EXHIBIT 3

UNITED STATES BANKRUPTCY COURT	
SOUTHERN DISTRICT OF NEW YORK	
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In re

Oldco M Corporation (f/k/a Metaldyne Corporation), *et al.*, Chapter 11 Case No. 09-13412 (MG)

(Jointly Administered)

Debtors.

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DECLARATION OF WILLIAM MACDONALD IN SUPPORT OF OMNIBUS OBJECTION OF OLDCO M DISTRIBUTION TRUST SEEKING TO DISALLOW CERTAIN DUPLICATE AND AMENDED AND SUPERSEDED CLAIMS (OMNIBUS OBJECTION NO. 26)

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I, William MacDonald, hereby declare and state as follows:

1. I am older than twenty-one (21) years of age and suffer no legal disability. I am competent to make this declaration.

2. I am Senior Associate of Accretive Solutions-Detroit, Inc. ("Accretive"), which

has been retained in these cases to assist with, among other things, the claims administration process.

3. In my capacity as a Senior Associate of Accretive, I am familiar with the Claims¹ filed against the Debtors that are the subject of the Objection (as defined below).

4. I make this declaration in support of the Omnibus Objection of Oldco M Distribution Trust Seeking to Disallow Certain Duplicate and Amended and Superseded Claims (Omnibus Objection No. 26) (the "<u>Objection</u>"), pursuant to which the Trust objects to the Claims identified in Exhibits 1 and 2 attached thereto. Except as otherwise indicated, all statements in this Declaration are based on my personal knowledge, my review of the Claims, relevant

¹ Unless otherwise defined herein, capitalized terms used herein shall have the meanings ascribed to them in the Omnibus Objection of Oldco M Distribution Trust Seeking to Disallow Certain Duplicate and Amended and Superseded Claims (Omnibus Objection No. 26) unless defined otherwise herein.

documents, docket in this bankruptcy case and other information prepared, collected or obtained in my capacity as a Senior Associate with Accretive.

5. In connection with the claims reconciliation process, I have reviewed the Claims.

6. If I were called to testify as a witness in this matter, I could and would competently testify to each of the facts set forth herein.

7. The Trust seeks an order disallowing the Amended/Superseded Claims identified in Exhibit 1 on the grounds that they were either amended or superseded by another claim filed by the same creditor.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 Claims identified in Exhibit 1 should be disallowed because they seek recovery for the same debt sought by the Claimants pursuant to amended or superseded claims.

8. On December 27, 2010 (secured and priority claims) and April 29, 2011 (unsecured claims), 2011, I sent letters to each of the claimants requesting information and documentation regarding the Amended/Superseded Claims. As of July 26, 2011, I received a few responses, which are set forth below. Other than the responses below, I did not receive any responses on the Amended/Superseded Claims.

9. I received a response from ARC Metals Corporation ("<u>ARC</u>"), which is attached as <u>Exhibit A</u> hereto. Pursuant to the e-mail dated February 1, 2011 at 3:16 p.m. from Mark Vosacek in Exhibit A, ARC agrees that Claim No. 1779 amends and supersedes Claim No. 3611.

10. I also received a response from Canon Financial Services Inc. ("<u>Canon</u>"). On July 21, 2011, counsel for the Trust sent out an e-mail to Canon's counsel regarding the Objection. On July 25, 2011, counsel for the Trust received a response from Canon's counsel agreeing to disallowance and expungement of Claim No. 1357, which is attached as <u>Exhibit B</u> hereto.

I received a response from Central States SE & SW Areas ("<u>Central States</u>").
 On July 21, 2011, counsel for the Trust sent out an e-mail to Central States regarding the
 Objection. On July 22, 2011, the Trust's counsel received a response from Central States

- 2 -

agreeing to disallowance and expungement of Claim No. 1560 and requesting to enter into a stipulation to resolve its claims, which is attached as <u>Exhibit C</u> hereto.

