

**Objection Deadline: August 18, 2011 at 4:00 p.m. (ET)**  
**Hearing Date: August 25, 2011 at 10:00 a.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 HEARING ON OMNIBUS OBJECTION OF OLDSCO M  
DISTRIBUTION TRUST SEEKING TO DISALLOW CERTAIN DUPLICATE  
AND AMENDED AND SUPERSEDED CLAIMS (OMNIBUS OBJECTION NO. 26)**

**TO THE CLAIMANTS IDENTIFIED ON THE ATTACHED EXHIBITS AND SUBJECT  
TO THE ATTACHED OBJECTION:**

**PLEASE TAKE NOTICE OF THE FOLLOWING:**

1. The Oldco M Distribution Trust (the “Trust”), as successor to Oldco M Corporation (f/k/a Metaldyne Corporation), has filed an objection (the “Objection”) to the claim you filed against the bankruptcy estate of Oldco M Corporation or one or more of its 30 domestic direct and indirect subsidiaries, as debtors and debtors in possession (collectively, the “Debtors”). That Objection is appended to this Notice and is titled “Omnibus Objection of Oldco M Distribution Trust Seeking to Disallow Certain Duplicate and Amended and Superseded Claims (Omnibus Objection No. 26).”
2. Your claim may be disallowed and/or otherwise affected as a result of the Objection. Therefore, you should read this Notice and the attached Objection carefully. Moreover, you should locate your name and claim on the exhibits attached to the Objection.
3. On **August 25, 2011 at 10:00 a.m., prevailing Eastern Time**, a hearing (the “Hearing”) on the Objection will be held before the Honorable Martin Glenn, United States Bankruptcy Judge, in Courtroom 501 at the United States Bankruptcy Court for the Southern District of New York, Alexander Hamilton Custom House, One Bowling Green, New York, New York 10004-1408.
4. If you disagree with the Objection, you or your attorney **must**: (a) file a written response (a “Response”) to the Objection with the Clerk of the United States Bankruptcy Court for the Southern District of New York, Alexander Hamilton Custom House, One Bowling Green, New York, New York 10004-1408 **no later than August 18, 2011 at 4:00 p.m., prevailing Eastern Time**; and (b) serve copies of your response so as to be **actually received** no later than **August 18, 2011 at 4:00 p.m., prevailing Eastern Time**, by the following parties: (i) Oldco M Distribution Trust, c/o Executive Sounding Board Associates, Inc., 2 Penn Center, 1500 JFK Blvd., Suite 1730, Philadelphia, Pennsylvania 19102 (Attn: Robert D. Katz); (ii) Reed Smith LLP, 599 Lexington Ave., New York, New York 10022 (Attn: Mark D. Silverschotz, Esq.); (iii) Reed Smith LLP, 1201 Market Street, Suite 1500, Wilmington, Delaware 19801 (Attn: Kimberly E. C. Lawson, Esq.); and (iv) the parties on the Special Service List in these cases, established under the Administrative Order, Pursuant to Bankruptcy Rule 1015(c), Establishing Case Management and Scheduling Procedures in these cases (Docket No. 133) (as it may be amended, the “Case Management Order”).
5. Any Response should contain the following:
  - ◆ The approved case caption (including the hearing date in the upper right-hand corner) and the title of the Objection to which the Response is directed;
  - ◆ The name of the claimant and description of the bases for the amount and priority of the underlying claim;
  - ◆ A concise statement setting forth the reasons why the Court should not sustain the Objection, including, but not limited to, the specific factual and legal bases upon which the Claimant will rely in opposing the Objection;

