

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X
In re : Chapter 11 Case No.
: :
MOTORS LIQUIDATION COMPANY, *et al.*, : 09-50026 (REG)
f/k/a General Motors Corp., *et al.* :
: :
Debtors. : (Jointly Administered)
: :
-----X

FOURTH OMNIBUS ORDER
PURSUANT TO 11 U.S.C. § 365 OF THE BANKRUPTCY
CODE TO REJECT CERTAIN EXECUTORY CONTRACTS

Upon the motion, dated July 10, 2009 (the “**Motion**”),¹ of Motors Liquidation Company (f/k/a General Motors Corporation) and its affiliated debtors, as debtors in possession in the above-captioned chapter 11 cases (collectively, the “**Debtors**”), pursuant to section 365(a) of title 11, United States Code (the “**Bankruptcy Code**”), for entry of an order authorizing the Debtors to reject certain executory contracts, 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 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

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

ORDERED that each of the Executory Contracts listed on Annex I attached hereto is an executory contract capable of being rejected under section 365 of the Bankruptcy Code; and it is further

ORDERED that the rejection of the Executory Contracts, as set forth herein, (1) constitutes an exercise of sound business judgment by the Debtors, made in good faith and for legitimate commercial reasons; (2) is appropriate and necessary under the circumstances described in the Motion; and (3) is warranted and permissible under sections 105 and 365 of the Bankruptcy Code and Bankruptcy Rule 6006; and it is further

ORDERED that pursuant to section 365 of the Bankruptcy Code and Bankruptcy Rules 6006 and 9014, the Debtors are hereby authorized to reject the Executory Contracts listed on Annex I attached hereto and all related amendments and supplements thereto. Effective as of August 3, 2009 (the “**Rejection Date**”), all such Executory Contracts are deemed rejected pursuant to section 365 of the Bankruptcy Code; and it is further

ORDERED that this Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation and/or enforcement of this Order.

Dated: August 11, 2009
New York, New York

s/ Robert E. Gerber
UNITED STATES BANKRUPTCY JUDGE

Annex I
Executory Contracts

	Counter Party / Parties	Contact/Address	Contract Description	Contract Date
1	COMCAST CORP.	Comcast Corp. Attn: Steve Burke 1500 Market Street Philadelphia, PA 19102	Promotional Agreement	01/01/2008
2	EDSCHA NORTH AMERICA INC.	EDSCHA North America, Inc. Attn: Mark Denny, V.P. of U.S. Operations 2800 Center Point Parkway Pontiac, MI 483141	Manufacturing Supply Contract for Chevrolet Vehicles	06/10/2007
3	EDSCHA NORTH AMERICA INC.	EDSCHA North America, Inc. Attn: Mark Denny, V.P. of U.S. Operations 2800 Center Point Parkway Pontiac, MI 483141	Manufacturing Supply Contract for Chevrolet Vehicles	02/14/2008
4	EDSCHA NORTH AMERICA INC.	EDSCHA North America, Inc. Attn: Mark Denny, V.P. of U.S. Operations 2800 Center Point Parkway Pontiac, MI 483141	Manufacturing Supply Contract for Chevrolet Vehicles	02/14/2008
5	EDSCHA NORTH AMERICA INC.	EDSCHA North America, Inc. Attn: Mark Denny, V.P. of U.S. Operations 2800 Center Point Parkway Pontiac, MI 483141	Manufacturing Supply Contract for Chevrolet Vehicles	02/14/2008
6	EDSCHA NORTH AMERICA INC.	EDSCHA North America, Inc. Attn: Mark Denny, V.P. of U.S. Operations 2800 Center Point Parkway Pontiac, MI 483141	Manufacturing Supply Contract for Chevrolet Vehicles	03/18/2008
7	ELECTRONIC DATA SYSTEMS CORPORATION	Electronic Data Systems Corporation Attn: Chief Executive Officer Mail Stop: H2-7W-40 5400 Legacy Drive Plano, TX 75024 Electronic Data Systems Corporation Attn: General Counsel Mail Stop: H3-3D-05 5400 Legacy Drive Plano, TX 75024	Separation Agreement	06/07/1996

	Counter Party / Parties	Contact/Address	Contract Description	Contract Date
8	KNOWLEDGE LEARNING CORPORATION	Knowledge Learning Corporation 650 NE Holladay , Suite 1400 Portland, OR 97232	Child Care Services Agreement	10/16/00
9	ITT AUTOMOTIVE ELECTRICAL SYSTEMS, INC.	ITT Automotive Electrical Systems, Inc. c/o ITT Corporation Attn: Secretary 1330 Avenue of the Americas New York, NY 10019-5490 ITT Automotive Electrical Systems, Inc. Attn: General Counsel 3000 University Drive Auburn Hills, MI 48321-7016	Asset Purchase Agreement (MABU)	03/31/1994
10	ITT AUTOMOTIVE ELECTRICAL SYSTEMS, INC.	ITT Automotive Electrical Systems, Inc. c/o ITT Corporation Attn: Secretary 1330 Avenue of the Americas New York, NY 10019-5490 ITT Automotive Electrical Systems, Inc. Attn: General Counsel 3000 University Drive Auburn Hills, MI 48321-7016	Stock Purchase Agreement (ITT)	03/31/1994
11	PLAY BY PLAY SPORTS, LLC D/B/A NOTRE DAME SPORTS PROPERTIES	Play by Play Sports, LLC (D/B/A Notre Dame Sports Properties) Attn: Scott Correira 113 Joyce Center Notre Dame, IN 46556	Promotional Agreement	10/15/2005