I received a response from G W Smith & Sons Inc. ("<u>G W Smith</u>"). On July 22, 2011, counsel for the Trust sent out an e-mail to counsel for G W Smith regarding the Objection. On July 22, 2011, the Trust's counsel received a response from counsel for G W Smith agreeing to disallowance and expungement of Claim No. 605, which is attached at <u>Exhibit D</u> hereto.

13. In addition, 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 Claims identified in Exhibit 2 should be disallowed because they seek recovery for the same debt sought by the Claimants pursuant to a duplicate claim.

14. On December 27, 2010 (secured and priority claims) and April 29, 2011 (unsecured claims), 2011, I sent letters to each of the claimants requesting information and documentation regarding the Duplicate Claims. As of July 22, 2011, I received a few responses, which are set forth below. Other than the responses below, I did not receive any responses on the Duplicate Claims.

15. I received a response from Joseph C. Settimi ("<u>Mr. Settimi</u>"). On July 21, 2011, counsel for the Trust sent out an e-mail to Mr. Settimi regarding the Objection. On July 23, 2011, the Trust's counsel received a response from Mr. Settimi agreeing to disallowance and expungement of Claim No. 2104, which is attached at <u>Exhibit E</u> hereto.

16. Accordingly, the Trust has determined that the Amended/Superseded Claims and the Duplicate Claims should be disallowed and expunged as set forth in Exhibits 1 and 2.

- 3 -

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Executed this <u>26</u> day of July 2011.

William MacDonald ____

William MacDonald Senior Associate Accretive Solutions-Detroit, Inc.

EXHIBIT A

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Vosacek Mark

From: Sent: To: Subject: Attachments:

Vosacek Mark Tuesday, January 11, 2011 9:12 AM 'williammacdonald@metaldyne.com' Oldco M Distribution Trust letter - Response image001.gif; 20110111090347664.pdf



Mr. MacDonald,

I disagree with the decision of the Trust stating to have a valid objection to the claims of ARC Metals. I've attached the following evidence to support our Section 503(b)(9) claim.

- 1. Copy of Form B10 dated 7/30/2009
- 2. Copy of Metaldyne PO: delivery Bill of Lading; and Invoice; that relate to two shipments.
- 3. A current aged A/R register from our system.
- 4. Copy of your letter.

Please advise if additional documentation is required to support our claim. Feel free to call if you'd like to discuss any of the items.

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Sincerely,

Mark Vosacek ARC Metals Controller 814-776-4011 FORM B10/Metaldyne (Modified Official Form 10)

