

**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)  
: X  
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**FIRST OMNIBUS ORDER APPROVING  
ASSUMPTION AND ASSIGNMENT TO MD INVESTORS**

This matter coming before the Court on the motion, dated June 15, 2009 (Docket No. 214), of the above-captioned debtors and debtors in possession (collectively, the "Debtors") for, among other things, the entry of an order authorizing and approving the sale of substantially all of the assets related to the Debtors' powertrain business group and authorizing the assumption and assignment of certain executory contracts and unexpired leases of the Debtors in connection therewith (the "Powertrain Sale Motion"); and the motion, dated June 25, 2009 (Docket No. 323), for, among other things, entry of an order authorizing and approving the sale of substantially all of the assets related to the Debtors' chassis business group and authorizing the assumption and assignment of certain executory contracts and unexpired leases of the Debtors in connection therewith (the "Chassis Sale Motion", and together with the Powertrain Sale Motion, the "Sale Motions"); and the Court having approved the Sale Motions and the Asset Purchase Agreement, dated as of August 7, 2009 (the "Agreement")<sup>1</sup>, by and between MD Investors Corporation ("MD Investors") and Metaldyne Corporation ("Metaldyne"), as set forth in that certain Order (I)

<sup>1</sup> Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Sale Motions or in the Agreement, as indicated by the context.

Authorizing the Sale of Substantially All of the Debtors' Assets Free and Clear of All Liens, Claims, Interests and Encumbrances, (II) Authorizing the Assumption and Assignment of Certain Executory Contracts and Leases in Connection Therewith and (III) Granting Related Relief (Docket No. 674) (the "Sale Order"); the closing of the transaction contemplated by the Agreement having occurred on October 16, 2009 (the "Closing"); due notice of the assumptions and assignments set forth herein having been provided in the contract and cure schedules filed with this Court (Docket Nos. 352, 429, 799, 812 and 833) and no other or further notice needing to be provided; the assumptions and assignments set forth herein being in the best interests of the Debtors, their estates and creditors and all parties in interest in these cases; and upon the record of these cases; and after due deliberation thereon; and good cause appearing therefor, it is hereby

**ORDERED**

1. Pursuant to sections 363 and 365 of the Bankruptcy Code and paragraphs 17 through 24 of the Sale Order, and upon the payment of the cure amounts set forth on Exhibit A hereto, the assumption by the Debtors and assignment to MD Investors of the executory contracts and unexpired leases set forth on Exhibit A hereto (collectively, the "Assumed Contracts") is approved effective as of the Closing.

2. Payment of the cure amounts set forth on Exhibit A hereto shall be in full satisfaction of any and all defaults under the Assumed Contracts, whether monetary or non-monetary. Each nondebtor counterparty to an Assumed Contract is forever barred, estopped and permanently enjoined from asserting against the Debtors or MD Investors, its successors or assigns or the property of any of them, any default existing as of the date of hereof if such default was not raised or asserted prior to the date hereof.

3. MD Investors has demonstrated adequate assurance of future performance with respect to the Assumed Contracts and has satisfied the requirements of the Bankruptcy Code including, without limitation, sections 365(b)(1) and (3) and 365(f)(2)(B).