- ◆ A copy of any documentation or other evidence of the claim upon which the claimant will rely in opposing the Objection at the Hearing, potentially including a declaration of a person with personal knowledge, to the extent that such documentation or evidence is not included with the claimant's proof of claim; and
  - ◆ The name(s), address(es), telephone number(s), facsimile number(s) and e-mail address(es) of the person(s) (who may be the claimant and/or the claimant's legal representative) to whom the Trust's attorneys should serve any reply to the Response.
6. To facilitate a resolution of the Objection, you are encouraged to provide in your Response the name(s), address(es), telephone number(s), facsimile number(s) and e-mail address(es) of the person(s) who possess the authority to reconcile, settle or otherwise resolve the Objection on your behalf.
  7. If you or your designated attorney or representative do not timely file and serve the Response in accordance with the above-referenced procedures, the Court may enter an order granting the relief requested in the Objection. If you or your designated representative or attorney do file a Response and the matter is not otherwise resolved or adjourned, it will be presented to the Court at the Hearing. Only those Responses made in accordance with the above-referenced requirements and timely filed and received by the Court and the Debtors' attorneys will be considered by the Court at the Hearing. **If you fail to respond in accordance with this Notice, the Court may grant the relief requested in the Objection without further notice or hearing.**
  8. Additional copies of the Objection and copies of the Case Management Order and the Special 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](http://www.bmcgroup.com/metaldyne).

Dated: July 26, 2011  
New York, New York

Respectfully submitted,

/s/ Mark D. Silverschotz

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Debtors. : (Jointly Administered)  
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**OMNIBUS OBJECTION OF OLDSCO M DISTRIBUTION TRUST  
SEEKING TO DISALLOW CERTAIN DUPLICATE AND AMENDED  
AND SUPERSEDED CLAIMS (OMNIBUS OBJECTION NO. 26)**

**CLAIMANTS RECEIVING THIS OBJECTION SHOULD  
LOCATE THEIR NAME AND CLAIM(S) ON THE ATTACHED EXHIBITS.**

TO THE HONORABLE MARTIN GLENN

UNITED STATES BANKRUPTCY JUDGE:

The Oldco M Distribution Trust (the “Trust”) respectfully represents as follows:

**Background**

1. 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).

2. Oldco M Corporation was a wholly-owned subsidiary of Metaldyne Holdings LLC (“Metaldyne Holdings”), which, in turn, was a wholly-owned subsidiary of Asahi Tec Corporation (“Asahi Tee”), a Japanese corporation. Oldco M Corporation was the direct or indirect parent of each of the other Debtors and each of the Debtors’ non-debtor subsidiaries (collectively, the “Oldco M Companies”). As of the Petition Date, the Oldco M Companies were leading global manufacturers of highly engineered metal components for the global light vehicle market and among the 50 largest auto parts suppliers in North America.

3. Shortly after the Petition Date, the Debtors filed motions (Docket Nos. 214 and 323) to sell a majority of their assets and to establish an auction process or processes and bid procedures to consummate these sales, and also began the process of marketing their other business units for sale. On August 5, 2009 and August 6, 2009, the Debtors held an auction, pursuant to which MD Investors Corporation (“MD Investors”) presented a bid for the assets, which included a cash component, a credit bid component and other consideration. 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.

4. 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.

#### **Background Regarding the Claims Process**

5. On July 7, 2009, the Debtors filed their respective schedules of assets and liabilities and statements of financial affairs (Docket Nos. 361-391) (collectively, the “Schedules”). By an Order entered on July 7, 2009 (Docket No. 394) (the “Bar Date Order”), the Court established August 14, 2009 as the general bar date applicable for most creditor for the filing of proofs of claim asserting prepetition liabilities against the Debtors (the “General Bar Date”). The Bar Date Order, among other things, also established bar dates for: (a) the filing of proofs of claim in response to any amendments to the Schedules; (b) claims for damages arising from the rejection of executory contracts and unexpired leases; and (c) a bar date for governmental units (collectively with the General Bar Date, the “Bar Dates”).

6. After the entry of the Bar Date Order, the Debtors provided notice of the Bar Dates to all known creditors and potential creditors in accordance with the requirements of the Bar Date Order. Over 3,600 proofs of claim have been filed in these cases to date.

Approximately 1,000 additional claims were deemed filed pursuant to section 1111(a) of the Bankruptcy Code due to their identification in the Schedules.