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UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRIC		PROOF OF CLAM
Name of Debtor. Metaldune Ridgway	PA Case Number:	
NOTES Other than claims index [1] U.S.C. S. 2000 HS, this for a source of the second start and the second start an	<u> </u>	<u>16) </u>
parchana to 13 U.S.C. 503(b) Name of Creditor (The person or other entity to whom the debtor ow	ay ment for an animing trailing day service may be	illet ·
nioney or property):	Check box if you are aware the anyone else has filed a proof	nat of
Name and address where notices should be sent: ARC METALS CORPORATION RIVER ROAD PO BOX 372 RIDGWAY, PA 15853	 claim relating to your claim. Attach copy of statement givi particulars. Check box if you have never received any notices from the bankruptcy court in this case. Check box if the address differ from the address on the envelopment 	ng
Telephone number: 8/4-776-2/16 × 801 Last four digits of account or other number by which creditor identified		THIS SPACE IS FOR COURT USE ONLY
debtor: 1. Basis for Claim		usly filed claim, dated: 7/30/09
Goods sold Geods sold Services performed Money loaned Personal injury/wrongful death DEC 04 200	Last form digits a former of a	ensation (fill out below) #:
D Taxes BMC GROU	from(date)	to
2. Date debt was incurred: 2/4/19 - 5/15/05	Name and Address of the Owner	(date)
 Classification of Claim. Check the appropriate box or boxes filed. See reverse side for important explanations. 		
Unsecured Nonpriority Claim \$ 4.2.83. 7.5	Secured Claim	· /
Check this box if: a) there is no collateral or lien securing your claim, or b) your claim exceeds the value of the property securing it, or c) none or only part of your claim is entitled to priority.	if Check this box if your claim is see	ecured by collateral (including a right of
Unsecured Priority Claim.	Brief Description of Collateral:	le 🗍 Other
Check this box if you have an unsecured claim. all or part of which is entitled to priority.	Value of Collateral: \$	
Amount entitled to priority $\frac{28, 454, 20}{5036}$ Specify the priority of the claim: $\frac{5036}{6}(9)$.	Amount of arrearage and other charg claim if any: \$	es at time case filed included in secured
Domestic support obligations under 11 U.S.C. § 507(a)(1)(A) or (aH1)(B)	Other - Specify applicable paragraph	h of 11 U.S.C. § 507(a) ().
Wages, salaries, or commissions (up to \$10,950),* carned within 180 days before filing of the bankruptcy petition or cessation of the debtor's business, whichever is earlier - 11 U.S.C. § 507(a)(4).	*Amounts are subject to adjustment on 4/) with respect to cases commenced on	110 and every 3 years thereafter or after the date of adjustment.
Contribution to an employee benefit plan - 11 U.S.C § 507(a)(5).	Section 503(b)(9) Claim \$	27.56400
 Up to \$2,425* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use - 11 U.S.C. § 507(a)(7). Taxes or penalties owed to governmental units -11 U.S.C. § 507(a)(8). 	'bd, Check this box if your claim is for the 20 days before the date of commencement the amount of such claim in the space for	a vilue of goods received by the debtor within al of the case (11 U.S.C. § 503(b)(9)). Include "Amount entitled to priority" above.
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 fall or part or your claim is secured OR entitled to priority treatment, also con Check this box if claim includes interest or other charges in addition to the charges. 	(secured) (pri mplete the relevant portions of Item 4 above, e principal amount of the claim. Attach item	ority) (Total)
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addressed envelope and copy of this proof of claim.		
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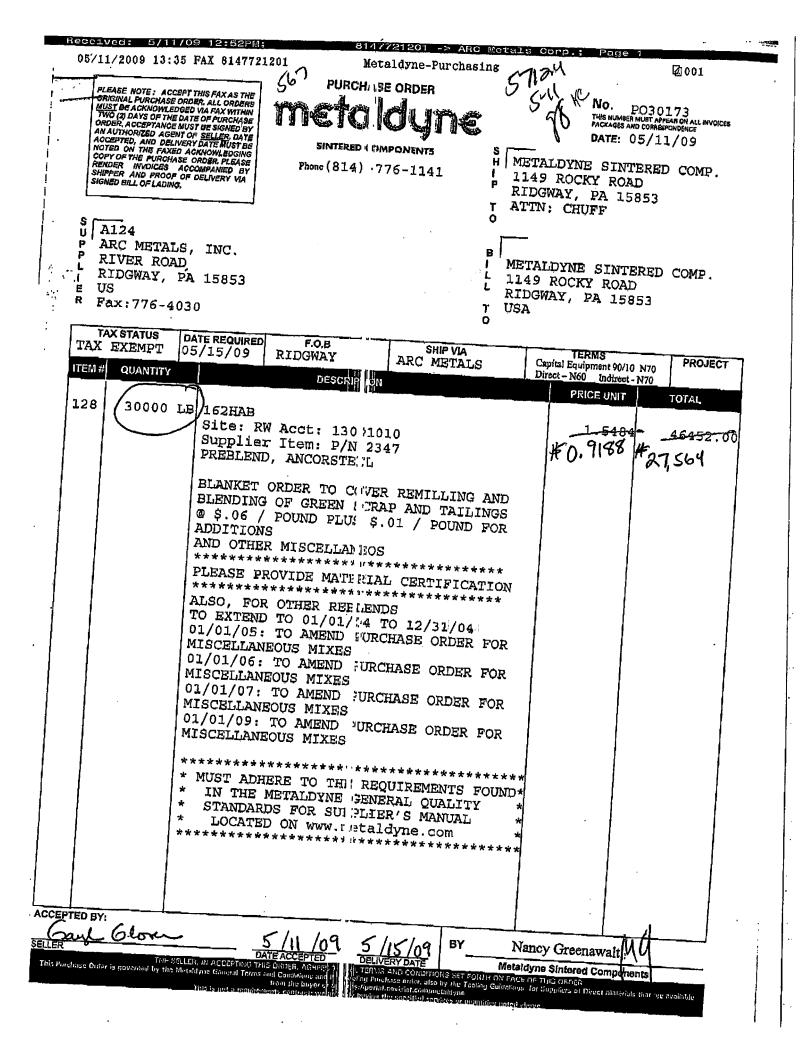
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ARC METALS CORP. AGED ACCOUNTS RECEIVABLE REGISTER REPORT CUSTOMER ALPHA RANGE: METALD TO METALE

