

Objection Deadline: September 15, 2011 at 4:00 p.m.
Hearing Date: September 22, 2011 @ 10:00 a.m.

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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

Oldco M Corporation

(f/k/a Metaldyne Corporation), *et al.*,

Debtors.

Chapter 11

Case No. 09-13412-mg

**NOTICE OF MOTION PURSUANT TO 11 U.S.C. § 350(a),
FED.R.BANKR.P. 3022 AND S.D.N.Y.BANKR.L.R. 3022-1 FOR
ENTRY OF FINAL DECREE CLOSING CERTAIN CHAPTER 11 CASES**

On August 2, 2011, the Oldco M Distribution Trust (the “Trust”), by and through its undersigned counsel, filed a Motion Pursuant to 11 U.S.C. § 305(a), Fed.R.Bankr.P. 3022 and

Del.Bankr.L.R. 5009-1 for Entry of Final Decree Closing Chapter 11 Cases (the “Motion”) with the United States Bankruptcy Court for the Southern District of New York.

You are required to file a response to the Motion on or before **SEPTEMBER 15, 2011 AT 4:00 P.M. (Eastern)** 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.

At the same time, you must also serve a copy of the response so as to be received by that time by counsel for the Trust: Kimberly E. C. Lawson, Esquire (Reed Smith LLP, 1201 Market Street, Suite 1500, Wilmington, DE 19801); Mark D. Silverschotz, Esquire (Reed Smith LLP, 599 Lexington Avenue, 22nd Floor, New York, New York 10022).

A HEARING ON THE MOTION WILL BE HELD ON SEPTEMBER 22, 2011 AT 10:00 A.M. (Eastern) before the Honorable Martin Glenn, United States Bankruptcy Judge, at the United States Bankruptcy Court for the Southern District of New York, Courtroom 501, Alexander Hamilton Custom House, One Bowling Green, New York, New York 10004.

IF YOU FAIL TO RESPOND IN ACCORDANCE WITH THIS NOTICE, THE COURT MAY GRANT THE RELIEF DEMANDED BY THE MOTION WITHOUT FURTHER NOTICE OR HEARING.

Dated: August 2, 2011
New York, New York

Respectfully submitted,

REED SMITH LLP

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Counsel for the Oldco M Distribution Trust

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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

Oldco M Corporation

(f/k/a Metaldyne Corporation), *et al.*,

Debtors.

Chapter 11

Case No. 09-13412-mg

**MOTION PURSUANT TO 11 U.S.C. § 350(a), FED.R.BANKR.P. 3022
AND S.D.N.Y.BANKR.L.R. 3022-1 FOR ENTRY OF FINAL
DECREE CLOSING CERTAIN CHAPTER 11 CASES**

The Oldco M Distribution Trust (the “Trust”), by and through its undersigned counsel, respectfully moves (the “Motion”) this Court pursuant to Section 350(a) of title 11 of the United States Code (the “Bankruptcy Code”), Rule 3022 of the Federal Rules of Bankruptcy Procedure

(“Fed.R.Bankr.P.”) and Rule 3022-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the Southern District of New York

(“S.D.N.Y.Bankr.L.R.”) for entry of a final decree closing all but one of the above-captioned jointly administered and substantively consolidated cases. In support of this Motion, the Trust states as follows:

JURISDICTION AND VENUE

1. This Court has jurisdiction of this Motion pursuant to 28 U.S.C. § 1334(b).
Venue is appropriate in this district pursuant to 28 U.S.C. § 1408.

2. This is a core proceeding pursuant to 28 U.S.C. §§ 157(b)(2)(A) and (O).

3. The statutory predicate for the relief requested herein is 11 U.S.C. § 350(a).

BACKGROUND

4. On May 27, 2009 (the “Petition Date”), Oldco M Corporation (f/k/a Metaldyne Corporation), Case No. 09-13412 (the “Debtor”), and the following debtor-affiliates filed their respective voluntary petitions for relief under chapter 11 of the Bankruptcy Code:

- a. MD Products Corp. – Case No. 09-13411;
- b. Oldco M Engine Co., LLC – Case No. 09-13413;
- c. Oldco M Company LLC – Case No. 09-13414;
- d. Oldco M Lester Precision Die Casting Inc. – Case No. 09-13415;
- e. Oldco M Sintered Components, LLC – Case No. 09-13416;
- f. Oldco M Tubular Products, Inc. – Case No. 09-13417;
- g. Oldco M DuPage Die Casting Corporation – Case No. 09-13418;
- h. Oldco M Machine and Assembly Company – Case No. 09-13419;
- i. Oldco M Light Metals Company, Inc. – Case No. 09-13420;

