

Notice of Presentment: September 23, 2010 at 10:00 a.m. (ET)
Objection Deadline: September 22, 2010 at 4:00 p.m. (ET)

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Counsel to the Oldco M Distribution Trust

**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 OF PRESENTMENT OF STIPULATION RESOLVING
OMNIBUS OBJECTION OF DEBTORS AND DEBTORS IN POSSESSION
SEEKING TO DISALLOW, REDUCE, LIQUIDATE AND/OR
RECLASSIFY CERTAIN CLAIMS (OMNIBUS OBJECTION NO. 7)
AS RELATED TO CLAIM NO. 1638 OF FERGUSON FULL SERVICE SUPPLY**

PLEASE TAKE NOTICE OF THE FOLLOWING:

1. The undersigned will present the proposed stipulation (the “Stipulation”) attached hereto as Exhibit 1 made by and among the Oldco M Distribution Trust (the “Trust”) and Ferguson Full Service Supply (“Ferguson”) to the Honorable Martin Glenn, United States Bankruptcy Judge, Room 501 of the United States Bankruptcy Court, Alexander Hamilton Custom House, One Bowling Green, New York, New York 10004 for signature on **Thursday September 23, 2010 at 10:00 a.m. (Eastern Standard Time)** (the “Presentment Date”).

2. Pursuant to the Administrative Order, Pursuant to Rule 1015(c) of the Federal Rules of Bankruptcy Procedure, Establishing Case Management and Scheduling Procedures (Docket No. 133) (the “Case Management Order”), entered on June 5, 2009, notice of this Notice of Presentment has been given to (a) the parties identified on the Special Service List and the General Service List (as such terms are defined in the Case Management Order) and (b) Ferguson and its counsel. The Trust submits that no other or further notice need be provided.

3. Objections, if any, to the Stipulation must be made in writing, with two hard copies to Chambers, conform to the Federal Rules of the Bankruptcy Procedure and the Local Rules for the United States Bankruptcy Court for the Southern District of New York and be filed with the Court, and must be served in accordance with the Case Management Order so as to be actually received by the Court and the notice parties in paragraph 2 above no later than **4:00 p.m. (Eastern Standard Time) on September 22, 2010** (the “Objection Deadline”).

4. If no objections are timely filed and served with respect to the entry of the Stipulation, the Trust shall, on the Presentment Date, present to the Court, pursuant to Rule 9074-1(b) of the Local Rules of the United States Bankruptcy Court for the Southern District of

New York, the Stipulation for entry by the Court with no further notice or opportunity to be heard offered to any party.

5. Copies of this Notice of Presentment, the Case Management Order, the Special Service List and the General Service List may be obtained from the Court's website at <http://ecf.nysb.uscourts.gov> or, free of charge, at www.bmcgroup.com/metaldyne.

Dated: September 16, 2010
New York, New York

Respectfully submitted,

/s/ Mark D. Silverschotz
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EXHIBIT 1

**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

**STIPULATION AND AGREED ORDER AMONG THE OLDCO
M DISTRIBUTION TRUST AND FERGUSON FULL
SERVICE SUPPLY REGARDING CLAIM NUMBER 1638**

The Oldco M Distribution Trust (the "Trust") and Ferguson Full Service Supply ("Ferguson"), 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 30 of its domestic direct and indirect subsidiaries, as debtors and debtors in possession (collectively, the "Debtors"), filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code"). By an order entered on May 29, 2009, the Debtors' chapter 11 cases were consolidated for procedural purposes and thereafter were jointly administered (Docket No. 65).

B. On January 11, 2010, the Debtors filed their Second Amended Joint Plan of Liquidation of Debtors and Debtors in Possession (Docket No. 1180) (the "Plan") and the related Disclosure Statement. On February 23, 2010, the Court entered an Order confirming the Plan and substantively consolidating these bankruptcy cases (Docket No. 1384), and on March

30, 2010, the Plan became effective (the "Effective Date"). As of the Effective Date, the Debtors were dissolved and the Oldco M Distribution Trust was created in order to liquidate the Debtors' remaining assets (including any claims and causes of action possessed by the Debtors), litigate and resolve claims filed against the Debtors' estates, make distributions to creditors and take other actions permitted by Section III.C of the Plan.

C. On July 31, 2009, Ferguson filed claim number 1638 (the "Claim") against the chapter 11 estate of Oldco M, which asserted an obligation of Oldco M in the aggregate amount of \$453,143.97, comprised of (a) a \$419,571.48 general unsecured claim and (b) a \$33,572.49 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 the Claim because the Debtors' books and records were not consistent with the amounts asserted in the Claim.

E. Subsequent to the filing of the Omnibus Objection, the Debtors, and subsequent to the Effective Date, the Trust and counsel for Ferguson entered into settlement discussions regarding the Claim.

AGREEMENT

NOW, THEREFORE, the Trust and Ferguson agree and the Court hereby ORDERS as follows:

1. Claim Number 1638 shall be allowed against the substantively consolidated estates of the Debtors in the aggregate amount of \$383,353.61, comprised of: (a) a claim in the amount of \$33,572.49 entitled to priority status under section 503(b)(9) of the

Bankruptcy Code; and (b) a claim in the amount of \$349,781.12 as an unsecured nonpriority claim.

2. This Stipulation and Agreed Order Among The Oldco M. Distribution Trust and Ferguson Full Service Supply Regarding Claim Number 1638 (the "Stipulation") shall resolve any and all disputes or discrepancies over the amounts asserted in the Claim and shall fix the amounts asserted in the Claim in accordance with paragraph 1 of this Stipulation.

3. This Stipulation does not address and shall not affect the Request of Ferguson Integrated Services for Payment of its Administrative Claim Arising from Liabilities Incurred by Debtor in the Ordinary Course of Business on or after the Petition Date (Docket No. 1525) (the "Request") or the Objection of Oldco M Distribution Trust to Request of Ferguson Integrated Services for Payment of its Administrative Claim Arising from Liabilities Incurred by the Debtor in the Ordinary Course of Business on or after the Petition Date (Docket No. 1613) (the "Objection to Request") or the claims and defenses asserted therein. Ferguson and the Trust hereby reserve all rights and defenses related to the Request and Objection to Request.

4. The Trust and Ferguson reserves the right to enforce their rights under this Stipulation.

5. This Stipulation 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 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.

6. The Bankruptcy Court shall retain jurisdiction relating to the interpretation and implementation of this Stipulation.

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WHEREFORE, the undersigned have executed this Stipulation on behalf of the parties

hereto.

/s/ Brendan Mockler

Brendan Mockler
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/s/ Kimberley E. C. Lawson

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COUNSEL TO THE OLDCO M
DISTRIBUTION TRUST

SO ORDERED:

Dated: _____, 2010
New York, New York

UNITED STATES BANKRUPTCY JUDGE