ENDING DATE: 01/11/2011

CUSTOMER NUMBER AND NAME	TYPE	NUMBER	DATE	AGE	CURRENT	46-60	61-90	91-120	OVER 120	BALANCE

567 METALDYNE CORPORATION	INVOICE	71941	02/04/2009	706					114,75	
	INVOICE	72476	04/09/2009	642					9,169.00	
	INVOICE	72559	04/20/2009	631					890.20	
	INVOICE	72784	05/15/2009	606					27,564.00	
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Metaldyne Corporation

ARC METALS CORPORATION ATTN Accounts Recievable Manager PO BOX 372RIVER ROAD RIDGWAY, PA 15853

Dear Sir or Madam,

The Oldco M DistributionTrust (the "Trust") has reviewed one or more of your claims and believes that the Trust has a valid objection to your claims. Based upon a review of your claims and the books and records of the Debtors, the Trust believes that your claims should be disallowed, reduced, liquidated, expunged or reclassified. Please provide any and all documents or information in support of your claim, including, but not limited to, invoices, agreements, proof of shipment, and purchase orders.

If you have any questions or want to send your replies electronically, please email William MacDonald at williammacdonald@metaldyne.com. Please mail any written responsesto 47659 Halyard Drive, Plymouth, MI 48170 Attn: William MacDonald.

Thank you for your cooperation in this matter,

William MacDonald williammacdonald@metaldyne.com 734-354-4039

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Lloyd, Jennifer

From:	MacDonald, William
Sent:	Tuesday, April 26, 2011 2:27 PM
То:	Lloyd, Jennifer
Subject:	FW: Oldco M Distribution Trust letter - Response
Attachments:	20110111090347664.pdf

From: Vosacek Mark [mailto:Mark.Vosacek@arcmetals.com] **Sent:** Tuesday, January 11, 2011 9:12 AM **To:** MacDonald, William **Subject:** Oldco M Distribution Trust letter - Response

Mr. MacDonald,

I disagree with the decision of the Trust stating to have a valid objection to the claims of ARC Metals. I've attached the following evidence to support our Section 503(b)(9) claim.

- 1. Copy of Form B10 dated 7/30/2009
- 2. Copy of Metaldyne PO; delivery Bill of Lading; and Invoice; that relate to two shipments.
- 3. A current aged A/R register from our system.
- 4. Copy of your letter.

Please advise if additional documentation is required to support our claim. Feel free to call if you'd like to discuss any of the items.

