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Attorneys for Debtors  
and Debtors in Possession

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

In re:	)	
	)	Chapter 11
	)	
Oldco M Corporation	)	Case No. 09-13412 (MG)
(f/k/a Metaldyne Corporation), <u>et al.</u> ,	)	
	)	
Debtors.	)	Jointly Administered
	)	

**NOTICE OF PRESENTMENT OF THIRD OMNIBUS ORDER  
APPROVING ASSUMPTION AND ASSIGNMENT TO MD INVESTORS**

**PLEASE TAKE NOTICE OF THE FOLLOWING:**

1. At the request of MD Investors Corporation (“MD Investors”), the undersigned will present the proposed order (the “Order”) attached hereto as Exhibit 1 on behalf of the debtors and debtors in possession in the above-captioned cases (collectively, the “Debtors”) to the Honorable Martin Glenn, United States Bankruptcy Judge, in Room 501 of the

United States Bankruptcy Court, Alexander Hamilton Custom House, One Bowling Green, New York, New York 10004, for signature on **November 20, 2009, at 12:00 p.m. (Eastern Time)** (the “Presentment Date”).

2. The Order provides for the assumption by the Debtors and the assignment to MD Investors, the purchaser of substantially all of the Debtors’ assets pursuant to that certain Order (I) 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”), of certain executory contracts and unexpired leases (collective, the “Assumed Contracts”) pursuant to the Sale Order. The MD Investors transaction closed on October 16, 2009.

3. **The Assumed Contracts are set forth on Exhibit A to the Order. The counterparties to the Assumed Contracts were previously notified of the Debtors’ intent to assume and assign the Assumed Contracts pursuant to the contract and cure schedules filed with this Court (Docket Nos. 352, 429, 799, 812, 833, 893 and 982) (collectively, the “Notices”). Only Assumed Contracts for which no objection has been timely received or for which any objection has been resolved are set forth on Exhibit A to the Order, and the cure amounts on Exhibit A are only as set forth in the Notices or pursuant to a written agreement between MD Investors and the counterparty.**

4. Objections, if any, to the Order must be made in writing, with two hard copies to Chambers, conform to the Federal Rules of Bankruptcy Procedure and the Local Rules for the United States Bankruptcy Court for the Southern District of New York and be filed with the Bankruptcy Court and must be served in accordance with the Administrative Order, Pursuant to Bankruptcy Rule 1015(c), Establishing Case Management and Scheduling Procedures in these cases (Docket No. 133) (the “Case Management Order”) so as to be actually received by the parties on the Special Service List and such parties upon whom the Order was required to be served pursuant to the terms of the Case Management Order not later than **11:30 a.m. (Eastern**

**Standard Time) on November 20, 2009** (the “Objection Deadline”).

5. If no objections are timely filed and served with respect to the entry of the Order, the Debtors shall, on the Presentment Date, present the Court, pursuant to Rule 9074-1(b) of the Local Rules of the United States Bankruptcy Court for the Southern District of New York, the Order for entry by the Court with no further notice or opportunity to be heard offered to any party.

6. Copies of the Order, the Case Management Order and the Special Service List may be obtained from the Court's website at <http://ecf.nysb.uscourts.gov> or, free of charge, at [www.bmcgroup.com/metaldyne](http://www.bmcgroup.com/metaldyne).

Dated: November 16, 2009  
New York, New York

Agreed to:

Respectfully submitted,

/s/ Christopher J. Marcus  
Christopher J. Marcus  
Benjamin J. Steele  
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ATTORNEYS FOR MD INVESTORS  
CORPORATION

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ATTORNEYS FOR DEBTORS AND  
DEBTORS IN POSSESSION

**EXHIBIT 1**

**Proposed Order**

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

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In re:

Metaldyne Corporation, et al.,

Debtors.