4. MD Investors is authorized to take all actions necessary to effectuate the relief granted pursuant to this Order.

5. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

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

Dated: New York, New York  
November 16, 2009

/s/ Martin Glenn  
UNITED STATES BANKRUPTCY JUDGE

**Exhibit A**

**Assumed Contracts**

<b><u>Contract</u></b>	<b><u>Counterparty &amp; Address</u></b>	<b><u>Cure Amount</u></b>
Master Lease Schedule No. 2, dated June 17, 2004, to Master Lease Agreement No. 63877, dated December 31, 2003, between Orix Financial Services, Inc. and Metaldyne Company LLC (as assigned to AT&T)	AT&T Capital Services Inc. 13160 Collections Center Dr Chicago, IL 60693  Joseph A. Becht, Jr. Lowenstein Sandler PC 65 Livingston Avenue Roseland, New Jersey 07068	\$44,779.07
1326 Tooling Agreement, dated March 1, 2007, between International Truck and Engine Corporation and Metaldyne Machining & Assembly Company, Inc.	Navistar, Inc. 4201 Winfield Road Warrenville, Illinois 60555	\$0
Agreement between The Network, Inc. and Metaldyne, as amended by the Amendment No. 1 effective July 14, 2005	The Network, Inc. 333 Research Court Norcross, GA 30092	\$0
Berkshire Associates Inc. Proposal for BALANCEtrak Premium Applicant Management System and Hosting Services for Metaldyne dated March 28, 2006	Berkshire Associates 8930 Route 108 Columbia, MD 21045	\$0
Consulting Agreement, dated January 1, 2007, between Kevin Singer and Metaldyne Company LLC	Kevin Singer 5072 Silverwood Drive West Bloomfield, MI 48322	\$0
Consulting Agreement, dated January 1, 2009, between Anthony P. Simari and Metaldyne Company LLC	Anthony P. Simari 18412 Queensbury Drive Livonia, MI 48152	\$0
Consulting Agreement, dated January 1, 2009, between Chuck Ungleich and Metaldyne Company LLC	Chuck Ungleich 116 Windsor Drive South North Syracuse, NY 13212	\$0
Consulting Agreement, dated January 1, 2009, between David Yeager and Metaldyne Company LLC	David Yeager 9650 pine Court Plymouth, MI 48170	\$0
Consulting Agreement, dated January 1, 2009, between Frank Marcelloni and Metaldyne Sintered Components	Frank Marcelloni 459 John M. Street Windsor, Ontario, Canada N8P 1C1	\$0
Consulting agreement, dated January 1, 2009, between Ken Pinger and Metaldyne	Ken Pinger 8250 Lost Pines Drive Davisburg, Michigan 48350	\$0
Consulting Agreement, dated January 1, 2009, between Robert Barendt and Metaldyne Sintered Components	Robert Barendt 277 West Street Berea, OH 44017	\$0

<u>Contract</u>	<u>Counterparty &amp; Address</u>	<u>Cure Amount</u>
Consulting Agreement, dated January 1, 2009, between Vernon Ward and Metaldyne Company LLC	Vernon Ward 7603 30th Avenue Kenosha, WI 53142	\$0
Consulting Agreement, dated January 13, 2009, between Edward E. Stafford (dba Stafford and Associates and Metaldyne Company LLC dated January 13, 2009	Edward Stafford 5482 Arbor Bay Court Brighton, MI 48116	\$0
Consulting Agreement, dated March 1, 2009, between Two Cents Media and Metaldyne Company	Two Cents Media 38732 Lancaster Livonia, MI 48154	\$0
Engagement Letter, dated March 12, 2009, between Deloitte Tax LLP and Metaldyne	Deloitte Tax LLP Suite 2000 Bank One Center/Tower Indianapolis, IN 46204-5108	\$0
Exclusive Provider Agreement, dated July 18, 2007, between Right Management and Metaldyne	Right Management 30 Oak Hollow, Suite 100 Southfield, MI 48034	\$0
Hosting Agreement, dated January 18, 2006, between TIP Interactive, LLC and Metaldyne Ltd., together with the letter confirming continuation of service dated September 4, 2007.	TIP Interactive, LLC 3955 Pinnacle Court Auburn Hills, MI 48326	\$0
International Assignment, dated April 14, 2008, between Surya Sundaram and Metaldyne	Surya Sundaram Indian Business Unit 21A Phase VI, Industrial Area Gamharia, Jamshedpur 832108	\$0
International Assignment, dated January 21, 2008, between Stephanie Jett and Metaldyne	Stephanie Jett Automotive Components 178# Qingqui Street Suzhou Industrial Park Suzhou, Jiangsu Province China 215021	\$0
Letter Agreement, dated February 27, 2009, between Metaldyne and Unisia of Georgia Corporation	Unisia of Georgia Corporation 1000 Unisia Drive Monroe, Georgia 30655	\$0
Long Term Pricing Agreement for Remy, Inc. Sinter Hard Gears, dated as of May 1, 2005, between Remy, Inc. and Metaldyne LLC	Remy International World HQ & US Technical Center 600 Corporation Drive Pendleton, Indiana 46064	\$0

