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

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

**MONTHLY OPERATING REPORT FOR OLDSCO M CORPORATION
(F/K/A METALDYNE CORPORATION)
AND ITS AFFILIATED DEBTORS FOR THE PERIOD
OCTOBER 16, 2009 THROUGH NOVEMBER 29, 2009**

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK
JUDGE: MARTIN GLENN

CASE NO: 09-13412 (MG)
CHAPTER 11

OLDCO M CORPORATION, ET AL. ⁽¹⁾

MONTHLY OPERATING REPORT

PERIOD COVERED: October 16, 2009 – November 29, 2009

DEBTORS' ADDRESS:

47603 Halvard Drive
Plymouth, MI 48170

MONTHLY DISBURSEMENTS ⁽²⁾:

\$ 25.2 million

DEBTORS' ATTORNEY:

Jones Day
222 East 41st Street
New York, NY 10017

MONTHLY NET LOSS:

\$ (219.6) million

REPORT PREPARER:

Larry Carroll
SIGNATURE OF REPORT PREPARER

VP & CHIEF LIQUIDATING OFFICER
TITLE

LARRY CARROLL
PRINTED NAME OF REPORT PREPARER

January 22, 2010
DATE

The report preparer, having reviewed the attached report and being familiar with the Debtors' financial affairs, verified under the penalty of perjury that the information contained therein is complete, accurate and truthful to the best of his/her knowledge. ⁽³⁾

(1) See next page for a listing of Debtors by case number.

(2) Represents disbursements from Debtors from October 16, 2009 through November 29, 2009.

(3) All amounts herein are preliminary, unaudited and subject to revision.

In re Oldco M Corporation, et al.
Case No. 09-13412 (MG) (Jointly Administered)
Reporting Period: October 16, 2009 – November 29, 2009

| <u>Debtors:</u> | <u>Case Number:</u> |
|--|---------------------|
| MD Products Corp. | 09-13411 |
| Oldco M Corporation | 09-13412 |
| Oldco M Engine Co., LLC | 09-13413 |
| Oldco M Company LLC | 09-13414 |
| Oldco M Lester Precision Die Casting, Inc. | 09-13415 |
| Oldco M Sintered Components, LLC | 09-13416 |
| Oldco M Tubular Products, Inc. | 09-13417 |
| Oldco M DuPage Die Casting Corporation | 09-13418 |
| Oldco M Machining and Assembly Company, Inc. | 09-13419 |
| Oldco M Light Metals Company, Inc. | 09-13420 |
| Oldco M Sintered Components St. Marys, Inc. | 09-13421 |
| NC-M Chassis Systems, LLC | 09-13422 |
| Punchcraft Company | 09-13423 |
| Windfall Specialty Powders, Inc. | 09-13424 |
| Oldco M Asia, Inc. | 09-13425 |
| Oldco M Driveline Co., LLC | 09-13426 |
| Oldco M Europe, Inc. | 09-13427 |
| Oldco M Precision Forming – Fort Wayne, Inc. | 09-13428 |
| Oldco M Services, Inc. | 09-13429 |
| Oldco M Sintered Components of Indiana, Inc. | 09-13430 |
| Oldco M U.S. Holding Co. | 09-13431 |
| ER Acquisition Corp. | 09-13432 |
| GMTI Holding Company | 09-13433 |
| Halyard Aviation Services, Inc. | 09-13434 |
| MascoTech Saturn Holdings Inc. | 09-13435 |
| MASG Disposition, Inc. | 09-13436 |
| MASX Energy Services Group, Inc. | 09-13437 |
| Precision Headed Products, Inc. | 09-13438 |
| Stahl International, Inc. | 09-13439 |
| W.C. McCurdy Co. | 09-13440 |
| Oldco M Intermediate Holdco, Inc. | 09-13441 |

