

**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), <i>et al.</i> ,	:
	: (Jointly Administered)
Debtors.	:
	:
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**STIPULATION AND AGREED ORDER BETWEEN THE  
OLDCO M DISTRIBUTION TRUST AND PREFERRED INC –  
FORT WAYNE RESOLVING ALL OUTSTANDING CLAIMS**

The Oldco M Distribution Trust (the “Trust”) and Preferred Inc – Fort Wayne (“Preferred”), 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 August 13, 2009, Preferred filed proof of claim number 2991 ("Claim 2991") against the chapter 11 estate of Metaldyne Corporation (the "Metaldyne"), which asserted a secured claim in the amount of \$3,720.87.

D. On August 13, 2009, Preferred filed proof of claim number 2992 ("Claim 2992") against the chapter 11 estate of Metaldyne, which asserted a secured claim in the amount of \$24,130.93. Claim 2992 was disallowed by the Order Disallowing Certain Amended and Superseded Claims (Omnibus Objection No. 1) (Docket No. 1313) (the "First Omnibus Objection Order").

E. On August 13, 2009, Preferred filed proof of claim number 2993 ("Claim 2993") against the chapter 11 estate of Metaldyne Machining and Assembly Company, Inc. (the "Metaldyne Machining"), which asserted a secured claim in the amount of \$24,130.93. Claim 2993 was disallowed by the First Omnibus Objection Order.

F. On August 14, 2009, Preferred filed proof of claim number 3129 ("Claim 3129") against the chapter 11 estate of Metaldyne, which asserted a secured claim in the amount of \$24,130.93.

G. On August 14, 2009, Preferred filed proof of claim number 3130 ("Claim 3130") and collectively with Claim 2992, Claim 2993, and Claim 3130, the "Disallowed Claims") against the chapter 11 estate of Metaldyne Machining, which asserted a secured claim in the

amount of \$24,130.93. Claim 3130 was disallowed by the Order Disallowing Certain Duplicate Claims (Omnibus Objection No. 23) (Docket No. 1605).

H. On May 23, 2011, the Trust commenced an action to recover money from Preferred, which is assigned Adversary Proceeding Number 11-02170 (the "Action").

I. On August 30, 2013, the Trust filed the Omnibus Objection of Oldco M Distribution Trust Seeking to Disallow, Reduce, Reclassify, and Expunge Certain Claims (Omnibus Objection No. 34) (Docket No. 2355) (the "34<sup>th</sup> Omnibus Objection"), which sought to reduce Claim 2991.

J. On November 12, 2013, Preferred filed proof of claim number 3726 ("Claim 3726") against the chapter 11 estate of Metaldyne, which amended Claim 3129 and asserted a secured claim in the amount of \$47,460.57.

K. On November 12, 2013, Preferred filed proof of claim number 3727 ("Claim 3727") and collectively with Claim 2991, Claim 3129, Claim 3726, and Claim 3727, the "Remaining Claims" and collectively with the Disallowed Claims, the "Claims") against the chapter 11 estate of Metaldyne, which amended Claim 2991 and asserted a secured claim in the amount of \$17,266.89.

L. Subsequent to the filing of the 34<sup>th</sup> Omnibus Objection, the Trust and Preferred entered into settlement discussions regarding the Action and the Remaining Claims.

#### **AGREEMENT**

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

1. Claim 2991 shall be allowed as a secured claim in the amount of \$3,720.87.
2. Claim 3129 shall be allowed as a secured claim in the amount of \$24,130.93.

3. This Stipulation and Agreed Order Between the Oldco M Distribution Trust and Preferred Inc – Fort Wayne Resolving All Outstanding Claims (the “Stipulation”) shall resolve any and all disputes or discrepancies over the amounts asserted in the Claims and shall fix the amount asserted in Claim 2991 and Claim 3129 in accordance with paragraphs 1 and 2 of this Stipulation, respectively. Except as set forth in Paragraphs 1 and 2, any and all other amounts or that could have been asserted as part of the Claims or any other claims filed by or on behalf of Preferred are disallowed and expunged.

