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and Debtors in Possession

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X
In re : Chapter 11
Oldco M Corporation :
(f/k/a Metaldyne Corporation), *et al.*, : Case No. 09-13412 (MG)
Debtors. : (Jointly Administered)
: :
: :
-----X

**NOTICE REGARDING (A) EXECUTORY CONTRACTS
AND UNEXPIRED LEASES TO BE REJECTED PURSUANT TO
SECOND AMENDED PLAN OF LIQUIDATION AND SECTION 365 OF THE
BANKRUPTCY CODE AND (B) BAR DATE FOR CLAIMS ARISING THEREFROM**

TO ALL PERSONS AND ENTITIES WHO ARE PARTIES TO THE EXECUTORY CONTRACTS OR UNEXPIRED LEASES LISTED ON EXHIBIT 1 ATTACHED TO THIS NOTICE:

PLEASE TAKE NOTICE OF THE FOLLOWING:

1. Contract Rejection Exhibits. On February 23, 2010, the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court") entered an Order (Docket No. 1384) (the "Confirmation Order") approving the Second Amended Joint Plan of Liquidation of Debtors and Debtors in Possession (as it may be amended or modified, the "Plan").¹ Among other things, the Plan provides for certain procedures with respect to the proposed rejection of Executory Contracts and Unexpired Leases pursuant to section 365 of the Bankruptcy Code. On February 12, 2010, the above-captioned debtors and debtors in possession (collectively, the "Debtors") filed Exhibit IV.A to the Plan in the Bankruptcy Court, and, on February 19, 2010, the Debtors filed an amended version of Exhibit IV.A to the Plan (together, the "Nonexclusive Plan Rejection Exhibit").² Pursuant to the applicable provisions of the Confirmation Order, by identifying agreements on the Nonexclusive Plan Rejection Exhibit, the Debtors are proposing to reject such Executory Contracts and Unexpired Leases, effective as of, and conditioned upon the occurrence of, the effective date of the Plan (the "Effective Date"). You will receive an additional notice of the occurrence of the Effective Date when the Effective Date occurs.

2. Executory Contracts and Unexpired Leases to Be Rejected. Exhibit 1 attached hereto identifies one or more Executory Contracts or Unexpired Leases to be rejected to which you are (or your affiliate or client is) a counterparty and that are listed on the

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

² The Debtors reserve the right to further amend the Nonexclusive Plan Rejection Exhibit to the extent permitted by the Plan.

Nonexclusive Plan Rejection Exhibit (each, a "Rejected Agreement"). Pursuant to Section IV.A.1 of the Plan, upon the entry of the Confirmation Order, the Debtors have been deemed to have rejected the Rejected Agreements effective as of the Effective Date.

3. Bar Date for Proofs of Claim. Pursuant to the Plan, the bar date for filing proofs of claim for damages arising out of the rejection of a Rejected Agreement (a "Rejection Damages Claim") shall be 30 days after the Effective Date. Any Claims not Filed within such applicable time periods will be forever barred from receiving a distribution from the Debtors or the Distribution Trust.

4. No Admission. In certain cases, the Debtors believe that the agreements identified on the Nonexclusive Plan Rejection Exhibit are not, in fact, executory contracts, but have identified them out of an abundance of caution. The inclusion of an agreement on such Exhibit is not an admission by the Debtors that such agreement is executory within the meaning of that term under the Bankruptcy Code.

5. Document Website. Copies of the documents referenced herein and other pleadings filed in these cases may be obtained from the Court's website at <http://ecf.nysb.uscourts.gov> or, free of charge, at www.bmcgroup.com/metaldyne.