**OLDCO M CORPORATION, ET AL.
MONTHLY OPERATING REPORT
October 16, 2009 – November 29, 2009**

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OLDCO M CORPORATION
DEBTOR IN POSSESSION
CONDENSED STATEMENT OF INCOME (LOSS)
(in thousands)

| | 45 Days Ended <u>November 29, 2009</u> ⁽⁴⁾ (unaudited) |
|--|--|
| Net sales | \$ 12,253 |
| Cost and expenses | |
| Cost of sales | (13,078) |
| Selling, general and administrative expenses | 346 |
| Other income, net | <u>(6,094)</u> |
| Income (loss) from operations | (6,573) |
| Interest income | 1 |
| Long-lived asset impairment | (9,271) |
| Reorganization items, net | 442,177 |
| Loss on sale of assets | <u>(642,120)</u> |
| Profit / (loss) before income taxes | (215,786) |
| Income tax expense / (benefit) | <u>3,770</u> |
| Net loss | <u>\$ (219,556)</u> |

The unaudited financial information contained herein is not prepared in accordance with accounting principles generally accepted in the United States.

⁽⁴⁾ Includes adjustments to the period ending October 15, 2009 recorded after the October filing.

**OLDCO M CORPORATION
DEBTOR IN POSSESSION
CONDENSED BALANCE SHEET
(in thousands)**

November 29, 2009
(unaudited)

Assets

| | |
|-----------------------------------|-------------------------|
| Current assets | |
| Cash and cash equivalents | \$ 15,695 |
| Accounts receivable | |
| Trade | 3,802 |
| Other | 414 |
| Inventories | 749 |
| Deferred income taxes | - |
| Prepaid expenses and other assets | <u>7,804</u> |
| Total current assets | 28,464 |
| Property and equipment, net | 13,921 |
| Amortized intangible assets | - |
| Other assets | <u>-</u> |
| Total assets | <u>\$ 42,385</u> |

Liabilities and Shareholders' Equity

| | |
|---|-------------------------|
| Current liabilities | |
| Accounts payable | \$ 8,822 |
| Accrued liabilities | 497 |
| Related party loan | - |
| Revolving credit facility | - |
| Other short-term notes payable | <u>-</u> |
| Total current liabilities | 9,319 |
| Liabilities subject to compromise | 345,086 |
| Deferred income taxes | 1,823 |
| Other long-term liabilities | 1,431 |
| Minority interest in consolidated subsidiaries | - |
| Shareholders' equity | <u>(315,274)</u> |
| Total liabilities and shareholders' equity | <u>\$ 42,385</u> |

The unaudited financial information contained herein is not prepared in accordance with accounting principles generally accepted in the United States. Asset values are presented at book value and may not represent amounts realized upon liquidations.

**OLDCO M CORPORATION
DEBTOR IN POSSESSION
CONDENSED STATEMENT OF CASH FLOWS
(in thousands)**

| | 45 Days Ended <u>November 29, 2009</u>⁽⁴⁾ (unaudited) |
|---|---|
| Net loss | \$ (219,556) |
| Long-lived asset impairment | 9,271 |
| Loss on sale of assets | 642,278 |
| Extinguishment of debt | <u>(445,595)</u> |
| Net loss from operating activity | (13,602) |
| Depreciation and amortization | 1,397 |
| Reorganization items | 3,418 |
| Payment of reorganization items | (1,606) |
| Decrease (increase) in working capital | (7,198) |
| Other | <u>(11,578)</u> |
| Net cash flows provided by / (used for) operating activities | <u>(29,169)</u> |
| Investing activities | |
| Purchases of property, plant and equipment | - |
| Proceeds from sale of assets | <u>4,250</u> |
| Net cash flows provided by / (used for) investing activities | <u>4,250</u> |
| Financing activities | |
| Net change in short-term debt | 0 |
| Pay down of revolving credit facility | <u>(20,776)</u> |
| Net cash flows provided by / (used for) financing activities | <u>(20,776)</u> |
| Effect of exchange rates on cash | <u>-</u> |
| Net increase / (decrease) in cash and cash equivalents | (45,695) |
| Cash and cash equivalents -- beginning of period | <u>61,390</u> |
| Cash and cash equivalents -- end of period | <u>\$ 15,695</u> |

The unaudited financial information contained herein is not prepared in accordance with accounting principles generally accepted in the United States.

⁽⁴⁾ Includes adjustments to the period ending October 15, 2009 recorded after the October filing.

