

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

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In re: : Chapter 11
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Oldco M Corporation : Case No. 09-13412 (MG)
(f/k/a Metaldyne Corporation), *et al.*, :
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Debtors. : (Jointly Administered)
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**ORDER CONFIRMING THAT THE D & O POLICY
PROCEEDS SOUGHT BY CERTAIN FORMER DIRECTORS
AND OFFICERS ARE NOT PROPERTY OF THE ESTATE OR,
ALTERNATIVELY, FOR RELIEF FROM THE AUTOMATIC STAY**

Upon the motion (the “**Motion**”) of Timothy Leuliette and Daniel Tredwell (together, the “**Former Directors and Officers**”), for an entry of an order (this “**Order**”) confirming that: (1) American Home Assurance Company (the “**Insurer**”) is authorized to release proceeds from the Executive and Organization Liability Insurance Policy No. 626-21-87 (the “**D & O Policy**”) to the Former Directors and Officers of Metaldyne Corporation for their Defense Costs¹ and Losses because such proceeds are not property of the estate, and (2) if the D & O Policy proceeds are considered property of the estate, the automatic stay does not bar the Insurer from releasing the proceeds of the D & O Policy to allow for reimbursement or advancement of the Former Directors’ and Officers’ Defense Costs and payment of Losses; and it appearing that the Court has jurisdiction to consider the Motion pursuant to 28 U.S.C. §§ 157 and 1334; and this Court having determined that cause exists to grant the relief requested in the Motion; and this Court having found that proper and adequate notice of the Motion and the relief requested therein has been provided in accordance with the Bankruptcy Rules, the Local Rules and the Case

¹ Capitalized terms that are not defined herein or in the Motion have the same meaning attributed to them in the D & O Policy. Capitalized terms that are not defined herein, but are defined in the Motion have the same meaning attributed to them in the Motion.

Management Procedures for these Chapter 11 cases, and that, except as otherwise ordered herein, no other or further notice is necessary; and after due deliberation thereon, and good and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED as set forth herein.
2. The Insurer is authorized to release proceeds of the D & O Policy in an amount not to exceed One Million Four Hundred Thousand Dollars (\$1,400,000.00) to allow for reimbursement or advancement of the Former Directors' and Officers' Defense Costs and Losses (the "Proceeds") because:
 - a. Pursuant to section 541(a) of the Bankruptcy Code, the D & O Policy Proceeds are not property of the estate, and
 - b. Even if the Proceeds were property of the estate, pursuant to section 362(d) of the Bankruptcy Code, cause exists to lift the automatic stay to allow for the release of the Proceeds for the reimbursement or advancement of the Former Directors' and Officers' Defense Costs and Losses.
3. The Trust is authorized and empowered to take all actions necessary to implement the relief granted in this Order.
4. The requirements of Local Rule 9013-1(b) are satisfied.
5. The relief granted herein is limited to release of Proceeds of the D & O Policy for the Former Directors' and Officers' Defense Costs and Losses solely with respect to the Action, and shall not affect any rights or obligations under the D & O Policy, if any, including, but not limited to the rights of the Former Directors and Officers, the Trust, the Trustee, or the Insurer with respect to the payment of any other proceeds under the D&O Policy.

6. This Court retains jurisdiction with respect to all matters arising from or related to the enforcement of this Order.

Dated: August 22, 2014
New York, New York

/s/Martin Glenn
MARTIN GLENN
United States Bankruptcy Judge