<u>Contract</u>	<u>Counterparty &amp; Address</u>	<u>Cure Amount</u>
Master Agreement, dated January 10, 2007, between Metaldyne Company LLC and The MI Group, Inc., as amended by the Amending Agreement No. 1 effective June 15, 2007, as further amended by the Amending Agreement No. 2 effective January 1, 2008, and as further amended by the Amending Agreement # 3 effective January 1, 2009	The MI Group 118 Algonquin Parkway Whippany, NJ 07981-1602	\$0
Services Activation Agreement, dated January 14, 2008, between Metaldyne and CareerBuilder, LLC, as amended by the Amendment to Services Agreement dated October 3, 2008	CareerBuilder, LLC. 200 North LaSalle Street Chicago, IL 60601	\$0
Services and Fees Schedule re: Supplier Connection On-Boarding Services, dated March 7, 2007, between Metaldyne LLC and Compuware Corporation (Covisint), and the Services and Fees Schedule re: EDI On-Boarding and Certification Services, dated March 7, 2007, between Metaldyne LLC and Compuware Corporation (Covisint), and the Services and Fees Schedule re: Metaldyne Supplier Portal Operations, dated June 26, 2008, between Metaldyne LLC and Compuware Corporation (Covisint)	Compuware Corporation (Covisint) Drawer 64376 Detroit, Michigan 48264	\$0
Universal Service Agreement, effective May 1, 2006, between TALX Corporation and Metaldyne Corporation, including all powers of attorney and other materials related to this agreement	TALX 1845 Borman Ct. St. Louis, MO 63146	\$0
Master Services Agreement, dated October 12, 1998, between ADP, Inc. and Metaldyne Corporation, as amended by the Addendum dated October 12, 1998, as further amended by the First Amendment dated October 12, 1999, as further amended by the Second Amendment dated January 30, 2003, and as further amended by the Third Amendment dated January 1, 2008	ADP, Inc. 100 Northwest Point Blvd. Elk Grove Village, IL 60007-101	\$0
Contract for Technology Transfer, dated as of February 23, 2004, by and between Shanghai Cosmopolitan Automobile Accessory Co., Ltd. and Metaldyne Corporation	Shanghai Cosmopolitan Automobile Accessory Co., Ltd. 168 Bai An Road, Jia Ding Shanghai, China	\$0