**OLDCO M CORPORATION
DEBTOR IN POSSESSION
NOTES TO MONTHLY OPERATING REPORT**

Note 1: Basis of Presentation

General

Oldco M Corporation ("Oldco M") (f/k/a Metaldyne Corporation) was a leading global manufacturer of highly engineered metal components for the global light vehicle market. Oldco M's products included metal-formed and precision-engineered components and modular systems used in vehicle engine, transmission, and chassis applications.

The unaudited condensed financial statements and supplemental information contained herein present the condensed financial information of Oldco M and its Debtor and non-Debtor subsidiaries, unless noted otherwise.

On May 27, 2009 (the "Petition Date"), Oldco M and 30 of its wholly-owned domestic subsidiaries (collectively, the "Debtors") filed voluntary petitions for reorganization under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code") in the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court"). These chapter 11 cases are administered jointly under Case Number 09-13412 (MG) (collectively, the "Bankruptcy Cases"). A listing of the Debtors and their respective case numbers is set forth at the beginning of this Monthly Operating Report. None of Oldco M's non-U.S. subsidiaries have filed bankruptcy petitions and none of these entities is a Debtor in the Bankruptcy Cases. See Note 2, below, for more information about these reorganization proceedings.

This Monthly Operating Report has been prepared solely for the purpose of complying with the monthly reporting requirements applicable in the Bankruptcy Cases and is in a format acceptable to the Office of the United States Trustee for the Southern District of New York (the U.S. Trustee). For the month of November 2009, the Monthly Operating Report covers the period from October 16, 2009 to November 29, 2009. The reporting period addresses certain major occurrences since the sale of substantially all of the Debtors assets to MD Investors Corporation ("MD Investors") on October 16, 2009.

The financial information contained herein is limited in scope and covers a limited time period. Moreover, such information is unaudited and, as discussed below, is not prepared in accordance with accounting principles generally accepted in the United States ("GAAP"). Accordingly, this Monthly Operating Report should not be used for investment purposes.

Accounting Requirements

The condensed financial statements herein have been prepared in accordance with the guidance in Financial Accounting Standards Board's Accounting Standards Codification ("FASB ASC") 952, "Reorganizations", which is applicable to companies operating under chapter 11. FASB ASC 952 generally does not change the manner in which financial statements are prepared. However, it does require that the financial statements for periods subsequent to the filing of the chapter 11 petition distinguish transactions and events that are directly associated with the reorganization from the ongoing operations of the business.

The Debtors have completed a process to sell substantially all of their assets under section 363 of the Bankruptcy Code (See Note 2: Reorganization Proceedings). The net impact of assets sold to MD Investors has been reported in loss on sale of assets for the period ended November 29, 2009.

The Debtors last performed a property and equipment impairment analysis, as required by FASB ASC 360 "Property, Plant and Equipment", for the fiscal year ended March 29, 2009. Intangible assets were impaired for the period ending November 29, 2009.

Financial Statements Presented

Oldco M maintains a fifty-two/fifty-three week fiscal year ending on the Sunday nearest March 31. Therefore, the fiscal months contained in a fiscal quarter contain five weeks for the first fiscal month of the quarter and four weeks for the second and third fiscal months (5-4-4 accounting calendar).

The condensed statements of income (loss) and cash flows presented herein are for the 45 days ended November 29, 2009. Schedule 1: Cash Disbursements by Debtors, Schedule 2: Payroll Taxes Paid, Schedule 3: Postpetition Sales, Use and Property Taxes Paid, and Schedule 4: Professional Fees Paid contain further information regarding cash disbursements made during the postpetition period of October 16, 2009 through November 29, 2009.

The condensed financial statements herein have been derived from Oldco M's internal books and records. They include normal recurring adjustments, but not all of the adjustments that would typically be made for quarterly and annual financial statements prepared in accordance with GAAP. In addition, certain information and footnote disclosures normally included in financial statements prepared in accordance with GAAP have been condensed or omitted.

