

EXHIBIT 3

**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

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AND SUPERSEDED CLAIMS (OMNIBUS OBJECTION NO. 26)**

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in support of the Omnibus Objection of Oldco M Distribution Trust Seeking to Disallow Certain Duplicate and Amended and Superseded Claims (Omnibus Objection No. 26) (the “Objection”), pursuant to which the Trust objects to the Claims identified in Exhibits 1 and 2 attached thereto.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to them in the Omnibus Objection of Oldco M Distribution Trust Seeking to Disallow Certain Duplicate and Amended and Superseded Claims (Omnibus Objection No. 26) unless defined otherwise herein.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 The Trust seeks an order disallowing the Amended/Superseded Claims identified in Exhibit 1 on the grounds that they were either amended or superseded by another claim filed by the same creditor.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1 should be disallowed because they seek recovery for the same debt sought by the Claimants pursuant to amended or superseded claims.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 ("ARC"), which is attached as Exhibit A 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. ("Canon"). 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 Exhibit B hereto.

11. I received a response from Central States SE & SW Areas ("Central States"). 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

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

12. I received a response from G W Smith & Sons Inc. ("G W Smith"). 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 Exhibit D 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 ("Mr. Settimi"). 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 Exhibit E 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.

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

Executed this 26 day of July 2011.



William MacDonald
Senior Associate
Accretive Solutions-Detroit, Inc.

EXHIBIT A

Vosacek Mark

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

COPY

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

FORM B10/Metaldyne (Modified Official Form 10)


UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF NEW YORK

PROOF OF CLAIM

Name of Debtor: Metaldyne Ridaway PA Case Number: 09-13412 (MG)

Name of Creditor (The person or other entity to whom the debtor owes money or property):

- Check box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars.
- Check box if you have never received any notices from the bankruptcy court in this case.
- Check box if the address differs from the address on the envelope sent to you by the court.

Name and address where notices should be sent:
 16533100000000
 ARC METALS CORPORATION
 RIVER ROAD
 PO BOX 372
 RIDGWAY, PA 15853

Telephone number: 814-776-2116 x6011

THIS SPACE IS FOR COURT USE ONLY

Last four digits of account or other number by which creditor identifies debtor:

Check here replaces if this claim amends a previously filed claim, dated: 7/30/09

1. Basis for Claim

- Goods sold
- Services performed
- Money loaned
- Personal injury/wrongful death
- Taxes
- Other

RECEIVER

DEC 04 2009

BMC GROU

- Retiree benefits as defined in 11 U.S.C. § 1114(a)
- Wages, salaries, and compensation (fill out below)
 Last four digits of your SS #: _____
 Unpaid compensation for services performed

from _____ (date) to _____ (date)

2. Date debt was incurred: 2/4/09 - 5/15/09

3. If court judgment, date obtained:

4. Classification of Claim. Check the appropriate box or boxes that best describe your claim and state the amount of the claim at the time case filed. See reverse side for important explanations.

Unsecured Nonpriority Claim \$ 9,283.75

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 if c) none or only part of your claim is entitled to priority.

Unsecured Priority Claim.

Check this box if you have an unsecured claim, all or part of which is entitled to priority.

Amount entitled to priority \$ 28,454.20
 Specify the priority of the claim: 503(b)(9) & critical

- Domestic support obligations under 11 U.S.C. § 507(a)(1)(A) or (A)(1)(B)
- Wages, salaries, or commissions (up to \$10,950),* earned 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).
- Contribution to an employee benefit plan - 11 U.S.C. § 507(a)(5).
- 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).

Secured Claim

Check this box if your claim is secured by collateral (including a right of setoff).

Brief Description of Collateral:

Real Estate Motor Vehicle Other _____

Value of Collateral: \$ _____

Amount of arrearage and other charges at time case filed included in secured claim if any: \$ _____

Other - Specify applicable paragraph of 11 U.S.C. § 507(a) (____).

*Amounts are subject to adjustment on 4/1/10 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment.

Section 503(b)(9) Claim \$ 27,564.00

Check this box if your claim is for the value of goods received by the debtor within 20 days before the date of commencement of the case (11 U.S.C. § 503(b)(9)). Include the amount of such claim in the space for "Amount entitled to priority" above.

