

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

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: **Chapter 11 Case No.**
: **09-50026 (REG)**
: **(Jointly Administered)**
: **Debtors.**
: **(Jointly Administered)**
: **(Jointly Administered)**
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**ORDER PURSUANT TO 11 U.S.C. § 365 AUTHORIZING
POST-EFFECTIVE DATE DEBTORS TO ASSUME AND ASSIGN
CERTAIN DEALER-RELATED AGREEMENTS TO GENERAL MOTORS LLC**

Upon the Motion, dated April 20, 2011 (the “**Motion**”),¹ of Motors Liquidation Company (f/k/a General Motors Corporation) and its affiliated debtors, as post-effective date debtors (collectively, the “**Debtors**”), for an order authorizing the Debtors to assume and assign certain Dealer-Related Agreements to General Motors LLC (“**New GM**”), on and as of the date of the entry of this order, pursuant to section 365 of title 11 of the United States Code (the “**Bankruptcy Code**”), and Rule 6004 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), all as more fully described in the Motion; and due and proper notice of the Motion having been provided, and it appearing that no other or further notice need be provided; and the Court having found and determined that the relief sought in the Motion has been timely requested and is in the best interests of the Debtors, their estates, creditors, and all parties in interest and that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is

ORDERED that the Motion is granted as provided herein; and it is further

¹ Capitalized terms used herein and not otherwise defined herein shall have the meanings ascribed to such terms in the Motion.

ORDERED that pursuant to sections 365(a), (b), and (f) of the Bankruptcy Code, the Debtors are authorized to assume the Dealer-Related Agreements listed on **Exhibit "A"** to the Motion, and assign them to New GM, on and as of the date of entry of this Order; and it is further

ORDERED that in the absence of any objection by any counterparty to the cure amount of \$0.00 for each Dealer-Related Agreement set forth on **Exhibit "A"** to the Motion by the Objection Deadline, such counterparty shall be barred from asserting a claim for any defaults arising prior to the effective date of assumption for its respective Dealer-Related Agreement; and it is further

ORDERED that the requirements set forth in Bankruptcy Rule 6004(a) are hereby waived; and it is further

ORDERED that pursuant to Bankruptcy Rule 6004(h), the terms and provisions of the Order shall be immediately effective and enforceable upon its entry; and it is further

ORDERED that this Court shall retain jurisdiction to hear and determine all matters arising from or related to this Order.

Dated: New York, New York
May 25, 2011

s/ Robert E. Gerber

United States Bankruptcy Judge