Dated: March 3, 2010
New York, New York

Respectfully submitted,

/s/ Ryan T. Routh

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ATTORNEYS FOR DEBTORS AND
DEBTORS IN POSSESSION

EXHIBIT 1

| Name of Agreement | Date of Agreement | Debtor Party(ies) to Agreement | Non-Debtor Party(ies) to Agreement |
|--|-------------------|---|------------------------------------|
| Employee Related Agreements | | | |
| Supplemental Executive Retirement Program Agreement By and Between Erwin H. Billig and MascoTech, Inc. | Nov. 21, 2000 | Mascotech, Inc., predecessor in interest to Oldco M Corporation | Erwin H. Billig |
| Supplemental Executive Retirement Program Agreement By and Between Peter C. DeChants and MascoTech, Inc. | Nov. 21, 2000 | Mascotech, Inc., predecessor in interest to Oldco M Corporation | Peter C. DeChants |
| Supplemental Executive Retirement Program Agreement By and Between Lee M. Gardner and MascoTech, Inc. | Nov. 21, 2000 | Mascotech, Inc., predecessor in interest to Oldco M Corporation | Lee M. Gardner |
| Employment, Release and Consulting Agreement by and between Lee M. Gardner and MascoTech, Inc. | Nov. 22, 2000 | Mascotech, Inc., predecessor in interest to Oldco M Corporation | Lee M. Gardner |
| Relocation Agreement between Metaldyne Greensboro and Mark Gerlach dated February 20, 2009, effective January 1, 2009 through June 30, 2010 | Feb. 20, 2009 | Oldco M Greensboro (f/k/a Metaldyne Greensboro) | Mark Gerlach |
| Supplemental Executive Retirement Program Agreement By and Between Keith N. Junk and MascoTech, Inc., and any amendments or ancillary agreements thereto | Nov. 21, 2000 | Mascotech, Inc., predecessor in interest to Oldco M Corporation | Keith N. Junk |
| Supplemental Executive Retirement Program Agreement By and Between David B. Liner and Metaldyne Corporation | Mar. 31, 2001 | Oldco M Corporation (f/k/a Metaldyne Corporation) | David B. Liner |
| Change of Control Agreement By and Between MascoTech, Inc. and David B. Liner | Sept. 21, 2000 | Mascotech, Inc., predecessor in interest to Oldco M Corporation | David B. Liner |

| Name of Agreement | Date of Agreement | Debtor Party(ies) to Agreement | Non-Debtor Party(ies) to Agreement |
|---|-------------------|---|---|
| Letter Agreement Regarding Timothy Wadhams inclusion in MascoTech supplemental executive retirement program | Mar. 10, 2005 | Oldco M Corporation (f/k/a Metaldyne Corporation) | Masco Corporation |
| Supplemental Executive Retirement Program Agreement By and Between William E. Meyers and MascoTech, Inc. | Nov. 21, 2000 | Mascotech, Inc., predecessor in interest to Oldco M Corporation | William E. Meyers |
| Supplemental Executive Retirement Program Agreement By and Between Timothy Wadhams and MascoTech, Inc. | Nov. 21, 2001 | Mascotech, Inc., predecessor in interest to Oldco M Corporation | Timothy Wadhams |
| Employment, Release and Consulting Agreement by and between Timothy Wadhams and MascoTech, Inc. | Nov. 22, 2000 | Mascotech, Inc., predecessor in interest to Oldco M Corporation | Timothy Wadhams |
| Mascotech, Inc. Retirement Benefit Restoration Plan, as amended | Jan. 1, 1995 | Mascotech, Inc., predecessor in interest to Oldco M Corporation | All participants in the Plan, including but not limited to: L. Abate J. Musat J. Nowak M. O'Brien L. Runk R. Swope G. Thanopoulos Brian Campbell David Cripps AH Leech George Manoogian William Meyers K.C. Milner R. Ritchie Morton Sennett L. Gene Stohler Willaim Trice W. Anderson J.S. Babiasz P. DeChants |

| Name of Agreement | Date of Agreement | Debtor Party(ies) to Agreement | Non-Debtor Party(ies) to Agreement |
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| | | | Daniel Foley D.D. Fuhrman L.M. Gardner F. Hennessey Raymon Hunt K.N. Junk D. Liner J.E. Lyle L.A. Manoogian Louis Merz Frederick Minturn William Moore R. Douglas Roland T. Rudasics J.C. Settimi Richard Smith Theodore Thacker Henry Thiele J. Tompkins T. Wadhams R. Wilson Caria Grava Diane Leonard Theresa Pike Erwin H. Billig |
| Simpson Industries Supplemental Executive Retirement Program, and any and all ancillary or related agreements thereto | N/A | Simpson Industries, a predecessor in interest to the Debtors | All non-debtor parties to any agreements related to the Simpson Industries Supplemental Executive Retirement Program |
| Metaldyne Supplemental Executive Retirement Program, and any and all ancillary or related agreements thereto | N/A | Metaldyne Corporation (n/k/a Oldco M Corporation) | All non-debtor parties to any agreements related to the Metaldyne Supplemental Executive Retirement Program |