4. The Trust and Preferred reserve the right to enforce their rights under this Stipulation.

5. Within ten (10) business days of the date on which an order approving this Stipulation is entered by the Court, the Trust shall make a distribution to Preferred on Claim 2991 and Claim 3129 as set forth in Paragraphs 1 and 2 above paying the allowed Claim 2991 and allowed Claim 3129 in full.

6. Within ten (10) business days of the date on which an order approving this Stipulation is entered by the Court, the Parties shall execute a stipulation of dismissal in the Action which stipulation shall be drafted by the Trustee and provided to Preferred for review and approval. Upon execution of a stipulation of dismissal, the Trustee shall promptly file the stipulation of dismissal in the Action and any other documents, if any, which may be necessary in order to finalize the dismissal of the Action.

7. Upon entry by the Court of an Order approving this Stipulation and expressly subject to the payment within ten (10) days thereof as set forth in Paragraph 5 above, Preferred, together with all of its representatives, successors, executors, administrators, subsidiaries, affiliates, assigns, attorneys, agents, representatives, employees, officers, directors, shareholders,

and predecessors and anyone else acting on its behalf (collectively, the “Preferred Releasing Parties”), hereby release and discharge the Trustee, the Liquidating Trust, the Debtors, and the bankruptcy estates of the Debtors, and all of their respective representatives, executors, administrators, subsidiaries, affiliates, attorneys, agents, representatives, employees, officers, directors, shareholders, and predecessors (collectively, the “Trustee Parties”), of and from any and all claims (whether scheduled or filed), including the Claims, demands, obligations, actions, causes of action, damages, costs, losses, debts, expenses and liabilities of any kind (upon any legal or equitable theory, whether contractual, common law, statutory, federal, state, local or otherwise, and including, but not limited to, claims for fees, costs and disbursements of any kind), whether known or unknown, which the Preferred Releasing Parties now have, ever had, or hereafter may have, against the Trustee Parties from the beginning of time to the end of time arising in, in connection with, or in any way related to: (i) the Claims; (ii) the Debtors; (iii) the Debtors’ bankruptcy estates; (iv) the Debtors’ bankruptcy cases; (v) the Trust; or (vi) the Trustee.

8. Upon entry by the Court of an order approving this Stipulation, the Trust, together with all of its representatives, successors, executors, administrators, subsidiaries, affiliates, assigns, attorneys, agents, representatives, employees, officers, directors, shareholders, and predecessors and anyone else acting on its behalf (collectively, the “Trust Releasing Parties”), hereby release and discharge Preferred and all of their respective representatives, executors, administrators, subsidiaries, affiliates, attorneys, agents, representatives, employees, officers, directors, shareholders, and predecessors (collectively, the “Preferred Parties”), of and from any and all claims (whether scheduled or filed), including the Claims, demands, obligations, actions, including the Action, causes of action, damages, costs, losses, debts, expenses and liabilities of

any kind (upon any legal or equitable theory, whether contractual, common law, statutory, federal, state, local or otherwise, and including, but not limited to, claims for fees, costs and disbursements of any kind), whether known or unknown, which the Trustee Releasing Parties now have, ever had, or hereafter may have, against the Preferred Parties from the beginning of time to the end of time arising in, in connection with, or in any way related to: (i) the Action; (ii) the Claims, (iii) the Debtors; (iv) the Debtors' bankruptcy estates; (v) the Debtors' bankruptcy cases; (vi) the Trust; or (vii) the Trustee.

9. 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.

10. 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.

/s/  
COUNSEL FOR PREFERRED INC – FORT  
WAYNE

/s/  
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and

/s/  
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COUNSEL TO THE OLDCO M  
DISTRIBUTION TRUST

**SO ORDERED.**

Dated: July 10, 2014  
New York, New York

/s/Martin Glenn  
MARTIN GLENN  
United States Bankruptcy Judge