5. Total Amount of Claim at Time Case Filed: \$ 9,283.75 (unsecured) + _____ (secured) + 28,454.20 (priority) = 37,737.95 (Total)

If all or part of your claim is secured OR entitled to priority treatment, also complete the relevant portions of Item 4 above.
 Check this box if claim includes interest or other charges in addition to the principal amount of the claim. Attach itemized statement of all interest or additional charges.

6. Credits: The amount of all payments on this claim has been credited and deducted for the purpose of making this proof of claim.

7. Supporting Documents: Attach copies of supporting documents, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, court judgments, mortgages, security agreements, and evidence of perfection of lien. DO NOT SEND ORIGINAL DOCUMENTS. If the documents are not available, explain. If the documents are voluminous, attach a summary.

8. Date-Stamped Copy: To receive an acknowledgment of the filing of your claim, enclose a stamped, self-addressed envelope and copy of this proof of claim.

THIS SPACE IS FOR COURT USE ONLY

Metaldyne



03811

Date: 7/30/09 Sign and print the name and title, if any, of the creditor or other person authorized to file this claim (attach copy of power of attorney, if any):
Metaldyne Controller

04/07/2009 23:38 FAX 8147785814

Metaldyne-Purchasing

001

PURCHASE ORDER

567

56863
4-9
K

No. PO30173

THIS NUMBER MUST APPEAR ON ALL INVOICES
PACKAGES AND CORRESPONDENCE

DATE: 04/08/09

PLEASE NOTE: ACCEPT THIS FAX AS THE ORIGINAL PURCHASE ORDER. ALL ORDERS MUST BE ACKNOWLEDGED VIA FAX WITHIN TWO (2) DAYS OF THE DATE OF PURCHASE ORDER. ACCEPTANCE MUST BE SIGNED BY AN AUTHORIZED AGENT OF SELLER. DATE ACCEPTED, AND DELIVERY DATE MUST BE NOTED ON THE FAXED ACKNOWLEDGING COPY OF THE PURCHASE ORDER. PLEASE RENDER INVOICES ACCOMPANIED BY SHIPPER AND PROOF OF DELIVERY VIA SIGNED BILL OF LADING.

metaldyne

SINTERED COMPONENTS

Phone (814) 776-1141

SHIP TO METALDYNE SINTERED COMP.
1149 ROCKY ROAD
RIDGWAY, PA 15853
ATTN: CHUFF

SUPPLIER A124
ARC METALS, INC.
RIVER ROAD
RIDGWAY, PA 15853
US
Fax: 776-4030

BILL TO METALDYNE SINTERED COMP.
1149 ROCKY ROAD
RIDGWAY, PA 15853
USA

| TAX STATUS | DATE REQUIRED | F.O.B | SHIP VIA | TERMS | PROJECT |
|------------|---------------|---|--------------------------------|--|---------|
| TAX EXEMPT | 04/16/09 | RIDGWAY | ARC METALS | Capital Equipment 90/10 N70 Direct-N60 Indirect-N70 | |
| ITEM # | QUANTITY | DESCRIPTION | PRICE UNIT | TOTAL | |
| 126 | 10000 LB | 162HAB A-1000 Site: RW Acct: 12001010 PREBLEND, ANCORSTREL BLANKET ORDER TO COVER REMILLING AND BLENDING OF GREEN SCRAP AND TAILINGS @ \$.06 / POUND PLUS \$.01 / POUND FOR ADDITIONS AND OTHER MISCELLANEOUS ***** PLEASE PROVIDE MATERIAL CERTIFICATION ***** ALSO, FOR OTHER PREBLEND TO EXTEND TO 01/01/04 TO 12/31/06 01/01/05: TO AMEND PURCHASE ORDER FOR MISCELLANEOUS MATERIALS 01/01/06: TO AMEND PURCHASE ORDER FOR MISCELLANEOUS MATERIALS 01/01/07: TO AMEND PURCHASE ORDER FOR MISCELLANEOUS MATERIALS 01/01/09: TO AMEND PURCHASE ORDER FOR MISCELLANEOUS MATERIALS ***** * MUST ADHERE TO THE REQUIREMENTS FOUND * * IN THE METALDYNE GENERAL QUALITY * * STANDARDS FOR SUPPLIER'S MANUAL * * LOCATED ON www.metaldyne.com * ***** \$ 0.8786 BASE PRICE + \$ 0.0383 APRIL SK \$ 0.9169 TOTAL | 0.8573 \$ 0.9169 | 8573.00 | |