| Name of Agreement | Date of Agreement | Debtor Party(ies) to Agreement | Non-Debtor Party(ies) to Agreement |
|--|-------------------------------|--------------------------------|---|
| Any and all agreements related to any Supplemental Executive Retirement Programs or Benefit Restoration Programs, and any and all ancillary or related agreements thereto | N/A | Any Debtor | Any non-debtor party to any such agreement |
| Insurance Related Agreements | | | |
| Metaldyne Voluntary Benefits Exhibit A - Services to be Provided, dated January 1, 2009 (and any ancillary documents) | Jan. 1, 2009 | Oldco M | <p>Aon 199 Water Street New York, NY 10038</p> <p>Aon Risk Services 3000 Town Center, Suite 3000 Southfield, MI 48075 Attn: Michel Pokerwinski</p> <p>Jessica Smith Aon Consulting 1100 Reynolds Blvd. Winston-Salem, NC 27105</p> <p>Aon Corporation Attn: Christa Davies, CFO 200 East Randolph St. Chicago, IL 60601</p> |
| Connecticut General Life Insurance Company, effective July 1, 2004 (and any ancillary documents) Renewal Acceptance Form, dated January 1, 2009 (and any ancillary documents) | July 1, 2004 and Jan. 1, 2009 | Oldco M | Connecticut General Life Insurance Company PO Box 15050 Wilmington, DE 19850 Attn: Corporate Officer |
| Eyemed Vision Care, dated January 1, 2007 (and any ancillary documents) | Jan. 1, 2007 | Oldco M | Eyemed Vision Care 400 Luxottica Place Mason, OH 45040 Attn: Corporate Officer |

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|--|--------------------------|---|---|
| Vision Plan Policy Billing Information, dated January 1, 2007 (and any ancillary documents) | Jan. 1, 2007 | Oldco M | Eyemed Vision Care 400 Luxottica Place Mason, OH 45040 Attn: Corporate Officer |
| Fidelity Security Life Insurance Company, dated January 1, 2002 (and any ancillary documents) | Jan. 1, 2002 | Oldco M | Fidelity Security Life Insurance Company 82 Devonshire Street Boston, MA 02109 Attn: Corporate Officer |
| T.E.A.M. Employee Assistance Program, dated January 1, 2005 (and any ancillary documents) | Jan. 1, 2005 | Oldco M | Total Employee Assistance and Management Inc. 901 Wilshire Drive Suite 210 Troy, MI 48084 Attn: Corporate Officer |
| Intercompany Agreements | | | |
| Assignment and Transfer Agreement, dated as of August 13, 2004, by and between Metaldyne Corporation and Metaldyne Europe S.a.r.l. | Aug. 13, 2004 | Oldco M Corporation (f/k/a Metaldyne Corporation) | Metaldyne Europe S.a.r.l. 47659 Halyard Drive Plymouth, MI 48170 Attn: Corporate Officer |
| Management Services Agreement, dated December 22, 2003, between Metaldyne Company LLC and Metaldyne International France S.A.S. | Dec. 22, 2003 | Oldco M Company LLC (f/k/a Metaldyne Company LLC) | Metaldyne International France S.A.S 33/35, rue Roger Salengro – BP 227 69200 Venissieux Cedex, Lyon, France Attn: Corporate Officer |
| Agreement, dated November 2005, between Metaldyne Corporation and Metaldyne Zell GmbH & Co. KG (cash pooling agreement) | Nov. 2005 | Oldco M Corporation (f/k/a Metaldyne Corporation) | Metaldyne Zell GmbH & Co. KG Buchenwaldstrabe 2 77736 Zell am Harmersbach Germany Attn: Corporate Officer |

| Name of Agreement | Date of Agreement | Debtor Party(ies) to Agreement | Non-Debtor Party(ies) to Agreement |
|---|-------------------|--|--|
| Assignment and Transfer Agreement, dated as of August 13, 2004, by and among MetaldyneLux S.a.r.l., Metaldyne Corporation, Metaldyne Europe, Inc. and Metaldyne Company LLC | Aug. 13, 2004 | Oldco M Corporation (f/k/a Metaldyne Corporation) Oldco M Company LLC (f/k/a Metaldyne Company LLC) | MetaldyneLux S.a.r.l. 96, route de Mersch L-8181 Kopstal Grand Duchy of Luxembourg Attn: Corporate Officer Metaldyne Europe, Inc. 47659 Halyard Drive Plymouth, MI 48170 Attn: Corporate Officer |
| Other Agreements | | | |
| Agreement for Services, dated September 3, 2008, between Carpenter Industry Supply (CISCO) and Metaldyne Machining and Assembly Company, Inc. | Sept. 3, 2008 | Oldco M Machining and Assembly Company (f/k/a Metaldyne Machining and Assembly Company) | Carpenter Industrial Supply Company Inc. 3300 Cisco Street Jackson, Michigan 49201 Attn: Corporate Officer |
| Edon Trade Agreement between Metaldyne Machining and Assembly Company and Casting Technologies Company | | Oldco M Machining and Assembly Company (f/k/a Metaldyne Machining and Assembly Company) | Casting Technologies Company 14638 Apple Dr. Fruitport MI 49415 Attn: Corporate Officer |
| Office Equipment -Monthly Lease; Marlin Leasing - 001-0184734-004; commencing on July 14, 2004 | July 14, 2004 | Oldco M Corporation (f/k/a Metaldyne Corporation) | Chicago Financial Corp 1301 No. Dearborn Chicago, IL 60610 Attn: Corporate Officer All Wired Up 5336 W. George Skokie, IL 60077 Attn: Corporate Officer |