Sincerely,

Mark Vosacek ARC Metals Controller 814-776-4011

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ARC ME RIVER R PO BOX RIDGWA Telephone number;	372 Y, PA 15853 <u>8/4-776-</u>	1653310000000 2-116 × 6 011	 claim relating to your claim. Attach copy of statement givin particulars. Check box if you have never received any notices from the bankruptcy court in this case. Check box if the address differ from the address on the envelop sent to you by the court. 	s
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Contribution to an er Up to \$2,425* of deg services for personal	nployce benefit plan – 11 U osits toward purchase, lease family, or household use – red to governmental units –	s, or rental of property or 11 U.S.C. § 507(a)(7).	Section 503(b)(9) Claim \$ Def. Check this box if your claim is for the 20 days before the date of commencement the amount of such claim in the space for	2.7.56422 is value of goods received by the debtor within i of the case (11 U.S.C. § 503(b)(9)). Include "Amount entitled to priority" above.
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FILE COPY	INVOICE NO. 072784 CUSTOMER NO. 567				PREPATN		27.564.00						27.564.00
	oration 53	Terms: 1.5% 15 Days, Net 30 Days \$100.00 Minimum Invoice	STNANO		Hd.	linte potre	0.9188						TOTAL
	REMIT TO: ARC Metals Corporation P.O. Box 372 Ridgway, Pa. 15853	Terms: 1.5 \$10	METALDYNE SINTERED COMPONENTS 1149 ROCKY ROAD RIDGWAY, PA 15853	TIS		BILL OF LADING	071757						
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1				SHIP VIA	DELIVER	COS	162HAB	ATTN:					
META	CORPORATION		METALDYNE CORPORATION RIDGWAY P.O. BOX 702370 PLYMOUTH, MI 48170	INVOICE DATE	05/15/2009	PRODUCT TYPE	A-1000	·			1		
arc	C O R IDE		METALDYNE CORPORATI RIDGWAY P.O. BOX 702370 PLYMOUTH, MI 48170	R NO	128	PROD CODE	E-N						
			MEJ RIF P.C	CUSTOMER ORDER NO	ITEM #128	UNIT	lbs.			 	 		
			BILL TO	COSTC	30173	QUANTITY	30,000						()

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PAGE: 1

ARC METALS CORP. AGED ACCOUNTS RECEIVABLE REGISTER REPORT CUSTOMER ALPHA RANGE: METALD TO METALE ENDING DATE: 01/11/2011

CUSTOMER NUMBER AND NAME	type	NUMBER	DATE	AGE	CURRENT	46-60	61-90	91-120	OVER 120	BALANCE
					*********	********			********	
567 METALDYNE CORPORATION	INVOICE	71941	02/04/2009	706					114.75	
	INVOICE	72476	04/09/2009	642					9,169.00	
	INVOICE	72559	04/20/2009	631					890.20	
	INVOICE	72784	05/15/2009	606					27,564.00	
		TOTAL	s	>	0.00	0.00	0.00	0.00	37,737.95	37,737.95
	GRAN	DS TOTAL	\$	>	0.00	0.00	0.00	0,00	37,737.95	37,737.95
	PERCI	ent		~~>	0.00	0.00	0.00	0.00	100.00	100.00

Metaldyne Corporation

ARC METALS CORPORATION ATTN Accounts Recievable Manager PO BOX 372RIVER ROAD RIDGWAY, PA 15853

Dear Sir or Madam,

The Oldco M DistributionTrust (the "Trust") has reviewed one or more of your claims and believes that the Trust has a valid objection to your claims. Based upon a review of your claims and the books and records of the Debtors, the Trust believes that your claims should be disallowed, reduced, liquidated, expunged or reclassified. Please provide any and all documents or information in support of your claim, including, but not limited to, invoices, agreements, proof of shipment, and purchase orders.

If you have any questions or want to send your replies electronically, please email William MacDonald at williammacdonald@metaldyne.com. Please mail any written responses to 47659 Halyard Drive, Plymouth, MI 48170 Attn: William MacDonald.

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Thank you for your cooperation in this matter,

William MacDonald williammacdonald@metaldyne.com 734-354-4039

Lloyd, Jennifer

From:MacDonald, WilliamSent:Tuesday, April 26, 2011 2:45 PMTo:Lloyd, JenniferSubject:FW: Oldco M Distribution Trust letter - Response

From: Vosacek Mark [mailto:Mark.Vosacek@hoeganaes.com] Sent: Tuesday, February 01, 2011 3:16 PM To: MacDonald, William Subject: RE: Oldco M Distribution Trust letter - Response

Mr. MacDonald,

Claim 01779 Filed Aug. 3, 2009 was <u>amended</u> by a filing stamped received Dec. 4, 2009 that reclassified the amount of \$27,564.00 under section 503(b)(9). The amended form is tagged as claim 03611. I understand that the \$890.20 will not be given priority status, but I do expect the \$27,564.00 to be a valid claim. These are not duplicate claims, the original was amended.