ACCEPTED BY: Gary Glover 4/9/09 4/9/09 BY Nancy Greenawalt
SELLER DATE ACCEPTED DELIVERY DATE
Metaldyne Sintered Components

THE SELLER, IN ACCEPTING THIS ORDER, AGREES TO ALL TERMS AND CONDITIONS SET FORTH ON FACE OF THIS ORDER and in a Tooling Purchase order, also by the Tooling Guidelines for Suppliers of Direct Materials that are available from Metaldyne or at <http://portal.covisint.com/metaldyne> and only having the specified services or quantities noted above.

STRAIGHT BILL OF LADING - ORIGINAL - NOT NEGOTIABLE

EMERD subject to the classifications and lawfully filed tariffs in effect on the date of this Original Bill of Lading, hereinafter referred to as "this Bill of Lading", in respect of good order, except as noted (contents and conditions of contents of packages to be packed in this Bill of Lading, and in respect of any person or corporation in possession of the property under the contract of carriage to be performed hereunder shall be subject to the terms and conditions of the Uniform Domestic Straight Bill of Lading set forth in the applicable classification or tariff in effect on the date hereof, and the said terms and conditions are hereby agreed to by the shipper and accepted for himself and his assigns.

FROM
ARC METALS CORP.
 River Road, P.O. Box 372, Ridgway, Pa 15853.

SHIP DATE **04/09/2009**
 SHIPPER NO **071467**
 CARRIER NO

CARRIER **DELIVER** SHIP LOCATION **RIDGWAY**

SHIP TO **METALDYNE SINTERED COMPONENTS** BILL TO **METALDYNE CORPORATION**
1149 ROCKY ROAD **RIDGWAY**
RIDGWAY, PA 15853 **P.O. BOX 702370**
PLYMOUTH, MI 48170

| UNITS | UNIT TYPE | DESCRIPTION | LOT NUMBER | QUANTITY | CUSTOMER ORDER NO. |
|--------------------------------|-----------|---|------------|----------|--------------------|
| 2 | BULK | A-1000 162HAB (FN-0208) ATTN: C. HUFF | 68855 | 10,000 | 30173 ITEM #126 |
| FINAL INSPECTION WAIVED | | | | | |
| <i>Jim</i> | | | | | |
| <i>Mess</i> | | | | | |
| <i>4-9-09</i> | | | | | |
| GROSS 10,000 | | | | | |
| TARE 0 | | | | | |
| NET 10,000 | | | | | |

This is to certify that the above named materials are properly classified, described, packaged, marked and labeled, and are in proper condition for transportation, according to the applicable regulations of the Department of Transportation.

If the shipment moves between two ports by a carrier by water, the law requires that the bill of lading shall state whether it is carrier's or shipper's weight.

Shipper's imprints in lieu of stamp, not a part of Bill of Lading approved by the Department of Transportation.

Note - Where the rate is dependent on value, shippers are required to state specifically in writing the agreed or declared value of the property.

The agreed or declared value of the property is hereby specifically stated by the shipper to be not exceeding

Subject to section 7 of conditions of applicable bill of lading, if this shipment is to be delivered to the consignee without recourse on the consignee, the consignee shall sign the following statement: "I, the undersigned, shall not make delivery of this shipment until payment of freight and all other lawful charges."

Per **ARC METALS CORP.**
 (Signature of Consignor)

If charges are to be prepaid, write or stamp here: "To Be Prepaid"

To Be Prepaid

*** Copy 3 ***

ARC METALS CORP.

SHIPPER

Donna Smith

PER

AGENT

PER

05/11/2009 13:35 FAX 8147721201

Metaldyne-Purchasing

001

PLEASE NOTE: ACCEPT THIS FAX AS THE ORIGINAL PURCHASE ORDER. ALL ORDERS MUST BE ACKNOWLEDGED VIA FAX WITHIN TWO (2) DAYS OF THE DATE OF PURCHASE ORDER. ACCEPTANCE MUST BE SIGNED BY AN AUTHORIZED AGENT OF SELLER. DATE ACCEPTED, AND DELIVERY DATE MUST BE NOTED ON THIS FAXED ACKNOWLEDGING COPY OF THE PURCHASE ORDER. PLEASE RENDER INVOICES ACCOMPANIED BY SHIPPER AND PROOF OF DELIVERY VIA SIGNED BILL OF LADING.