7. On October 9, 2010, the Debtors filed the Motion of the Debtors and Debtors in Possession for an Order, Pursuant to Section 105(a) of the Bankruptcy Code and Bankruptcy Rule 3007, Authorizing the Filing of Omnibus Objections (the “Rule 3007 Motion”) (Docket No. 850). On October 30, 2009, the Court entered an Order granting the Rule 3007 Motion (the “Rule 3007 Order”) (Docket No. 930). Pursuant to the Rule 3007 Order, the Court authorized the filing of omnibus objections seeking to reduce, reclassify and/or disallow claims on the additional grounds set forth in the Rule 3007 Motion that are not enumerated in Bankruptcy Rule 3007(d). These additional grounds include, without limitation,: (a) claims asserted in an amount that contradicts the Debtors’ books and records; and (b) claims incorrectly classified as administrative, secured or priority claim.

### **Jurisdiction**

8. This Court has subject matter jurisdiction to consider this matter pursuant to 28 U.S.C. § 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

### **Requested Relief**

9. Pursuant to sections 105 and 502 of the Bankruptcy Code and Rule 3007 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), the Trust hereby seeks the entry of an order disallowing certain duplicate and amended and superseded claims identified on the attached Exhibits 1 and 2<sup>1</sup> for the reasons set forth below. Specifically, the Trust seeks

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<sup>1</sup> Nothing in the Exhibits should be construed as an admission of the validity or priority of any claim included thereon.



the entry of an order: (a) disallowing and expunging claims on Exhibit 1 attached hereto (the “Amended/Superseded Claims”) because these claims were amended or superseded by subsequently filed claims and (b) disallowing and expunging claims on Exhibit 2 attached hereto (the “Duplicate Claims” and together with the Amended/Superseded Claims, the “Claims”) because these claims are duplicative of another claim. The Trust reserves any and all rights to file additional, or further objections to the claims that are the subject of the Objection. In support of this Objection, the Trust submits the Declaration of William MacDonald in Support of the Omnibus Objection of Oldco M Distribution Trust Seeking to Disallow Certain Duplicate and Amended and Superseded Claims (Omnibus Objection No. 26) (the “MacDonald Declaration”) attached hereto as Exhibit 3 and incorporated herein by reference.

#### **Request to Expunge and Disallow the Claims**

10. This Objection seeks to expunge and disallow the Claims on the following grounds: (a) objections that seek to disallow and expunge certain Claims as those Claims have been amended and/or superseded by subsequently filed claims by the Claimant and (b) objections that seek to disallow and expunge certain Claims as those Claims are duplicative of other claims of the Claimant.

11. Pursuant to Section 101 of the Bankruptcy Code, a creditor holds a claim against a bankruptcy estate only to the extent that it has a “right to payment” for the asserted liability. See 11 U.S.C. §§ 101(5), 101(10).

12. Section 502(a) of the Bankruptcy Code provides that “[a] claim or interest, proof of which is filed under section 501 of this title, is deemed allowed, unless a party in interest . . . objects.” The burden of proof on determining the validity of claims therefore rests on different parties depending on whether an objection has been filed. Initially, the claimant

must allege facts sufficient to support the claim. If the claim meets the standards of sufficiency in Bankruptcy Rule 3001(f), it is prima facie valid. To establish a prima facie valid claim, the claimant is required to attach documentation supporting the claim. Bankruptcy Rule 3001(c). “Failure to attach the documentation required by Rule 3001 will result in the loss of the *prima facie* validity of the claim.” See In re Kerman J. Minbatiwalla, 424 B.R. 104, 112 (Bankr. S.D.N.Y. 2010) (citing In re Lundberg, No. 02-34542 (LMW), 2008 WL 4829846, at \*2 (Bankr.D.Conn.2008)). The burden then shifts to the objector to produce evidence sufficient to negate the prima facie validity of the claim. See In re Minbatiwalla, 424 B.R. at 111. Once the prima facie claim is rebutted, “it is for the claimant to prove his claim, not for the objector to disprove it.” In re Kahn, 114 B.R. 40, 44 (Bankr. S.D.N.Y. 1990) (citations omitted).

