

Deborah Kovsky-Apap  
 Matthew J. Lund (*admitted pro hac vice*)  
 PEPPER HAMILTON LLP  
 Suite 3600  
 100 Renaissance Center  
 Detroit, Michigan 48243  
 Telephone: 313.259.7110  
 Facsimile: 313.259.7926  
*Ordinary Course Professionals for Motors Liquidation Company*

R. Christopher Cataldo (*admitted pro hac vice*)  
 Jaffe Raitt Heuer & Weiss, P.C.  
 27777 Franklin Road  
 Suite 2500  
 Southfield, MI 48034-8214  
*Counsel for MCM Management Corp.*

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

	)		
In re	)	Chapter 11 Case No.	
	)	09-50026 (REG)	
MOTORS LIQUIDATION COMPANY, <i>et al.</i> ,	)		
f/k/a General Motors Corp., <i>et al.</i> ,	)	(Jointly Administered)	
	)		
Debtors.	)		
	)		
MOTORS LIQUIDATION COMPANY,	)		
	)		
Plaintiff/Counter-Defendant,	)	Adv. Pro. No. 10-05008	
	)		
v.	)		
	)		
MCM Management Corp.,	)		
	)		
Defendant/Counter-Plaintiff.	)		

**STIPULATION REGARDING MOTORS LIQUIDATION COMPANY’S  
 PARTIAL MOTION TO DISMISS AND  
MCM MANAGEMENT CORP.’S COUNTERCLAIM**

The parties hereto, by their undersigned counsel, hereby stipulate and agree as follows:

1. Motors Liquidation Company's Partial Motion to Dismiss MCM Management Corp.'s Counterclaim is hereby WITHDRAWN without prejudice.
2. The parties shall use their best efforts to resolve consensually the issues raised in the Partial Motion to Dismiss as to the sufficiency of MCM Management Corp.'s pleadings.
3. MCM Management Corp. shall file an Amended Counterclaim on or before August 11, 2010.
4. Motors Liquidation Company shall answer the Amended Counterclaim on or before September 10, 2010.
5. The parties shall participate telephonically in a status conference with the Court on September 17, 2010 at 9:45 a.m.

IT IS SO STIPULATED this 2nd day of August, 2010.

**[signature page follows]**

PEPPER HAMILTON LLP

/s/ Deborah Kovsky-Apap  
Deborah Kovsky-Apap  
Matthew J. Lund (*admitted pro hac vice*)  
Suite 3600  
100 Renaissance Center  
Detroit, Michigan 48243  
Telephone: 313.259.7110  
Facsimile: 313.259.7926  
kovskyd@pepperlaw.com

*Ordinary Course Professionals for Motors  
Liquidation Company*

/s/ R. Christopher Cataldo  
R. Christopher Cataldo (*admitted pro hac vice*)  
Jaffe Raitt Heuer & Weiss. P.C.  
27777 Franklin Road  
Suite 2500  
Southfield, MI 48034-8214  
*Counsel for MCM Management Corp.*  
ccataldo@jaffelaw.com

IT IS SO ORDERED.

Dated: August \_\_, 2010  
New York, New York

\_\_\_\_\_  
HONORABLE ROBERT E. GERBER  
UNITED STATES BANKRUPTCY JUDGE