667 PURCHASE ORDER metaldyne

SINTERED COMPONENTS Phone (814) 776-1141

5724 5/11/09 78 KC

No. P030173 THIS NUMBER MUST APPEAR ON ALL INVOICES PACKAGES AND CORRESPONDENCE DATE: 05/11/09

S H I P T O

METALDYNE SINTERED COMP. 1149 ROCKY ROAD RIDGWAY, PA 15853 ATTN: CHUFF

S U P P L I E R

A124 ARC METALS, INC. RIVER ROAD RIDGWAY, PA 15853 US Fax: 776-4030

B I L L T O

METALDYNE SINTERED COMP. 1149 ROCKY ROAD RIDGWAY, PA 15853 USA

| TAX STATUS | DATE REQUIRED | F.O.B | SHIP VIA | TERMS | PROJECT |
|------------|---------------|---|-------------------|--|---------|
| TAX EXEMPT | 05/15/09 | RIDGWAY | ARC METALS | Capital Equipment 90/10 N70 Direct - N60 Indirect - N70 | |
| ITEM # | QUANTITY | DESCRIPTION | PRICE UNIT | TOTAL | |
| 128 | 30000 LB | 162HAB Site: RW Acct: 13091010 Supplier Item: P/N 2347 PREBLEND, ANCORSTEEL BLANKET ORDER TO COVER REMILLING AND BLENDING OF GREEN SCRAP AND TAILINGS @ \$.06 / POUND PLUS \$.01 / POUND FOR ADDITIONS AND OTHER MISCELLANEOUS ***** PLEASE PROVIDE MATERIAL CERTIFICATION ***** ALSO, FOR OTHER REBLEND TO EXTEND TO 01/01/04 TO 12/31/04 01/01/05: TO AMEND PURCHASE ORDER FOR MISCELLANEOUS MIXES 01/01/06: TO AMEND PURCHASE ORDER FOR MISCELLANEOUS MIXES 01/01/07: TO AMEND PURCHASE ORDER FOR MISCELLANEOUS MIXES 01/01/09: TO AMEND PURCHASE ORDER FOR MISCELLANEOUS MIXES ***** * MUST ADHERE TO THE REQUIREMENTS FOUND * * IN THE METALDYNE GENERAL QUALITY * * STANDARDS FOR SUPPLIER'S MANUAL * * LOCATED ON www.metaldyne.com * ***** | 1.5484 #0.9188 | 46452.00 #27,564 | |

ACCEPTED BY: Gary Glover

5/11/09 DATE ACCEPTED 5/15/09 DELIVERY DATE

BY Nancy Greenawalt

THE SELLER, IN ACCEPTING THIS ORDER, AGREES TO... THIS PURCHASE ORDER IS GOVERNED BY THE METALDYNE GENERAL TERMS AND CONDITIONS... METALDYNE SINTERED COMPONENTS

DATE: 01/11/2011

ARC METALS CORP.

PAGE: 1

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 | |
| TOTALS-----> | | | | | 0.00 | 0.00 | 0.00 | 0.00 | 37,737.95 | 37,737.95 |
| GRANDS TOTALS-----> | | | | | 0.00 | 0.00 | 0.00 | 0.00 | 37,737.95 | 37,737.95 |
| PERCENT-----> | | | | | 0.00 | 0.00 | 0.00 | 0.00 | 100.00 | 100.00 |

Metaldyne Corporation

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


Dear Sir or Madam,

The Oldco M Distribution Trust (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.

Thank you for your cooperation in this matter,

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



Lloyd, Jennifer

From: MacDonald, William
Sent: Tuesday, April 26, 2011 2:27 PM
To: 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

4/28/2011


FORM B10/Metaldyne (Modified Official Form 10)

UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF NEW YORK

PROOF OF CLAIM

Name of Debtor: Metaldyne Ridgway PA Case Number: 09-13412 (MG)

Name of Creditor (The person or other entity to whom the debtor owes money or property):

Name and address where notices should be sent:
 1653310000000
 ARC METALS CORPORATION
 RIVER ROAD
 PO BOX 372
 RIDGWAY, PA 15853

Telephone number: 814-776-2116 x6011

- Check box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars.
- Check box if you have never received any notices from the bankruptcy court in this case.
- Check box if the address differs from the address on the envelope sent to you by the court.

