

**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 HENRY COUNTY
TREASURER RESOLVING ALL OUTSTANDING CLAIMS**

The Oldco M Distribution Trust (the “Trust”) and Henry County Treasurer (“Henry County”), 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 November 2, 2009, Henry County filed proof of claim number 3536 (“Claim 3536”) against the chapter 11 estate of NC-M Chassis Systems LLC (“Chassis”), which asserted a priority claim in the amount of \$419,490.41. Claim 3536 was disallowed by the Order Disallowing, Reducing, Liquidating, Expunging and Reclassifying Certain Claims (Omnibus Objection No. 27) (Docket no. 2154).

D. On November 2, 2009, Henry County filed proof of claim number 3537 (“Claim 3537”) against the chapter 11 estate of Chassis, which asserted a priority claim in the amount of \$424,396.00.

E. On November 2, 2009, Henry County filed proof of claim number 3538 (“Claim 3538” and collectively with Claim 3536, the “Disallowed Claims”) against the chapter 11 estate of Chassis, which asserted a priority claim in the amount of \$512,080.10. Claim 3538 was disallowed by the Order Disallowing, Reducing, Liquidating, Expunging and Reclassifying Certain Claims (Omnibus Objection No. 28) (Docket No. 2157).

F. 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 “34th Omnibus Objection”), which sought to disallow Claim 3537.

G. On January 17, 2014, Henry County filed proof of claim number 3728 (“Claim 3728”) against the chapter 11 estate of Chassis, which asserted a priority claim in the amount of \$387,041.58.

H. On January 17, 2014, Henry County filed proof of claim number 3729 (“Claim 3729”) against the chapter 11 estate of Chasses, which asserted a priority claim in the amount of \$37,354.42.

I. On January 20, 2014, Henry filed proof of claim number 3730 (“Claim 3730”) against the chapter 11 estate of Chasses, which asserted a priority claim in the amount of \$387,041.58.

J. On January 20, 2014, Henry filed proof of claim number 3731 (“Claim 3731”) and collectively with Claim 3537, Claim 3728, Claim 3729, and Claim 3730, the “Remaining Claims” and collectively with the Disallowed Claims, the “Claims”) against the chapter 11 estate of Chassis, which asserted a priority claim in the amount of \$37,354.42.

K. Subsequent to the filing of the 34th Omnibus Objection, the Trust and Henry County entered into settlement discussions regarding the Remaining Claims.

AGREEMENT

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

1. Claim 3537 shall be disallowed in its entirety.
2. Claim 3728 shall be disallowed in its entirety.
3. Claim 3729 shall be disallowed in its entirety.
4. Claim 3730 shall be allowed as a priority claim in the amount of \$387,041.58.

5. Claim 3731 shall be allowed as a general unsecured claim in the amount of \$37,354.42.

6. This Stipulation and Agreed Order Between the Oldco M Distribution Trust and Henry County Treasurer 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 3730 and Claim 3731 in accordance with paragraphs 4 and 5 of this Stipulation, respectively. Except as set forth in Paragraphs 4 and 5, 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 Henry County are disallowed and expunged.

7. The Trust and Henry County reserve the right to enforce their rights under this Stipulation.

8. Upon entry by the Court of an Order approving this, Henry County, 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 "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 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.

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/ Byron Gene Bundy, Jr.
[insert name and address]
Telephone: [insert phone number]
Facsimile: [insert fax number]

HENRY COUNTY TREASURER

/s/ Mark D. Silverschotz
Mark D. Silverschotz
REED SMITH LLP
599 Lexington Avenue
New York, NY 10022
Telephone: (212) 521-5400
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and

/s/ Kimberly E. C. Lawson
Kurt F. Gwynne (*pro hac vice*)
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COUNSEL TO THE OLDCO M
DISTRIBUTION TRUST

SO ORDERED:

Dated: _____, 2015
New York, New York

Martin Glenn
United States Bankruptcy Judge