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)  
) Chapter 11  
)  
) Case No. 09-13412 (MG)  
)  
) Jointly Administered  
)

**THIRD 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”)<sup>2</sup> and Metaldyne Corporation (“Metaldyne”), as set forth in that certain Order (I) Authorizing the Sale of Substantially All of the Debtors’ Assets Free and Clear

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<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.

<sup>2</sup> For purposes of this Order, the term MD Investors includes its wholly-owned subsidiaries Metaldyne LLC and Metaldyne Chassis Products LLC.

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, 833 and 893) 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 through the date hereof 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.

New York, New York

Date: \_\_\_\_\_, 2009

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United States Bankruptcy Judge

**Exhibit A**

**Assumed Contracts**

<b><u>Contract</u></b>	<b><u>Counterparty Address</u></b>	<b><u>Cure Amount</u></b>
AT&T Equipment Lease for the Twinsburg Plant	AT&T Capital Services Inc. 13160 Collections Center Dr Chicago, IL 60693	\$93,600.00
Hardcopy storage Account No. 04116.0Z3406 formed pursuant to a Records Management and Service Agreement between Iron Mountain and Lester Precision Die Cast (now Metaldyne) with an effective date of May 1, 1999	Iron Mountain Attn: Counsel's office 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	\$6404.08
CSI Master Lease Agreement number 182225, dated April 6, 2001 by and between Computer Sales International, Inc. and Metaldyne Company, LLC (to be assigned to Metaldyne LLC)	Computer Sales International, Inc. 10845 Olive Boulevard St. Louis, Missouri 63141	\$9,746.85
Litchfield PO between Metaldyne Machining and Assembly Company and Waupaca Foundry, Gray Iron	Waupaca Foundry, Gray Iron 1955 Brunner Dr Waupaca, WI 54981	\$0
Litchfield PO between Metaldyne Machining and Assembly Company and C. Thorrez Industries	C Thorrez Industries 4909 W. Michigan Ave. Jackson, MI 49201	\$0
Litchfield PO between Metaldyne Machining and Assembly Company and Kirsh Foundry Co. Inc	Kirsh Foundry Co. Inc 125 Rowell St Beaver Dam, WI 53916	\$0
Litchfield PO between Metaldyne Machining and Assembly Company and Rochester Metal Products	Rochester Metal Products Corp 616 Indiana Ave PO Box 488 Rochester, IN 46975	\$0
Litchfield PO between Metaldyne Machining and Assembly Company and Supply Technologies	Supply Technologies PO Box 74-4652 Columbus, OH 43271-4652	\$0
Greensboro PO between Metaldyne Company LLC and Federal Mogul Corporation (to be assigned to Metaldyne Chassis Products LLC)	Federal Mogul Corporation 510 East Grove Street Greenville MI 48838	\$17,447.00



<b><u>Contract</u></b>	<b><u>Counterparty Address</u></b>	<b><u>Cure Amount</u></b>
Greensboro PO between Metaldyne Company LLC and ZF Boge Elastmetall - Hebron (to be assigned to Metaldyne Chassis Products LLC)	ZF Boge Elastmetall - Hebron 1102 Aviation Blvd Hebron KY 41048	\$34,699.20
Edon PO between Metaldyne Machining and Assembly Company and Hitachi Metals America Ltd (to be assigned to Metaldyne Chassis Products LLC)	Hitachi Metals America Ltd 41800 W. Eleven Mile Rd Suite 100 Novi MI 48375	\$340,987.09
Greensboro PO between Metaldyne Company LLC and Hitachi Metals America Ltd (to be assigned to Metaldyne Chassis Products LLC)	Hitachi Metals America Ltd 41800 W. Eleven Mile Rd Suite 100 Novi MI 48375	\$18,105.68
Greensboro PO between Metaldyne Company LLC and NTN Bearing Corporation of America (to be assigned to Metaldyne Chassis Products LLC)	NTN Bearing Corporation of America 39255 West 12 Mile Rd. Farmington Hills MI 48331	\$831,486.80
Agreement dated April 1, 2006 between Metaldyne Corporation, Edon, Ohio and the United Electrical, Radio and Machine Workers of America (UE) and its UE Local 715 (to be assigned to Metaldyne Chassis Products LLC as modified per letter agreement)	Local Union No. 715 507 W. Indiana Street Edon, OH 43518	\$0
Schedule No. 4, dated December 20, 2007, to Master Lease Agreement, dated May 6, 2005, between LaSalle Systems Leasing, Inc. and Metaldyne Company LLC	LaSalle Systems Leasing, Inc 6111 North River Road Rosemont, IL 60018	\$121,458.00
Litchfield PO between Metaldyne Machining and Assembly Company and Alro Plastics	Alro Plastics 2218 Enterprise Drive Jackson, MI 49204-0927	\$0
Litchfield PO between Metaldyne Machining and Assembly Company and General Fasteners Company	General Fasteners Company 37584 Ahrhein Rd Suite 150 Livonia, MI 48150-1012	\$0
Litchfield PO between Metaldyne Machining and Assembly Company and International Hardcoat, Inc.	International Hardcoat, Inc. 12400 Burt Road Detroit, MI 48228	\$0
Litchfield PO between Metaldyne Machining and Assembly Company and Means Industries	Means Industries 1860 S. Jefferson Saginaw, MI 48601	\$0

