, by and between MascoTech, Inc. and QAD Inc., effective June 16, 1997	Beth Stern Fleming Stevens & Lee, P.C. 1818 Market Street 29th Floor Philadelphia, PA 19103	MascoTech, Inc. (a predecessor in interest to the Debtors)	February 10, 2010
Software Product License Agreement between QAD Inc. and MascoTech, Inc., dated April 6, 1994		MascoTech, Inc. (a predecessor in interest to the Debtors)	February 10, 2010
Equipment Lease Agreement for Ricoh MPC2500, serial # L367560076, commencing on Feb. 1, 2008 for a term of 48 months	Cannon Financial Services, Inc. P.O. Box 4004 Carol Stream, Illinois 60197-4004 Attn: Corporate Officer Cannon Financial Services, Inc. 158 Gaither Drive, Suite 200 P.O. Box 5008 Mount Laurel, NJ 08054 Attn: Corporate Officer	Oldco M Corporation (f/k/a Metaldyne Corporation)	February 25, 2010
Equipment Lease Agreement for three Caterpillar Model GC25, Serial Numbers: AT82E0081; AT82E0082; AT82E0083, commencing on June 1, 2008 for a term of 30 months.	Industrial Leasing LLC PO Box 1803 Grand Rapids, MI 49501 Attn: Corporate Officer	Oldco M Corporation (f/k/a Metaldyne Corporation)	February 25, 2010