Furthermore, the monthly information presented herein has not been subjected to the same level of accounting review and testing that Oldco M historically applied in the preparation of its quarterly and annual financial information in accordance with GAAP. Accordingly, the financial information herein is subject to change and any such change could be material. The results of operations contained herein are not necessarily indicative of results which may be expected for any other period or the full year and may not reflect Oldco M's consolidated results of operations, financial position and cash flows in the future.

Note 2: Reorganization Proceedings

The Debtors are operating their business in the ordinary course of business as debtors in possession in accordance with the applicable provisions of the Bankruptcy Code and the orders of the Bankruptcy Court.

The Debtors have received approval from the Bankruptcy Court to pay or otherwise honor certain of their prepetition obligations, subject to certain restrictions, including employee wages, salaries, certain benefits and other employee obligations; and claims of foreign vendors and certain suppliers that are critical to the Debtors' continued operation.

In accordance with certain milestones set forth under the terms of the DIP Facility (as such term is defined below), on June 16, 2009 the Debtors filed a motion to approve bidding and sale procedures for certain assets of the Debtors' Powertrain business group (the "Powertrain Assets") and, on June 25, 2009, filed a motion to approve bidding and sale procedures for certain assets of the Debtors' Chassis business group (the "Chassis Assets").

With respect to the Powertrain Assets, the Bankruptcy Court entered an order approving bidding and sale procedures on June 25, 2009, which was subsequently amended on June 25, 2009, July 20, 2009 and July 28, 2009 (as amended, the "Powertrain Bidding Procedures Order"). Pursuant to the Powertrain Bidding Procedures Order, a bid submitted by HHI Holdings, LLC served as the "stalking horse" bid for the Powertrain Assets. With respect to the Chassis Assets, the Bankruptcy Court entered an order approving bidding and sale procedures on July 8, 2009 (the "Chassis Bidding Procedures Order").

On August 5 and August 6, the Debtors held an auction during which MD Investors submitted a bid for substantially all of the Debtors' assets. The Debtors concluded that the MD Investors bid was the highest and best bid for each of the Powertrain Assets and Chassis Assets and the Debtors' Balance Shaft Module and Tubular business segments. The final bid included \$39.5 million in cash, subject to certain adjustments, an assumption of \$8.5 million in administrative priority claims, \$2.5 million in cash to fund a litigation trust for the Official Committee of Unsecured Creditors (the "UCC") and a credit bid of all of the debt outstanding under the Term Facility (the balance of which was approximately \$425 million). The Bankruptcy Court approved the sale of substantially all of the Debtors assets to MD Investors on August 12, 2009, and the sale transaction closed on October 16, 2009 (the "Closing").

Upon the Closing, all of the debt under the Debtors' Term Facility was extinguished as a result of the credit bid submitted by MD Investors. In addition, subsequent to the Closing and pursuant to the terms of the Sale Order entered by the Bankruptcy Court, the Debtors used certain of the proceeds from the MD Investors Transaction to pay all outstanding amounts owed to the Prepetition ABL Lenders.

Since the Closing, the Debtors have continued to work with MD Investors to finalize certain issues related to the MD Investors Transaction, including, in particular, finalizing the necessary orders to effectuate the assumption and assignment of certain executory contracts and unexpired leases in connection with the MD Investors Transaction.

In addition, since the Closing, the Debtors have negotiated with other parties in interest and developed a plan of liquidation (as may be subsequently amended, the "Plan") and accompanying disclosure statement (as may be subsequently amended, the "Disclosure Statement"), both of which were filed with the Bankruptcy court on December 7, 2009. The bankruptcy court approved the disclosure statement on January 11, 2010 and a hearing on the confirmation of the plan is scheduled for February 23, 2010.

Taxes

Income taxes are accounted for in accordance with FASB ASC 740 "Income Taxes." Current and deferred income tax assets and liabilities are recognized based on events which have occurred and are measured by the enacted tax laws. Based on a history of losses in the U.S. and near-term prospects for continued losses, Oldco M established a 100% valuation allowance against its U.S. federal deferred tax assets. Deferred tax assets resulting from subsequent U.S. losses have been offset by increases in the valuation allowances, effectively eliminating the benefit of those losses. Subsequent to March 29, 2009, these tax provisions have not been updated.