Please provide the status of claim 03611.

Thank you,

Mark Vosacek ARC Metals Controller 814-776-4011

From: MacDonald, William [mailto:WilliamMacDonald@metaldyne.com] Sent: Tuesday, February 01, 2011 2:15 PM To: Vosacek Mark Cc: Frank Cassanelli Subject: RE: Oldco M Distribution Trust letter - Response

Hi Mark,

The Trust is objecting to claim 1779 as a duplicate of claim 3611 and the Trust is objecting to the 890.20 invoice # 072559 as it should not be a priority amount. If you have any data in the support of the 890.20 please email me the information and the rationale that it should not be an unsecured amount.

Thanks,

Will

From: Vosacek Mark [mailto:Mark.Vosacek@arcmetals.com]

Sent: Tuesday, January 11, 2011 9:12 AM To: MacDonald, William Subject: Oldco M Distribution Trust letter - Response

Mr. MacDonald,

I disagree with the decision of the Trust stating to have a valid objection to the claims of ARC Metals. I've attached the following evidence to support our Section 503(b)(9) claim.

- 1. Copy of Form B10 dated 7/30/2009
- 2. Copy of Metaldyne PO; delivery Bill of Lading; and Invoice; that relate to two shipments.
- 3. A current aged A/R register from our system.
- 4. Copy of your letter.

Please advise if additional documentation is required to support our claim. Feel free to call if you'd like to discuss any of the items.

Sincerely,

Mark Vosacek ARC Metals Controller 814-776-4011

The information in or attached to this message contains Metaldyne proprietary data ("Data"), some of which may be subject to the International Traffic in Arms Regulations ("ITAR"), and is intended only for the use of the persons named above. Redistribution of any Data contained herein, whether or not ITAR related, is prohibited without prior written permission from Metaldyne. Failure to comply with the foregoing restrictions and any unauthorized redistribution of this Data is a violation of applicable laws, including the ITAR, and may be subject to criminal prosecution and civil penalties. No representation is made that this email or any attachments are free of viruses. Virus scanning is recommended and is the responsibility of the recipient. If this email is not intended for you, you may not copy or deliver this message or any of the attachments to anyone. You should destroy this message and kindly notify the sender by reply email. Thank you. Metaldyne.

EXHIBIT B

Lawson, Kimberly E.

From:
Sent:
To:
Cc:
Subject:

Margaret D. Nikolis [MNikolis@sobellaw.com] Monday, July 25, 2011 9:56 AM Lawson, Kimberly E. Howard N. Sobel RE: Metaldyne/Canon Financial Claim Nos. 1357 and 3696

Follow Up Flag: Flag Status: Follow up Red

Kimberly:

As set forth on Claim No. 3696, this Claim amends Court Claim No. 1357 filed on July 27, 2009. Accordingly, I do not disagree with your position.

Please let me know if you have any questions.

Thanks,

Margaret

From: Lawson, Kimberly E. [mailto:KLawson@ReedSmith.com]
Sent: Thursday, July 21, 2011 11:35 PM
To: Margaret D. Nikolis
Cc: MacDonald, William
Subject: Metaldyne/Canon Financial Claim Nos. 1357 and 3696

Your client filed two claims for the same debt in the Metaldyne bankruptcy case. The Trust believes that Claim No. 3696 amends and supersedes Claim No. 1357. Accordingly, we will be filing an objection to disallow and expunge Claim No. 1357. Please let me know if you disagree with this position.

If you have any questions or comments, please feel free to contact me. Thank you.

Kimberly E. C. Lawson, Esquire 302.778.7597 klawson@reedsmith.com Reed Smith LLP 1201 Market Street, Suite 1500 Wilmington, DE 19801 302.778.7500 Fax 302.778.7575

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EXHIBIT C

Lawson, Kimberly E.