<b><u>Contract</u></b>	<b><u>Counterparty Address</u></b>	<b><u>Cure Amount</u></b>
Litchfield PO between Metaldyne Machining and Assembly Company and Motion Industries	Motion Industries, 2332 East High Street, Jackson, MI 49203	\$0
Litchfield PO between Metaldyne Machining and Assembly Company and Palmer Engineering, Inc	Palmer Engineering, Inc. 3525 Capital City Blvd Lansing, MI 48906	\$0
Litchfield PO between Metaldyne Machining and Assembly Company and Walker Die Casting Inc.	Walker Die Casting 1133 East Maple Suite 201 Troy, MI 48083	\$0
Litchfield PO between Metaldyne Machining and Assembly Company and Bisbee Infrared Services, Inc.	Bisbee Infrared Services, Inc. PO Box 51 Jackson, MI 49204	\$0
Litchfield PO between Metaldyne Machining and Assembly Company and Tri State Dunnage	Tri State Dunnage 14 Logan St. Hillsdale, MI 49242	\$0
Litchfield PO between Metaldyne Machining and Assembly Company and Exotic Automation & Supply	Exotic Automation & Supply 8227 Northwest Blvd., Suite 270 Indianapolis, IN 46278	\$0
Litchfield PO between Metaldyne Machining and Assembly Company and Trojan Heat Treat, Inc.	Trojan Heat Treat, Inc. PO Box 97 Homer, MI 49245	\$0
North Vernon PO between Metaldyne Sintered Components of Indiana and Acument - Ring Screw	Acument - Ring Screw LLC 4160 E Baldwin Holly, MI 48422	\$0
North Vernon PO between Metaldyne Sintered Components of Indiana and KS Gleitlager GMBH	KS Gleitlager GMBH AM Bahnhof 14 Postfach 65 62 GERMANY	\$0
St. Mary's scheduled purchase order between Metaldyne Sintered Components and General Wire and Stamping	General Wire & Stamping 3 Emery Ave Randolph, NJ 07869	\$0
St. Mary's purchase order between Metaldyne Sintered Components and Servitech Industries, Inc.	Servitech Industries Inc. 550 Brick Church Park Drive Nashville, TN 37207	\$0
St. Mary's scheduled purchase order between Metaldyne Sintered Components and Smalley Steel Ring Company	Smalley Steel Ring Co. 555 Oakwood Rd Lake Zurich, IL 60047	\$0
Share Lease Agreement, between Asahi Tec Corporation and Metaldyne Company LLC, dated as of October 19, 2007	Asahi Tec Corporation 547-1 Horinouchi, Kikugawa City Shizuoka, Japan 439-8651	\$0