The Debtors have received Bankruptcy Court approval to pay prepetition sales, use and certain other taxes in the ordinary course of their business. See "Schedule 2: Payroll Taxes Paid" and "Schedule 3: Postpetition Sales, Use and Property Taxes Paid" for information regarding taxes paid. The Debtors believe that all tax returns are being prepared and filed when due, or extended as necessary, and that they are paying all postpetition taxes as they become due or obtaining extensions for the payment thereof.

Note 3: DIP Financing

On May 28, 2009, the Debtors filed the Motion of Debtors and Debtors in Possession for Interim and Final Orders Pursuant to Sections 361, 362, 363, 364 and 510 of the Bankruptcy Code and Rule 4001 of the Federal Rules of Bankruptcy Procedure (A) Authorizing the Debtors to (I) Use Cash Collateral of Prepetition Secured Lenders, (II) Obtain Postpetition Financing and (III) Provide Adequate Protection to Prepetition Secured Lenders, (B) Authorizing Debtors to Enter into, and Approving, an Accommodation Agreement with Certain Customers (the "Accommodation Agreement") and (C) Providing Notice and Scheduling Final Hearing [Docket No. 24] (the "DIP Motion").

On June 23, 2009 the Court entered a final order approving the relief requested in the DIP Motion (the "Final DIP Order") [Docket No. 78], including authorizing the Debtors to borrow up to \$19.8 million in postpetition financing (the "DIP Facility") and to use the cash collateral of the Debtors' prepetition secured

lenders. Interest under the DIP Facility accrued at the prime rate, as established by JPMorgan Chase Bank, N.A., plus a per annum margin of 2%. The terms of the DIP Facility were extended by stipulations entered by the Court on July 20, 2009, August 10, 2009, August 27, 2009 and October 1, 2009. The obligations under the DIP Facility were guaranteed by each of the Debtors and were secured by senior and junior liens on substantially all of the Debtors' assets. The DIP Facility has expired under its terms and the Debtors did not borrow any of the funds available under the DIP Facility prior to it expiring.

Note 4: Liabilities Subject to Compromise

As a result of these chapter 11 filings, the Debtors' petition indebtedness is subject to compromise or other treatment under a chapter 11 plan. FASB ASC 952 requires that prepetition liabilities subject to compromise be reported at the amounts expected to be allowed as claims, even if they may be settled for lesser amounts. The amounts currently classified as liabilities subject to compromise represent Oldco M's estimate of known or potential prepetition claims to be addressed in connection with the Bankruptcy Cases. Such claims remain subject to future adjustments resulting from, among other things, negotiations with creditors, rejection of executory contracts and unexpired leases and orders of the Bankruptcy Court. The terms under which any allowed claims will be satisfied will be established at a later date in the Bankruptcy Cases in connection with the Plan and Disclosure Statement. Upon confirmation of a plan, the plan becomes binding on a debtor and all of its creditors and the obligations owed by such debtor are compromised and exchanged for the obligations specified in such plan.

The Debtors are evaluating the claims that have been submitted on or before August 14, 2009 bar date and subsequent claims as may be permitted by motions of the Bankruptcy Court. In light of the substantial number and amounts of claims filed, this review is ongoing, and the claims review and resolution process may take considerable time to complete. At this time, in conjunction with the Plan and Disclosure Statement, the Debtors have estimated the percentage of recovery for each of eight separate classes of claims in the Plan. The Debtors' estimate of recoveries are based on their estimate of the claims, however there can be no assurance that the Debtors' estimate of the likely aggregate claims allowed will prove to be accurate.

The amount of liabilities subject to compromise reported herein was \$345.1 million on November 29, 2009. The Debtors' prepetition debt of \$91.8 million is included within liabilities subject to compromise. In connection with the sale to MD Investor \$445.6 million of prepetition debt was extinguished. In accordance with FASB ASC 952, following the Petition Date Oldco M discontinued recording interest expense on debt classified as liabilities subject to compromise. The contractual interest that was not recognized was \$0.8 million for the postpetition period of October 16, 2009 through November 29, 2009.