THIS SPACE IS FOR COURT USE ONLY

Last four digits of account or other number by which creditor identifies debtor:

Check here replaces if this claim amends a previously filed claim, dated: 7/30/09

1. Basis for Claim

- Goods sold
- Services performed
- Money loaned
- Personal injury/wrongful death
- Taxes
- Other _____

RECEIVED
 DEC 04 2009
 BMC GROUP

- Retiree benefits as defined in 11 U.S.C. § 1114(a)
- Wages, salaries, and compensation (fill out below)
 Last four digits of your SS #: _____
 Unpaid compensation for services performed from _____ (date) to _____ (date)

2. Date debt was incurred: 2/4/09 - 5/15/09

3. If court judgment, date obtained:

4. Classification of Claim. Check the appropriate box or boxes that best describe your claim and state the amount of the claim at the time case filed. See reverse side for important explanations.

Unsecured Nonpriority Claim \$ 9,283.75
 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 if c) none or only part of your claim is entitled to priority.

Secured Claim

Check this box if your claim is secured by collateral (including a right of setoff).

Brief Description of Collateral:

Real Estate Motor Vehicle Other _____

Value of Collateral: \$ _____

Amount of arrearage and other charges at time case filed included in secured claim if any: \$ _____

Other - Specify applicable paragraph of 11 U.S.C. § 507(a) (____).

*Amounts are subject to adjustment on 4/1/10 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment.

Unsecured Priority Claim.

Check this box if you have an unsecured claim, all or part of which is entitled to priority.

Amount entitled to priority \$ 28,454.20

Specify the priority of the claim: 503(b)(9) & critical

- Domestic support obligations under 11 U.S.C. § 507(a)(1)(A) or (A)(1)(B)
- Wages, salaries, or commissions (up to \$10,950),* earned 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).
- Contribution to an employee benefit plan - 11 U.S.C. § 507(a)(5).
- 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).

Section 503(b)(9) Claim \$ 27,564.00

Check this box if your claim is for the value of goods received by the debtor within 20 days before the date of commencement of the case (11 U.S.C. § 503(b)(9)). Include the amount of such claim in the space for "Amount entitled to priority" above.

5. Total Amount of Claim at Time Case Filed: \$ 9,283.75 (unsecured) + _____ (secured) + 28,454.20 (priority) = 37,737.95 (Total)

If all or part of your claim is secured OR entitled to priority treatment, also complete the relevant portions of Item 4 above.

Check this box if claim includes interest or other charges in addition to the principal amount of the claim. Attach itemized statement of all interest or additional charges.

6. Credits: The amount of all payments on this claim has been credited and deducted for the purpose of making this proof of claim.

THIS SPACE IS FOR COURT USE ONLY

7. Supporting Documents: Attach copies of supporting documents, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, court judgments, mortgages, security agreements, and evidence of perfection of lien. DO NOT SEND ORIGINAL DOCUMENTS. If the documents are not available, explain. If the documents are voluminous, attach a summary.

8. Date-Stamped Copy: To receive an acknowledgment of the filing of your claim, enclose a stamped, self-addressed envelope and copy of this proof of claim.



Date: 7/30/09 Sign and print the name and title, if any, of the creditor or other person authorized to file this claim (attach copy of power of attorney, if any): Contractor

04/07/2009 23:38 FAX 8147765814

Metaldyne-Purchasing

56883
4-9
ff

001

PURCHASE ORDER

metaldyne

No. PO30173
THIS NUMBER MUST APPEAR ON ALL INVOICES
PACKAGES AND CORRESPONDENCE
DATE: 04/08/09

PLEASE NOTE: ACCEPT THIS FAX AS THE ORIGINAL PURCHASE ORDER. ALL ORDERS MUST BE ACKNOWLEDGED VIA FAX WITHIN TWO (2) DAYS OF THE DATE OF PURCHASE ORDER. ACCEPTANCE MUST BE SIGNED BY AN AUTHORIZED AGENT OF SELLER, DATE ACCEPTED, AND DELIVERY DATE MUST BE NOTED ON THE FAXED ACKNOWLEDGING COPY OF THE PURCHASE ORDER. PLEASE RENDER INVOICES ACCOMPANIED BY SHIPPER AND PROOF OF DELIVERY VIA SIGNED BILL OF LADING.