<u>Contract</u>	<u>Counterparty &amp; Address</u>	<u>Cure Amount</u>
Global Cooperation Contract, dated September 9, 2008, by KS Kolbenschmidt GmbH and Metaldyne Company LLC	KS Kolbenschmidt GmbH Karl - Schmidt Strabe D - 74172 Neckarsulm Neckarsulm ZZ D - 74172 Germany	\$0
License Agreement by and between Windfall Products, Inc. and MascoTech Sintered Components Espana, S.L. dated January 1, 2001	Metaldyne Sintered Components Espana, S.L. Poligono Industrial Rey Juan Carlos No. 1 Parcela 11.7 Almussafes, Valencia Spain 46440	\$0
License Agreement, dated as of January 1, 1998, by and between MascoTech Sintered Components, Inc. and MascoTech Sintered Components Espana, S.L., as amended by the Amendment No. 1, effective January 1, 2008	Metaldyne Sintered Components Espana, S.L. Poligono Industrial Rey Juan Carlos No. 1 Parcela 11.7 Almussafes, Valencia Spain 46440	\$0
License Agreement, dated as of January 1, 2000, by and between MascoTech Sintered Components, Inc. and MascoTech Sintered Components Mexico, S. de R.L. de C.V.	Metaldyne Sintered Components Mexico, S. de R.L. de C.V. Blvd. Ind., De la Transformacion No. 3120, Parque Industrial Saltillo Ramos Arizpe, Coahuila Mexico C.P. 25900	\$0
License Agreement, dated as of June 10, 1998, by and between MascoTech Sintered Components, Inc and Mazda Motor Corporation	Mazda North American Operations 7755 Irvine Center Drive Irvine, California 92618	\$0
Plexus On-line Master Subscription Service Agreement between Plexus Systems, Inc. and Metaldyne Corporation, dated September 16, 2008, together with the Plexus On-line Subscription Services Quote Manufacturing Information System between Metaldyne and Plexus Systems, dated August 11, 2008 and Schedule No. 2 Plexus On-line Statement of Work Manufacturing Information System between Metaldyne and Plexus Systems, dated August 11, 2008	Plexus Systems, Inc. 1731 Harmon Road Auburn Hills, Michigan 48326	\$0 (Cure amount already paid per letter agreement)

<u>Contract</u>	<u>Counterparty &amp; Address</u>	<u>Cure Amount</u>
Technology License Agreement, dated as of January 1, 1996, by and between Metaldyne Machining and Assembly Company, Inc. (formerly known as Simpson Industries, Inc.) and Metaldyne Machining and Assembly Mfg. Co. (Canada) Ltd. (formerly R. J. Simpson Manufacturing Company Limited)	Metaldyne Machining and Assembly Mfg. Co. (Canada) Ltd. 23589 Civil Industrial Road PO Box 69 Thamesville, Ontario NOP 2KO Canada	\$0
Technology License Agreement, dated as of November 18, 2005, by and between Metaldyne Company LLC and Metaldyne (Suzhou) Automotive Components Co., Ltd.	Metaldyne (Suzhou) Automotive Components Co., Ltd. 178 Qingqiu Street Suzhou Industrial Park Jiangsu Province China 215021	\$0
Technology License and Technical Assistance Agreement, dated as of November 20, 1999, by and between Metaldyne Industries Limited (formerly Sabind Gear Manufacturing Company Private Limited) and Metaldyne Machining and Assembly Company, Inc. (formerly known as Simpson Industries, Inc.)	Metaldyne Industries Limited 21-A Phase VI Adityapur Industrial Area Ghamaria, Jamshedpur Jharkhand, India PIN 832-108	\$0
Tape Account No. 22123.002200 formed pursuant to a Data Storage and Service Agreement between Arcus Data Security (now Iron Mountain) and Metaldyne with an effective date of June 1, 2001	Iron Mountain 31155 Wixom Rd. Wixom, MI 48393  Frank F. McGinn Bartlett Hackett Feinberg P.C. 155 Federal Street, 9 <sup>th</sup> Floor Boston, MA 02110 ffm@bostonbusinesslaw.com	\$1211.83
ANX Trading Partner and Managed Services Agreement between ANXeBusiness Corporation and Metaldyne Company, LLC, dated April 22, 2005	ANXeBusiness Corp. Attn: Director of Contracts 2000 Town Center Suite 2050 Southfield, MI 48075-1135	\$730.00
Dakota Tracer CA Software Master Agreement between Dakota Software Corporation and Metaldyne Corporation on or about January 22, 2007	Dakota Software Corporation 95 Allens Creek Road Rochester, New York 14618	\$0
Datastream Systems (MP2) "paid up" License Agreement. Agreement is between Datastream Systems and Metaldyne Corp., on or near April 2003.	Datastream Systems, Inc. 50 Datastream Plaza Greenville, SC 29605	\$0