From:	TONY NAPOLI [TNAPOLI@CentralStatesFunds.org]
Sent:	Friday, July 22, 2011 11:09 AM
To:	Lawson, Kimberly E.
Subject:	Re: Metaldyne/Central States Claim Nos. 1560 and 3645
Follow Up Flag:	Follow up

Red

Follow Up Flag: Flag Status:

I have spoken with attorney's previously on this issue. Our suggestion it that the parties execute a Stipulation. The Pension Fund will agree to withdraw Claim No. 1560 with Claim No. 3645 being approved.

Please let me if this is agreeable. If so, would you like to forward a proposed Stipulation for our review.

Tony Napoli 847-518-9800, ext 3702

>>> "Lawson, Kimberly E." <KLawson@ReedSmith.com> 7/21/2011 10:41 PM >>>

You filed two claims for the same debt in the Metaldyne bankruptcy case. The Trust believes that Claim No. 3645 amends and supersedes Claim No. 1560. Accordingly, we will be filing an objection to disallow and expunge Claim No. 1560. Please let me know if you disagree with this position.

If you have any questions or comments, please feel free to contact me. Thank you.

Kimberly E. C. Lawson, Esquire

302.778.7597 klawson@reedsmith.com

Reed Smith LLP

1201 Market Street, Suite 1500 Wilmington, DE 19801 302.778.7500 Fax 302.778.7575

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EXHIBIT D

Lawson, Kimberly E.

From:	Carter, Sarah [SCarter@pselaw.com]
Sent:	Friday, July 22, 2011 9:41 AM
To:	Lawson, Kimberly E.
Subject:	RE: Metaldyne Claim Nos. 605 and 3713

Follow Up Flag: Flag Status: Follow up Red

Hi Kimberly,

Claim 3713 does amend and supersede claim 605, but shouldn't it then be the one that survives instead of 605?

Sincerely,

Sarah

From: Lawson, Kimberly E. [mailto:KLawson@ReedSmith.com] Sent: Friday, July 22, 2011 12:22 AM To: Carter, Sarah Cc: MacDonald, William Subject: Metaldyne Claim Nos. 605 and 3713

Your client filed two claims for the same debt in the Metaldyne bankruptcy case. The Trust believes that Claim No. 3713 amends and supersedes Claim No. 605. Accordingly, we will be filing an objection to disallow and expunge Claim No. 3713. Please let me know if you disagree with this position.

If you have any questions or comments, please feel free to contact me. Thank you.

Kimberly E. C. Lawson, Esquire

302.778.7597 klawson@reedsmith.com **Reed Smith** || P

1201 Market Street, Suite 1500 Wilmington, DE 19801 302.778.7500 Fax 302.778.7575

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This email has been checked by mailMAX.

EXHIBIT E

Lawson, Kimberly E.

From: Sent:	Joe [jsettimi152822mi@comcast.net] Saturday, July 23, 2011 12:49 PM
То:	Lawson, Kimberly E.
Subject:	Re: Metaldyne Claim Nos. 2104 and 153

Follow up

Red

Follow Up Flag: Flag Status:

Thank you, you are correct. Please use my new e-mail at: <u>JSETTSR@GMAIL.COM</u>

Regards, Joe Settimi

> ----- Original Message -----From: Lawson, Kimberly E. To: jsettimi152822mi@comcast.net Sent: Thursday, July 21, 2011 10:51 PM Subject: Metaldyne Claim Nos. 2104 and 153

Mr. Settimi:

You filed two claims for the same amount in the Metaldyne bankruptcy case. As both claims are for the same amount the Trust believes that one is duplicative of the other. Accordingly, we will be filing an objection to disallow one of the claims, but will leave one of the claims in place. Please let me know if you disagree that the claims are duplicative.

If you have any questions or comments, please feel free to contact me. Thank you.

Kimberly E. C. Lawson, Esquire

302.778.7597 klawson@reedsmith.com

Reed Smith LLP

1201 Market Street, Suite 1500 Wilmington, DE 19801 302.778.7500 Fax 302.778.7575

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