

**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 THYSSENKRUPP  
WAUPACA INC., REGARDING CLAIM NUMBERS 570, 571, 572, 573 AND 574**

Oldco M Company LLC (f/k/a Metaldyne Company LLC) ("Oldco M"), one of the above-captioned debtors and debtors in possession (collectively, the "Debtors") and ThyssenKrupp Waupaca, Inc. (f/k/a Waupaca Foundry, Inc.) ("ThyssenKrupp") 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 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.

B. On January 11, 2010, the Debtors filed their Second Amended Joint Plan of Liquidation of Debtors and Debtors in Possession (Docket No. 1180) (as it may be amended, the "Plan") and the related Disclosure Statement (the "Disclosure Statement"). On February 23,

2010, the Court entered an order confirming the Plan and substantively consolidating these bankruptcy cases (Docket No. 1384).

C. 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 executory contracts. 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.

D. On July 17, 2009, ThyssenKrupp filed claim numbers 570, 571, 572, 573 and 574 (the "Claims") against the chapter 11 estates of: Oldco M Driveline Co. (f/k/a Metaldyne Driveline Co.), Oldco M, Oldco M Company (f/k/a Metaldyne Company), Oldco M Machining and Assembly (f/k/a Metaldyne Machining and Assembly) ("Oldco M Machining") and NC-M Chassis Systems LLC ("NC-M Chassis"), respectively. The Claims are identical and each assert an aggregated obligation of \$632,121.50 comprised of (a) a \$505,831.85 general unsecured claim and (b) a \$126,289.65 administrative priority claim under section 503(b)(9) of the Bankruptcy Code.

E. 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 disallow and expunge Claim numbers 570, 571 and 572 because the Debtors believe that such claims are not valid liabilities of the Debtors or their

estates. The Omnibus Objection also sought to reduce the amounts and priorities set forth in claim numbers 573 and 574.

F. Subsequent to the filing of the Omnibus Objection and pursuant to the MD Investors Transaction, the Court entered the Seventh Omnibus Order Approving Assumption and Assignment to MD Investors (Docket No. 1347) approving the assumption and assignment of certain purchase orders between ThyssenKrupp and Oldco M Machining to MD Investors, which purchase orders specifically relate to the Bluffton, Indiana and Fremont, Indiana facilities. MD Investors has, or will, pay ThyssenKrupp cure payments related to the assumed and assigned purchase orders. Accordingly, the only outstanding obligations owed by the Debtors to ThyssenKrupp relate to obligations arising out of Debtor NC-M Chassis' New Castle, Indiana facility.

G. Subsequent to the filing of the Omnibus Objection, the Debtors and counsel for ThyssenKrupp entered into settlement discussions regarding the Claims.

#### **AGREEMENT**

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

1. Claim Number 574 shall be allowed against the substantively consolidated estates of the Debtors in the aggregate amount of \$210,458.97, comprised of: (a) a claim in the amount of \$24,804 entitled to priority status under section 503(b)(9) of the Bankruptcy Code; and (b) a claim in the amount of \$185,654.97 as an unsecured nonpriority claim.

2. Claim numbers 570, 571, 572 and 573 are hereby deemed withdrawn with prejudice.

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

4. This Stipulation and Agreed Order shall resolve any and all liability owing from the Debtors, their estates, MD Investors and their successors and assigns related to any obligations related to the Claims. Other than the Claims expressly allowed in paragraph 1 of this Stipulation and Agreed Order and except as provided herein, ThyssenKrupp agrees that any and all claims or causes of action that it may have against the Debtors or MD Investors or any of their respective affiliates, subsidiaries, predecessors, successors, employees, agents, attorneys, directors, officers, stockholders, administrators, personal representatives and assigns (collectively, the "Debtor Covered Parties") arising on or before the Petition Date, whether in law or in equity, direct or indirect, known or unknown, previously asserted or not yet asserted, are hereby waived, discharged and released as to the Debtor Covered Parties. ThyssenKrupp further agrees not to file a further claim against, commence a lawsuit or other proceeding against or sue any party in the Bankruptcy Court or any other forum for any claims or causes of action released by this paragraph, other than to enforce its rights under this Stipulation and Agreed Order.

5. 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.

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ATTORNEYS FOR DEBTORS AND  
DEBTORS IN POSSESSION

SO ORDERED:

Dated: New York, New York  
March 10, 2010

/s/ Martin Glenn

HONORABLE MARTIN GLENN  
UNITED STATES BANKRUPTCY JUDGE