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|--|-------------------|---|--|
| Multiple Location Rental Account Agreement, dated January 17, 2002, between Cintas Corporation No. 2 and Metaldyne Company LLC | Jan. 17, 2002 | Oldco M Company LLC (f/k/a Metaldyne Company LLC) | <p>Cintas Corporation No. 2 6800 Cintas Boulevard Cincinnati, Ohio 45262 Attn: Corporate Officer</p> <p>Cintas Corporation c/o Jason V. Stitt Keating Muething & Klekamp One East Fourth Street, Suite 1400 Cincinnati, OH 45202</p> |
| Material Handling -Monthly Lease; De Lage Landen – Mitsubishi; commencing on April 16, 2003 | April 16, 2003 | Oldco M DuPage Die Casting Corp. (f/k/a Metaldyne DuPage Die Casting Corp.) | <p>De Lage Landen Lease Processing Center 1111 Old Eagle School Rd Wayne, PA 19087 Attn: Corporate Officer</p> <p>Raymond Ridge L&R Specialist I -Team Leader De Lage Landen L&R Department 1111 Old Eagle School Rd Wayne, PA 19087</p> <p>Chicagoland Material Handling Sales & Service Co., Inc. 1800 W. Hawthorne Lane, Suite M West Chicago, Illinois 60185 Attn: Corporate Officer</p> |

| Name of Agreement | Date of Agreement | Debtor Party(ies) to Agreement | Non-Debtor Party(ies) to Agreement |
|---|-------------------|-----------------------------------|---|
| Greensboro contract between Metaldyne LLC (Greensboro plant) and DSSI, LLC | | Oldco M LLC (f/k/a Metaldyne LLC) | <p>Direct Sourcing Solutions Inc. Dept. Number 94914 Louisville, KY 40294-4914 Attn: Corporate Officer</p> <p>DSSI, LLC 9300 Shelbyville Road Suite 402 Louisville, KY 40222</p> |
| Edon contract between Metaldyne LLC (Edon plant) and DSSI, LLC. | | Oldco M LLC (f/k/a Metaldyne LLC) | <p>Direct Sourcing Solutions Inc. Dept. Number 94914 Louisville, KY 40294-4914 Attn: Corporate Officer</p> <p>DSSI, LLC 9300 Shelbyville Road Suite 402 Louisville, KY 40222</p> |
| Greensboro and Edon contracts between Metaldyne LLC and Production Services Management Inc. | | Oldco M LLC (f/k/a Metaldyne LLC) | <p>Production Services Management Inc. 1255 Beach Court Saline, MI 48176 Attn: Corporate Officer</p> <p>Thomas E. Coughlin Paul R. Hage Jaffe Raitt Heuer & Weiss, P.C. 27777 Franklin Road, Suite 2500 Southfield, MI 48034</p> |

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| Edon contract between Metaldyne-Edon OH and Siemens Energy & Automation, Inc. | | Oldco M – Edon OH | <p>Siemens Energy & Automation, Inc. 390 Kent Avenue Elk Grove Village, IL 60007 Attn: Corporate Officer</p> <p>Siemens Energy & Automation, Inc. Attn: Leigh-Anne Best 1345 Ridgeland Pkwy., Ste. 116 Alpharetta, GA 30004</p> |
| Material Handling –Monthly Lease; Toyota Financial Services – 027; commencing on Nov. 13, 2006 | Oct. 2, 2006 | Oldco M Corporation (f/k/a Metaldyne Corporation) | <p>Toyota Motor Credit Corporation P.O. Box 3457 Torrance, California 90510 Attn: Corporate Officer</p> <p>Martin A. Mooney, Esq. DEILY, MOONEY & GLASTETTER, LLP 8 Thurlow Terrace Albany, New York 12203-1006</p> |
| Material Handling -Monthly Lease; Varilease – Schedule No. 004; commencing on Jan. 24, 2007 | Jan. 24, 2007 | Oldco M Corporation (f/k/a Metaldyne Corporation) | <p>Varilease Technology Finance Group Inc., 8451 Boulder Court Walled Lake, MI 48390 Attn: Lease Administration Attn: Corporate Officer</p> |