SINTERED COMPONENTS

Phone (814) 776-1141

SHIP METALDYNE SINTERED COMP.
1149 ROCKY ROAD
RIDGWAY, PA 15853
ATTN: CHUFF

SUPPLIER
A124
ARC METALS, INC.
RIVER ROAD
RIDGWAY, PA 15853
US
Fax: 776-4030

BILL TO
METALDYNE SINTERED COMP.
1149 ROCKY ROAD
RIDGWAY, PA 15853
USA

| TAX STATUS | DATE REQUIRED | F.O.B | SHIP VIA | TERMS | PROJECT |
|------------|---------------|--|-------------------------------|--|---------|
| TAX EXEMPT | 04/15/09 | RIDGWAY | ARC METALS | Capital Equipment 90/10 N70 Direct-N60 Indirect-N70 | |
| ITEM # | QUANTITY | DESCRIPTION | PRICE UNIT | TOTAL | |
| 126 | 10000 LB | 162HAB A-1000 Site: RW Acct: 13 01010 PREBLEND, ANCORST MEL BLANKET ORDER TO COVER REMILLING AND BLENDING OF GREEN SCRAP AND TAILINGS @ \$.06 / POUND PLUS \$.01 / POUND FOR ADDITIONS AND OTHER MISCELLANEOUS ***** PLEASE PROVIDE MATERIAL CERTIFICATION ***** ALSO, FOR OTHER PREBLEND TO EXTEND TO 01/01/04 TO 12/31/06 01/01/05: TO AMEND PURCHASE ORDER FOR MISCELLANEOUS MIXES 01/01/06: TO AMEND PURCHASE ORDER FOR MISCELLANEOUS MIXES 01/01/07: TO AMEND PURCHASE ORDER FOR MISCELLANEOUS MIXES 01/01/09: TO AMEND PURCHASE ORDER FOR MISCELLANEOUS MIXES ***** * MUST ADHERE TO THE REQUIREMENTS FOUND* * IN THE METALDYNE GENERAL QUALITY * * STANDARDS FOR SUPPLIER'S MANUAL * * LOCATED ON www.metaldyne.com * ***** # 0.8786 BASE PRICE + # 0.0383 APRIL SK # 0.9169 TOTAL | 0.8573 # 0.9169 | 8573.00 | |

ACCEPTED BY: Gary Glover 4/9/09 -ON WAIVER- BY Nancy Greenawalt
DATE ACCEPTED DELIVERY DATE
Metaldyne Sintered Components

THE SELLER, IN ACCEPTING THIS ORDER, AGREES TO ALL TERMS AND CONDITIONS SET FORTH ON FACE OF THIS ORDER and if a Toasting Purchase order, also by the Toasting Guidelines for Suppliers of Direct Materials that are available on or at <http://www.metaldyne.com> and at <http://www.metaldyne.com> and only having the required review of quantities and quality.

05/11/2009 13:35 FAX 8147721201

Metaldyne-Purchasing

001

PLEASE NOTE: ACCEPT THIS FAX AS THE ORIGINAL PURCHASE ORDER. ALL ORDERS MUST BE ACKNOWLEDGED VIA FAX WITHIN TWO (2) DAYS OF THE DATE OF PURCHASE ORDER. ACCEPTANCE MUST BE SIGNED BY AN AUTHORIZED AGENT OF SELLER. DATE ACCEPTED, AND DELIVERY DATE MUST BE NOTED ON THE FAXED ACKNOWLEDGING COPY OF THE PURCHASE ORDER. PLEASE RENDER INVOICES ACCOMPANIED BY SHIPPER AND PROOF OF DELIVERY VIA SIGNED BILL OF LADING.