Under the Bankruptcy Code, the Debtors have the right to assume or reject unexpired leases, subject to Bankruptcy Court approval and other limitations. In this context "assuming" an unexpired lease generally means that a Debtor or its assignee will agree to perform its obligations under the lease and cure certain existing defaults under the lease. "Rejecting" a lease means that a Debtor will be relieved of its obligations to perform in the future under the lease, which will give rise to an unsecured prepetition claim for damages for the breach thereof. The lessors could also have an administrative claim against the estate for the Debtors' postpetition use of the equipment to the extent a Debtor has not otherwise paid for such use.

Since the Petition Date, the Debtors have obtained five orders from the Bankruptcy court authorizing the rejection of certain executory contracts and unexpired leases. In addition, pursuant to the Closing, the Debtors were authorized to assume and assign certain executory contracts and unexpired leases to MD Investors. Lists of assigned agreements have been filed with the Bankruptcy court on a rolling basis.

The Debtors are continuing to review remaining individual lease agreements and account for potential losses resulting from the rejection of certain agreements in accordance with FASB ASC 952.

- In May and June 2009, an equipment lessor of the Debtors alleged defaults of certain lease agreements and collectively drew \$12.5 million against outstanding letters of credit, which is included in the Debtors' prepetition debt of \$525.4 million. During September 2009, leases representing \$9.7 million of the letters of credit draws were rejected. Therefore, the \$9.7 million of rejected leases was expensed

during the month of September 2009. During November 2009, in settlement with the equipment lessor, the Debtors waived any right to any proceeds against the letters of credit and the remaining \$2.8 million was expensed during the month of November 2009.

- Additionally, in September 2009 an equipment lessor of the Debtors drew \$3.4 million (which was not included in the Debtors' prepetition debt) against an outstanding letter of credit as part of a subsequent \$4.1 million buy out of certain leases.

Note 5: Reorganization Items

FASB ASC 952 requires that reorganization items, such as professional fees directly related to the process of reorganizing under chapter 11 and provisions and adjustments to reflect the carrying value of certain prepetition liabilities at their estimated allowable claim amounts, be reported separately. The Debtors' reorganization gain for the 45 days ended November 29, 2009 consisted of gains from debt extinguishment partially offset by the write-off of rejected leases, professional fees incurred and customer discounts taken..

Pursuant to orders of the Bankruptcy Court, professionals retained by the Debtors and by the UCC appointed in the Bankruptcy Cases, are entitled to receive payment for a substantial portion – but not all of - their fees and expenses on a monthly basis, subject to compliance with certain procedures established by orders of the Bankruptcy Court and the Bankruptcy Code. In addition, under the terms of the DIP Facility, the Debtors were obligated to reimburse the lenders for the fees and expenses of their professionals. The Debtors are making the required payments to such professionals, as described above, and believe they are current with regard to such payments.

Note 6: Postpetition Accounts Payable

The Debtors believe that undisputed postpetition accounts payable have been and are being paid under agreed payment terms and the Debtors intend to continue paying undisputed postpetition obligations as they become due. See "Schedule 1: Cash Disbursements by Debtors" for postpetition disbursements for 45 days ended November 29, 2009.

Note 7: Oldco M Pension Plan

On July 31, 2009, the Pension Benefit Guaranty Corporation ("PBGC") announced it would terminate and take responsibility for the underfunded pension plan covering about 10,770 workers and retirees of the Debtors. The PBGC became the trustee of the pension plan on August 31, 2009. During September 2009, a reorganization expense of \$124 million and an increase in liabilities subject to compromise of \$124 million was recognized based on the PBGC's determination of unfunded pension obligations, although the Debtors have not consented to these determinations.