**A. *The Amended/Superseded Claims***

13. The Trust seeks an order disallowing and expunging the Amended/Superseded Claims identified in Exhibit 1 on the grounds that they were either amended or superseded by another claim filed by the same creditor. The Court should therefore disallow and expunge the proofs of claim identified in Exhibit 1 because they seek recovery for the same debt sought by the Claimants pursuant to amended or superseded claims.

14. Accretive Solutions-Detroit, Inc. (“Accretive”), which has been retained in these cases to assist with, among other things, the claims administration process, reviewed the Amended/Superseded Claims listed on Exhibit 1 attached hereto and determined that each of the Amended/Superseded Claims has been either amended or superseded by a another claim filed by the claimant.

15. On December 27, 2010 for Claims asserting priority or secured status and April 29, 2011 for unsecured claims, Accretive sent letters to each of the claimants requesting

information and documentation regarding the Amended/Superseded Claims. As of July 26, 2011 Accretive received a few responses, which are set forth in the MacDonald Declaration. Other than those responses, no other responses were received.

16. Accordingly, the Trust has determined that the Amended/Superseded Claims should be disallowed and expunged as set forth in Exhibit 1.

***B. Duplicate Claims***

17. The Trust seeks an order disallowing and expunging the Duplicate Claims identified in Exhibit 2 on the grounds that they are duplicative of another claim filed by the same creditor. The Court should therefore disallow and expunge the proofs of claim identified in Exhibit 2 because they seek recovery twice for the same debt sought by the Claimants pursuant to duplicate claims.

18. Accretive reviewed the Duplicate Claims listed on Exhibit 2 attached hereto and determined that each of the Duplicate Claims is duplicative of another claim filed by the claimant.

19. On December 27, 2010 for Claims asserting priority or secured status and April 29, 2011 for unsecured claims, Accretive sent letters to each of the claimants requesting information and documentation regarding the Duplicate Claims. As of July 26, 2011, Accretive only received one response, which is described in the MacDonald Declaration.

20. Accordingly, the Trust has determined that the Duplicate Claims should be disallowed and expunged as set forth in Exhibit 2.

**Separate Contested Matters Pursuant to Fed.R.Bankr.P. 9014**

21. Each of the Claims and the objections by the Trust thereto as asserted in this Objection constitutes a separate contested matter as contemplated by Fed.R.Bankr.P. 9014.

Accordingly, the Trust requests that any order entered by the Court with respect to an objection asserted in this Objection shall be deemed a separate order with respect to each Claim.

**Reservation of Rights**

22. The Trust expressly reserve the right to amend, modify, or supplement this Objection and to file additional, or further objections to any proofs of claims filed in these cases, including, without limitation, objections as to the amounts asserted therein, or any other claims (filed or not) against the Debtors, regardless of whether such claims are subject to this Objection. Should one or more of the grounds of objection stated in this Objection be dismissed, the Trust reserve its rights to object on other stated grounds or on any other grounds that it discovers during the pendency of these cases. In addition, the Trust reserves the right to seek further reduction of any claim to the extent such claim has been paid. In addition, the Trust reserves the right to file counterclaims against the holders of any such claims.

**Notice**

23. Pursuant to the Administrative Order, Pursuant to Rule 1015(c) of the Federal Rules of Bankruptcy Procedure, Establishing Case Management and Scheduling Procedures (the “Case Management Order”) (Docket No. 133), entered on June 5, 2009, notice of this Objection has been given to the parties identified on the Special Service List, the General Service List (as such terms are defined in the Case Management Order) and the Claimants on the attached Exhibits 1 and 2. The Trust submits that no other or further notice need be provided under the circumstances.

**No Prior Request**

24. No prior request for the relief sought in this Objection has been made to this or any other court in connection with these chapter 11 cases.

WHEREFORE, the Trust respectfully requests that the Court (a) enter an order, substantially in the form attached hereto as Exhibit 4, disallowing and expunging the Claims; and (b) grant such other and further relief as the Court may deem proper.

Dated: July 26, 2011  
New York, New York

Respectfully submitted,

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