<u>Contract</u>	<u>Counterparty &amp; Address</u>	<u>Cure Amount</u>
End User License Agreement between Dassault Systemes Americas Corporation and Metaldyne for Catia 2008 EULA software, dated February 2008	Dassault Systemes Americas Corp. 10330 David Taylor Drive Charlotte, NC 28262	\$0
Kronos Sales, Software License and Services Agreement Rev KR-040405. Agreement between Kronos Incorporated and Metaldyne Corporation dated March 24, 2006.	Kronos Incorporated 297 Billerica Road Chelmsford, MA 01824	\$0
License Agreement for Minitab Statistical Software with Minitab Incorporated original License Agreement on or around March 15, 2005	Minitab Incorporated Quality Plaza 1829 Pine Hall Road State College, Pennsylvania, 16801	\$0
Licensing/Service agreement between St. Bernard Software (IPRISM) and Metaldyne dated on or near March 3, 2003.	St. Bernard Software 15015 Avenue of Science San Diego, CA 92128	\$0
McAfee Software License for Active Virus Defense and VirusScan for Storage Grant Number 2769135-NAI	McAfee Attn: Channel Operations Support 5000 Headquarters Dr. Plano, TX 75024	\$0
Order Agreement, effective as of September 28, 2007, by and between Cognos Corporation and Metaldyne Corporation, including the Cognos General Software License, Support and Services Terms.	Cognos Corporation 15 Wayside Road Burlington, MA 01803	\$0
Software License Agreement between Altair Engineering Incorporated and Metaldyne Corporation on November 20, 2002	Altair Engineering Inc. 1820 E. Big Beaver Rd. Troy, Mi 48083-2031	\$0
Software License Agreement between ANSYS, Inc and Metaldyne Corporation, dated March 22, 2007	ANSYS, Inc. 3005 Boardwalk Street Suite 100 Ann Arbor, Mi 48108	\$22,000.00
Software License Agreement between Trinary Systems, Inc and Mascotech, Inc. dated December 13, 1994	Trinary Systems Incorporated 38345 West Ten Mile Road Suite 330 Farmington Hills, Michigan 48335	\$0
Software License Agreements between Autodesk, Inc and Metaldyne Corporation between the years 2007 - 2009 filed on line	Autodesk, Inc. 111 McInnis Parkway San Rafael, CA 94903	\$0

<u>Contract</u>	<u>Counterparty &amp; Address</u>	<u>Cure Amount</u>
Software License Agreements between Siemens, Inc and Metaldyne Corporation for Unigraphics CAD software, IDEAS CAD Software C3P, and Solid Edge CAD Software around September 6, 2007	Siemens PLM Software 5800 Granite Parkway Ste. 600 Plano, TX 75024	\$27,870.00
Software Rental Agreement between Freedom Technologies Corporation and Metaldyne dated May 7, 2007	Freedom Technologies Corporation 10370 Citation Dr. Suite 200 Brighton, MI 48116	\$0
Source Code License Agreement between Trinary Systems, Inc and MascoTech , Inc on November 21, 2000.	Trinary Systems Incorporated 38345 West Ten Mile Road Suite 330 Farmington Hills, Michigan 48335	\$0
Subscription License Contract number 48654 between ASAP Software and Metaldyne, dated February 23, 2004	ASAP Software (CITRIX) A Buhrmann Company 850 Asbury Drive Buffalo Grove, IL 60089	\$23,836.00
Technology Subscription Services agreement between Compuware Corporation and Metaldyne Corporation for subscription services to Covisint product and services on March 26, 2008	Compuware Corporation (Covisint) Drawer 64376 Detroit, Michigan 48264	\$12,104.00
Basic Purchase Agreement (Yamaha Marine) between Yamaha Marine Co., Ltd. and Metaldyne Company LLC	Yamaha Marine Co., Ltd 1400 Nippashi, Minami-ku, Hamamatsu Shizuoka, Japan	\$0
Bluffton and Litchfield PO between Metaldyne Machining and Assembly Company and Dong Hwa Tech CO Ltd	Dong Hwa Tech CO Ltd 3Ra-117, SiHwa Ind Complex 1271-7 Jungwang-Dong Sihung-SI Gyeongggi-DO Korea	\$0
Bluffton Capital PO between Metaldyne Machining and Assembly Company and Micromatic	Micromatic LLC 525 Berne Street Berne, IN 46711	\$0
Bluffton PO between Metaldyne Machining and Assembly Company and Cold Heading Co.	Cold Heading Co. 21777 Hoover Rd. Warren, MI 48089	\$0