Schedule 1

In re Oldco M Corporation, et al.
Case No. 09-13412 (MG) (Jointly Administered)
Reporting Period: October 16, 2009 – November 29, 2009
Cash Disbursements by Debtors
(in thousands)

| <u>Petitioning Entities:</u> | <u>Case Number:</u> | <u>Disbursements from October 16, 2009 to November 29, 2009</u> |
|--|---------------------|---|
| MD Products Corp. | 09-13411 | \$ -- |
| Oldco M Corporation | 09-13412 | 10,395 |
| Oldco M Engine Co., LLC | 09-13413 | -- |
| Oldco M Company LLC | 09-13414 | 4,215 |
| Oldco M Lester Precision Die Casting, Inc. | 09-13415 | 24 |
| Oldco M Sintered Components, LLC | 09-13416 | 1,310 |
| Oldco M Tubular Products, Inc. | 09-13417 | 520 |
| Oldco M DuPage Die Casting Corporation | 09-13418 | 1,193 |
| Oldco M Machining and Assembly Company, Inc. | 09-13419 | 6,650 |
| Oldco M Light Metals Company, Inc. | 09-13420 | -- |
| Oldco M Sintered Components St. Marys, Inc. | 09-13421 | 289 |
| NC-M Chassis Systems, LLC | 09-13422 | 344 |
| Punchcraft Company | 09-13423 | 78 |
| Windfall Specialty Powders, Inc. | 09-13424 | -- |
| Oldco M Asia, Inc. | 09-13425 | -- |
| Oldco M Driveline Co., LLC | 09-13426 | -- |
| Oldco M Europe, Inc. | 09-13427 | -- |
| Oldco M Precision Forming – Fort Wayne, Inc. | 09-13428 | -- |
| Oldco M Services, Inc. | 09-13429 | -- |
| Oldco M Sintered Components of Indiana, Inc. | 09-13430 | 171 |
| Oldco M U.S. Holding Co. | 09-13431 | -- |
| ER Acquisition Corp. | 09-13432 | -- |
| GMTI Holding Company | 09-13433 | -- |
| Halyard Aviation Services, Inc. | 09-13434 | -- |
| MascoTech Saturn Holdings Inc. | 09-13435 | -- |
| MASG Disposition, Inc. | 09-13436 | -- |
| MASX Energy Services Group, Inc. | 09-13437 | -- |
| Precision Headed Products, Inc. | 09-13438 | -- |
| Stahl International, Inc. | 09-13439 | -- |
| W.C. McCurdy Co. | 09-13440 | -- |
| Oldco M Intermediate Holdco, Inc. | 09-13441 | -- |
| | | \$ <u>25,189</u> |
| Total Cash Disbursements ^(a) | | |

^(a) Disbursements are actual cash disbursements incurred for the period.

In re Oldco M Corporation, et al.
Case No. 09-13412 (MG) (Jointly Administered)
Reporting Period: October 16, 2009 – November 29, 2009
Payroll Taxes Paid^(b)
(in thousands)

| <u>FEDERAL</u> | | | | <u>TOTALS</u> |
|----------------------------------|----------------|----------------|---------------|-------------------|
| Liabilities incurred or withheld | | | | |
| <u>FIT</u> | <u>FICA-ER</u> | <u>FICA-EE</u> | <u>FUTA</u> | |
| \$305 | \$151 | \$151 | \$0 | \$607 |
| Deposits released and pending | | | | |
| <u>FIT</u> | <u>FICA-ER</u> | <u>FICA-EE</u> | <u>FUTA</u> | |
| (305) | (151) | (151) | (0) | (607) |
| <u>STATE</u> | | | | <u>TOTALS</u> |
| Liabilities incurred or withheld | | | | |
| <u>SIT</u> | <u>SUI-ER</u> | <u>SUI-EE</u> | <u>SDI-EE</u> | |
| 90 | 1 | 0 | 0 | 91 |
| Deposits released and pending | | | | |
| <u>SIT</u> | <u>SUI-ER</u> | <u>SUI-EE</u> | <u>SDI-EE</u> | |
| (90) | (1) | (0) | (0) | (91) |
| <u>LOCAL</u> | | | | <u>TOTALS</u> |
| Liabilities incurred or withheld | | | | |
| <u>CIT</u> | | | | |
| 0 | | | | 0 |
| Deposits released and pending | | | | |
| <u>CIT</u> | | | | |
| (0) | | | | (0) |

^(b) Payroll taxes paid includes Debtor locations only.