567
PURCHASE ORDER
metaldyne

SINTERED COMPONENTS

Phone (814) 776-1141

5724
5/11/09
98 KC

No. PO30173
THIS NUMBER MUST APPEAR ON ALL INVOICES PACKAGES AND CORRESPONDENCE
DATE: 05/11/09

SHIP TO
METALDYNE SINTERED COMP.
1149 ROCKY ROAD
RIDGWAY, PA 15853
ATTN: CHUFF

SUPPLIER
A124
ARC METALS, INC.
RIVER ROAD
RIDGWAY, PA 15853
US
Fax: 776-4030

BILL TO
METALDYNE SINTERED COMP.
1149 ROCKY ROAD
RIDGWAY, PA 15853
USA

| TAX STATUS | DATE REQUIRED | F.O.B | SHIP VIA | TERMS | PROJECT |
|------------|---------------|--|-------------------|--|---------|
| TAX EXEMPT | 05/15/09 | RIDGWAY | ARC METALS | Capital Equipment 90/10-N70 Direct-N60 Indirect-N70 | |
| ITEM # | QUANTITY | DESCRIPTION | PRICE UNIT | TOTAL | |
| 128 | 30000 LB | 162HAB Site: RW Acct: 1301010 Supplier Item: P/N 2347 PREBLEND, ANCORSTEEL BLANKET ORDER TO COVER REMILLING AND BLENDING OF GREEN SCRAP AND TAILINGS @ \$.06 / POUND PLUS \$.01 / POUND FOR ADDITIONS AND OTHER MISCELLANEOUS ***** PLEASE PROVIDE MATERIAL CERTIFICATION ***** ALSO, FOR OTHER REBLENDERS TO EXTEND TO 01/01/04 TO 12/31/04 01/01/05: TO AMEND PURCHASE ORDER FOR MISCELLANEOUS MIXES 01/01/06: TO AMEND PURCHASE ORDER FOR MISCELLANEOUS MIXES 01/01/07: TO AMEND PURCHASE ORDER FOR MISCELLANEOUS MIXES 01/01/09: TO AMEND PURCHASE ORDER FOR MISCELLANEOUS MIXES ***** * MUST ADHERE TO THE REQUIREMENTS FOUND * * IN THE METALDYNE GENERAL QUALITY * * STANDARDS FOR SUPPLIER'S MANUAL * * LOCATED ON www.metaldyne.com * ***** | 1.5484 #0.9188 | 46452.00 #27,564 | |

ACCEPTED BY:
Gary Glover

5/11/09 5/15/09
DATE ACCEPTED DELIVERY DATE

BY Nancy Greenawalt

Metaldyne Sintered Components
TERMS AND CONDITIONS SET FORTH ON FACE OF THIS ORDER
This Purchase Order is governed by the Metaldyne General Terms and Conditions and from the buyer or
Substantial rights.com/metaldyne
during the specified period of validity noted above.

DATE: 01/11/2011

ARC METALS CORP.

PAGE: 1

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 | |
| | TOTALS-----> | | | | 0.00 | 0.00 | 0.00 | 0.00 | 37,737.95 | 37,737.95 |
| | GRANDS TOTALS-----> | | | | 0.00 | 0.00 | 0.00 | 0.00 | 37,737.95 | 37,737.95 |
| | PERCENT-----> | | | | 0.00 | 0.00 | 0.00 | 0.00 | 100.00 | 100.00 |

Metaldyne Corporation

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

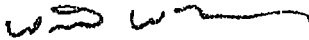
Dear Sir or Madam,

The Oldco M Distribution Trust (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.

Thank you for your cooperation in this matter,

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



Lloyd, Jennifer

From: MacDonald, William
Sent: Tuesday, April 26, 2011 2:45 PM
To: Lloyd, Jennifer
Subject: 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 amended 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]

4/28/2011

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

Follow Up Flag: Follow up
Flag Status: 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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* * *

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pdc1

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
Flag Status: Red

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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pdcl

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: Follow up
Flag Status: 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 LLP

1201 Market Street, Suite 1500

Wilmington, DE 19801

302.778.7500

Fax 302.778.7575

* * *

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EXHIBIT E

Lawson, Kimberly E.

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

Follow Up Flag: Follow up
Flag Status: Red

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

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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* * *

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state and local provisions or (2) promoting, marketing or recommending to another party any tax-related matters addressed herein.

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