- j. Oldco M Sintered Components St. Marys, Inc. – Case No. 09-13421;
- k. NC-M Chassis Systems, LLC – Case No. 09-13422;
- l. Punchcraft Company – Case No. 09-13423;
- m. Windfall Specialty Powders, Inc. – Case No. 09-13424;
- n. Oldco M Asia, Inc. – Case No. 09-13425;
- o. Oldco M Driveline Co., LLC - Case No. 09-13426;
- p. Oldco M Europe, Inc. – Case No. 09-13427;
- q. Oldco M Precision Forming – Fort Wayne, Inc.- Case No. 09-13428;
- r. Oldco M Services, Inc. – Case No. 09-13429;
- s. Oldco M Sintered Components of Indiana, Inc. – Case No. 09-13430;
- t. Oldco M U.S. Holdings Co. – Case No. 09-13431;
- u. ER Acquisition Corp. – Case No. 09-13432;
- v. GMTI Holding Company – Case No. 09-13433;
- w. Halyard Aviation Services, Inc. - Case No. 09-13434;
- x. MascoTech Saturn Holdings Inc. – Case No. 09-13435;
- y. MASG Disposition, Inc. – Case No. 09-13436;
- z. MASX Energy Services Group, Inc. – Case No. 09-13437;
- aa. Precision Headed Products, Inc. – Case No. 09-13438;
- bb. Stahl International, Inc. – Case No. 09-13439;
- cc. W.C. McCurdy Co. – Case No. 09-13440; and
- dd. Oldco M Intermediate Holdco, Inc. – Case No. 09-13441 (collectively, the “Debtor Affiliates” and together with the Debtor, the “Debtors”).

5. On June 4, 2009, the Office of the United States Trustee appointed the Official Committee of Unsecured Creditors Committee.

6. The Debtor 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. The Debtor was the direct or indirect parent of each of the other Debtor Affiliates and each of the Debtor Affiliates’ 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.

7. 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.

8. On January 11, 2010, the Debtors filed the Second Amended Joint Plan of Liquidation of Debtors and Debtors in Possession (Docket No. 1180) (the “Confirmed Plan”) and the related Disclosure Statement.

9. On February 23, 2010, the Court entered the Order Confirming Second Amended Joint Plan of Liquidation of Debtors and Debtors in Possession (Docket No. 1384) (the “Confirmation Order”).

10. Pursuant to the Confirmation Order, “the substantive consolidation of the Debtors is hereby approved” and “all assets and liabilities of the Debtors shall be deemed merged....” See Confirmation Order at Section E.12. Therefore, upon entry of the Confirmation Order, the Debtor Affiliates were substantively consolidated into the Debtor.

11. The Confirmation Order further provided that the “Distribution Trust shall be established pursuant to the Trust Agreement...” and empowered the Trust to “take such actions as are necessary or appropriate to close or dismiss any or all of the Chapter 11 Cases....” See Confirmation Order at Section L.39.

12. The Trust contemplated by the Confirmed Plan has been established and the Debtors’ remaining assets have been transferred to the Trust. The Trust has made distributions to certain allowed claims, including payment

RELIEF REQUESTED

13. The Trust respectfully requests that this Court enter a final decree closing the cases of the Debtor Affiliate¹ substantially in the form of the proposed final decree attached hereto as Exhibit A.

BASIS FOR RELIEF REQUESTED

14. Section 350 of the Bankruptcy Code, Fed.R.Bankr.P. 3022, and S.D.N.Y.Bankr.L.R. 3022-1 provide for the closing of a case after it has been fully administered.

¹ The Trust is not seeking a final decree in the Debtor’s case, which is assigned Case No. 09-13412-mg. The Trust will file a subsequent application for a final decree in that case at a later time.

The Advisory Committee Note to Fed.R.Bankr.P. 3022 states that entry of a final decree should not be delayed solely because all payments under a plan have not been completed. The other criteria for consideration noted therein are:

(1) whether the order confirming the plan has become final, (2) whether deposits required by the plan have been distributed, (3) whether the property proposed by the plan to be transferred has been transferred, (4) whether the debtor or the successor of the debtor under the plan has assumed the business or the management of the property dealt with by the plan, (5) whether payments under the plan have commenced, and (6) whether all motions, contested matters and adversary proceedings have been finally resolved.

Adv. Committee Note to Fed.R.Bankr.P. 3022.

15. The Confirmation Order was entered well over a year ago and is therefore, a final order. Further, the Trust contemplated by the Confirmed Plan has been established and the Debtors' remaining assets have been transferred to the Trust.

16. The Trust has made distributions on certain claims, including allowed administrative expense claims.

17. The Debtor Affiliates no longer operate any business, have any assets, and any and all contested matters, adversary proceedings and distributions will be handled through the Debtor's case.

18. There has been substantial consummation of the Confirmed Plan (as that term is defined in Section 1101 of the Bankruptcy Code).

19. There is no apparent reason why the cases of the Debtor Affiliates would have to be reopened. In addition, the Debtor Affiliates have been substantively consolidated into the Debtor. Therefore, any creditor or party-in-interest must seek redress against the Debtor for a claim regarding the Debtor Affiliates. If necessary, however, reopening is authorized by Section 350 of the Bankruptcy Code. No creditor or party in interest would thus be prejudiced by entry

of a Final Decree. Entry of a final decree will save future administrative costs and is thus in the best interest of creditors under the Confirmed Plan.

20. Pursuant to S.D.N.Y.Bankr.L.R. 3022-1, a final report and account in the form prescribed by the Local Rules (the “Final Report”) is attached hereto as Exhibit B.

21. To date, the U.S. Trustee quarterly fees have been paid pursuant to 28 U.S.C. § 1930(a)(6).

22. The Trust submits that the requirements to obtain a final decree of the Debtor Affiliates’ cases have been met.

23. Notice of this Motion has been served in accordance with the procedures set forth in the Case Management Order on the parties identified on the Special Service List and the General Service List (as such terms are defined in the Case Management Order). The Trust submits that no other or further notice need be provided.

WHEREFORE, the Trust respectfully requests that this Court enter the attached form of final decree closing the cases of the Debtor Affiliates and granting such other and further relief as is just and proper.

Dated: August 2, 2011
New York, New York

Respectfully submitted,

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