Schedule 3

In re Oldco M Corporation, et al.
 Case No. 09-13412 (MG) (Jointly Administered)
 Reporting Period: October 16, 2009 – November 29, 2009
 Postpetition Sales, Use and Property Taxes Paid
 (in thousands)

| <u>Tax Authority</u> | <u>State</u> | <u>Type of Tax</u> | <u>Taxes Paid</u> |
|--------------------------------------|--------------|--------------------|-------------------|
| City of Plymouth, MI | MI | Real property tax | \$ 203 |
| City of Warren, MI | MI | Real property tax | 56 |
| William County, MI | MI | Real property tax | 25 |
| North Carolina Department of Revenue | NC | Sales and use tax | <u>6</u> |
| Total | | | \$ 290 |

In re Oldco M Corporation, et al.
Case No. 09-13412 (MG) (Jointly Administered)
Reporting Period: October 16, 2009 – November 29, 2009
Professional Fees Paid
(in thousands)

| <u>Payee:</u> | <u>Fees Paid During</u> <u>45 days ending</u> <u>November 29, 2009:</u> |
|---------------------|---|
| Jones Day | \$ 756 |
| Alix Partners | 211 |
| Reed Smith | 131 |
| Donnelly Penman | 104 |
| B&M Mexico | 103 |
| Foley & Lardner | 58 |
| Deloitte | 55 |
| BMC | 50 |
| McDonald Hopkins | 47 |
| Kim & Chang - Korea | 41 |
| B&M Hong Kong | 28 |
| Huron Consulting | 16 |
| All other | 7 |
| Total | <u>\$ 1,607</u> |

In re Oldco M Corporation, et al.
Case No. 09-13412 (MG) (Jointly Administered)
Reporting Period: October 16, 2009 – November 29, 2009
Questionnaire

Debtor Questionnaire

| You are to complete each item on this list by answering "Yes" or "No" to all of the questions. If "Yes," provide a detailed explanation of each item. Attach additional sheets if necessary. | | Yes | No |
|--|--|-----|----|
| 1 | Have any assets been sold or transferred outside the normal course of business this reporting period? ^(a) | X | |
| 2 | Have any funds been disbursed from any account other than a debtor in possession account this reporting period? | | X |
| 3 | Is the Debtor delinquent in the timely filing of any postpetition tax returns? | | X |
| 4 | Are workers compensation, general liability or other necessary insurance coverages expired or cancelled, or has the debtor received notice of expiration or cancellation of such policies? | | X |
| 5 | Is the Debtor delinquent in paying any insurance premium payment? | | X |
| 6 | Have any payments been made on prepetition liabilities this reporting period? ^(b) | X | |
| 7 | Are any postpetition receivables (accounts, notes or loans) due from related parties? ^(c) | X | |
| 8 | Are any postpetition payroll taxes past due? | | X |
| 9 | Are any postpetition State or Federal income taxes past due? | | X |
| 10 | Are any postpetition real estate taxes past due? | | X |
| 11 | Are any other postpetition taxes past due? | | X |
| 12 | Have any prepetition taxes been paid during this reporting period? | | X |
| 13 | Are any amounts owed to postpetition creditors delinquent? | | X |
| 14 | Are any wage payments past due? | | X |
| 15 | Have any postpetition loans been received by the Debtor from any party? | | X |
| 16 | Is the Debtor delinquent in paying any U.S. Trustee fees? | | X |
| 17 | Is the Debtor delinquent with any court ordered payments to attorneys or other professionals? | | X |
| 18 | Have the owners or shareholders received any compensation outside of the normal course of business? | | X |

^(a) On August 12, 2009 the Bankruptcy Court approved the sale of substantially all of the Debtors assets to MD Investors with the sales transaction closing on October 16, 2009. Gain/loss on the sale of these assets is included within discontinued operations..

^(b) Payments were made on certain prepetition liabilities only to the extent allowed under First Day Motions and Orders or in connection with cure payments made on assumed contracts and leases..

^(c) Postpetition receivables / payables are due from Metaldyne Company, LLC the successor company, for receipts / payments made upon their behalf prior to the establishment of separate banking arrangements.