

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

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In re : Chapter 11
Oldco M Corporation :
(f/k/a Metaldyne Corporation), *et al.*, : Case No. 09-13412 (MG)
Debtors. : (Jointly Administered)
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**STIPULATION AND AGREED ORDER BETWEEN THE OLDCO
M DISTRIBUTION TRUST AND FEDERAL MOGUL CORPORATION REGARDING
CLAIM NUMBER 1340**

The Oldco M Distribution Trust (the “Trust”) and Federal Mogul Corporation (“Federal Mogul”), by and through their respective authorized representatives, do hereby stipulate and agree as follows:

RECITALS

A. On May 27, 2009 (the “Petition Date”), Oldco M Corporation (f/k/a Metaldyne Corporation) and 30 of its domestic direct and indirect subsidiaries, as debtors and debtors in possession (collectively, the “Debtors”), filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”). By an order entered on May 29, 2009, the Debtors’ chapter 11 cases were consolidated for procedural purposes and thereafter were jointly administered (Docket No. 65).

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

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

C. On July 27, 2009, Federal Mogul filed claim number 1340 (the “Claim”) against the chapter 11 estate of Oldco M, which asserted an obligation of Oldco M in the aggregate amount of \$466,676.98, comprised of (a) a \$238,717.92 general unsecured claim, (b) an \$8,435.00 secured claim and (c) a \$219,524.06 administrative priority claim under section 503(b)(9) of the Bankruptcy Code.

D. On July 28, 2010, the Trust filed the Omnibus Objection of Oldco M Distribution Trust Seeking to Disallow, Reduce, Liquidate, and/or Reclassify Certain Administrative Expense Claims (Omnibus Objection No. 25) (Docket No. 1614) (the “Omnibus Objection”). In the Omnibus Objection, the Trust sought to disallow and expunge the Claim because the Debtors’ books and records were not consistent with the amounts asserted in the Claim.

E. Subsequent to the filing of the Omnibus Objection, the Trust and Federal Mogul entered into settlement discussions regarding the Claim. The Trust and Federal Mogul have agreed to resolve the Claim pursuant to the terms set forth below.

AGREEMENT

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

1. Claim Number 1340 shall be allowed against the substantively consolidated estates of the Debtors as an unsecured nonpriority claim in the amount of \$109,423.66.

2. This Stipulation and Agreed Order Between The Oldco M Distribution Trust and Federal Mogul Corporation Regarding Claim Number 1340 (the “Stipulation”) shall resolve any and all disputes or discrepancies over the amounts asserted in the Claim and shall fix the amounts asserted in the Claim in accordance with paragraph 1 of this Stipulation. Any and all other amounts asserted as part of the Claim are disallowed and expunged.

3. The Trust and Federal Mogul reserves the right to enforce their rights under this Stipulation.

4. This Stipulation constitutes the entire agreement between the parties with respect to the matters addressed herein and may not be modified except in a writing signed by the parties or further order of the Bankruptcy Court. This Stipulation may be executed by the parties in identical counterparts, each of which when so executed and delivered will constitute an original, but all of which taken together will constitute one and the same instrument.

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

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

By: /s/ Matthew G. Hulteen
Title: Director – Customer Financial Services
FOR FEDERAL MOGUL CORPORATION

/s/ Mark D. Silverschotz
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and

/s/ Kimberly E. C. Lawson
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COUNSEL TO THE OLDCO M
DISTRIBUTION TRUST

SO ORDERED:

Dated: October 31st, 2011
New York, New York

/s/Martin Glenn
MARTIN GLENN
United States Bankruptcy Judge