UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re                                                       :     Chapter 11
:
Oldco M Corporation                                         :     Case No. 09-13412 (MG)
(f/k/a Metaldyne Corporation), *et al.,*                    :
:     (Jointly Administered)
Debtors.                        :
:
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### DECLARATION OF ROBERT KATZ REGARDING THE
### SEMI-ANNUAL PLAN IMPLEMENTATION REPORT

I, Robert Katz, make this Declaration under 28 U.S.C. § 1746 and state as follows:
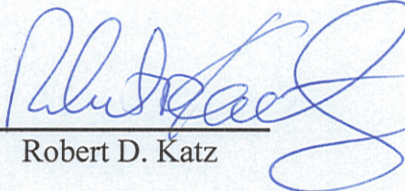
1.      I am older than 21 years of age and suffer no legal disability.  I am competent to make this Declaration.

2.      I am a principal of the firm Executive Sounding Board Associates LLC ("ESBA"), which has an office at 112 W. 34th Street, Suite 17101, New York, NY, 10120 and 1500 JFK Blvd, Suite 1730 Philadelphia PA 19102, amongst others.   I am a Certified Turnaround Professional and Certified Public Accountant.  ESBA is the successor trustee to Executive Sounding Board Associates Inc., which was appointed trustee for the Oldco M Distribution Trust pursuant to the Second Amended Joint Plan of Liquidation of Debtors and Debtors in Possession (Docket No. 1180) (the "Plan"), which was confirmed pursuant to the Order Confirming Second Amended Joint Plan of Liquidation of Debtors and Debtors in Possession entered by the Court on February 23, 2010 (Docket No. 1384) (the "Confirmation Order").

CLI-1797894v3

3.     I submit this Declaration for all permissible purposes under the Federal Rules of Bankruptcy Procedure, the Federal Rules of Civil Procedure and the Federal Rules of Evidence regarding the attached report for the Trustee.

4.     Pursuant to Paragraph 44 of the Confirmation Order, the Trustee hereby files its sixth semi-annual report, which is attached hereto as Exhibit A in compliance with reporting requirements as outlined in the Confirmation Order.

I declare under penalty of perjury that the foregoing statements are true and correct.

Dated:  January 30, 2014                    /s/ _____
                                                 Robert D. Katz

- 2 -