<u>Contract</u>	<u>Counterparty &amp; Address</u>	<u>Cure Amount</u>
Bluffton PO between Metaldyne Machining and Assembly Company and JinYoung Ind. Co - Masung Plant	Jin Young Ind. Co. - Masung Plant Ohchun-Ri Masung-Myung Kyungsanbuk-do ZZ 894 Korea	\$0
Bluffton PO between Metaldyne Machining and Assembly Company and JMS Incorporated	JMS Incorporated 1010 Productions Court Holland, MI 49423	\$0
Bluffton PO between Metaldyne Machining and Assembly Company and Kodaco Co, LTD	Kodaco Co, LTD 157B/6L, 728-4, Kojan-Dong, Nam dong-ku Inchon 405-300 Korea	\$0
Bluffton PO between Metaldyne Machining and Assembly Company and Schaeffler Group USA	Schaeffler Group USA 308 Springhill Farm Road Fort Mill, SC 92715	\$0
Bluffton PO between Metaldyne Machining and Assembly Company and Transform Automotive	Transform Automotive 7026 Sterling ponds Court Sterling Heights, MI 48312  Matthew J. Botica Winston & Strawn LLP 35 W. Wacker Drive Chicago, Illinois 60601-9703	\$33,238.00
Bluffton Tooling PO between Metaldyne Machining and Assembly Company and Micromatic	Micromatic LLC 525 Berne Street Berne, IN 46711 USA	\$0
Litchfield contract between Metaldyne Machining and Assembly Company, Inc. and CISCO	Carpenter Industrial Supply (CISCO) 3300 Cisco Drive Jackson, MI 49204 USA	\$0
Litchfield PO between Metaldyne Machining and Assembly Company and Finishing Touch	Finishing Touch 191 Simpson Drive Litchfield, MI 49252	\$0

<u>Contract</u>	<u>Counterparty &amp; Address</u>	<u>Cure Amount</u>
Litchfield PO between Metaldyne Machining and Assembly Company and Freudenberg - NOK Georgia	Freudenberg - NOK - Georgia 1 NOK Drive Cleveland, GA 30528  Ralph E. McDowell, Esq. Colin T. Darke, Esq. Bodman LLP 6 <sup>th</sup> Floor at Ford Field 1901 St. Antoine Street Detroit, MI 48226	\$0
Litchfield PO between Metaldyne Machining and Assembly Company and Hebei Metals	Hebei Metals Attn: Du Xinyoug #448 W/ Heping Rd Shijiazhuang 50071 P.R. China	\$0
Litchfield PO between Metaldyne Machining and Assembly Company and JIT Packaging	JIT Packaging PO Box 1690 Brighton, MI 48116	\$0
North Vernon PO between Metaldyne Sintered Components of Indiana and Taeyang Metal Ind. Co. LTD	Taeyang Metal Ind. Co. Ltd. #595 Sunggok-Dong Dan- Won Gu Ansan City, Kyunggi 425- 833 South Korea	\$0
St. Marys scheduled purchase order between Metaldyne Sintered Components and Schaeffler Group USA	Schaeffler Group USA 308 Springhill Farm Rd Ft. Mill, SC 29715	\$0
Master Agreement for Business Process Outsourcing between AMI Strategies, Inc. and Metaldyne Company LLC, dated August 26, 2008	AMI Strategies 34705 W 12 Mile Road Suite 101 Farmington Hills, MI 48331	\$0