

HEARING DATE AND TIME: September 14, 2009 at 9:00 a.m. (Eastern Time)
OBJECTION DEADLINE: September 8, 2009 at 4:00 p.m. (Eastern Time)

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Attorneys for Debtors
and Debtors in Possession

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

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:
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

**NOTICE OF HEARING ON MOTION OF DEBTORS
FOR ORDER PURSUANT TO SECTION 365(d)(4)
OF THE BANKRUPTCY CODE EXTENDING TIME TO ASSUME
OR REJECT UNEXPIRED LEASES OF NONRESIDENTIAL REAL PROPERTY**

PLEASE TAKE NOTICE that upon the annexed Motion, dated September 1, 2009 (the “**Motion**”), of Motors Liquidation Company (f/k/a General Motors Corporation) and its affiliated debtors, as debtors in possession (the “**Debtors**”), for an order, pursuant to section 365(d)(4) of title 11, United States Code extending the time to assume or reject unexpired leases of nonresidential real property, as more fully set forth in the Motion, a hearing will be held before the Honorable Robert E. Gerber, United States Bankruptcy Judge, in Room 621 of the United States Bankruptcy Court for the Southern District of New York, One Bowling Green, New York, New York 10004, on

September 14, 2009 at 9:00 a.m. (Eastern Time), or as soon thereafter as counsel may be heard.

PLEASE TAKE FURTHER NOTICE that any responses or objections to the Motion must be in writing, shall conform to the Federal Rules of Bankruptcy Procedure and the Local Rules of the Bankruptcy Court, and shall be filed with the Bankruptcy Court (a) electronically in accordance with General Order M-242 (which can be found at www.nysb.uscourts.gov) by registered users of the Bankruptcy Court's filing system, and (b) by all other parties in interest, on a 3.5 inch disk, preferably in Portable Document Format (PDF), WordPerfect, or any other Windows-based word processing format (with a hard copy delivered directly to Chambers), in accordance with General Order M-182 (which can be found at www.nysb.uscourts.gov), and served in accordance with General Order M-242, and on (i) Weil, Gotshal & Manges LLP, attorneys for the Debtors, 767 Fifth Avenue, New York, New York 10153 (Attn: Harvey R. Miller, Esq., Stephen Karotkin, Esq., and Joseph H. Smolinsky, Esq.); (ii) the Debtors, c/o Motors Liquidation Company, 300 Renaissance Center, Detroit, Michigan 48265 (Attn: Ted Stenger); (iii) General Motors Company, 300 Renaissance Center, Detroit, Michigan 48265 (Attn: Lawrence S. Buonomo, Esq.); (iv) Cadwalader, Wickersham & Taft LLP, attorneys for the United States Department of the Treasury, One World Financial Center, New York, New York 10281 (Attn: John J. Rapisardi, Esq.); (v) the United States Department of the Treasury, 1500 Pennsylvania Avenue NW, Room 2312, Washington, DC 20220 (Attn: Matthew Feldman, Esq.); (vi) Vedder Price, P.C., attorneys for Export Development Canada, 1633 Broadway, 47th Floor, New York, New York 10019 (Attn: Michael J. Edelman, Esq. and Michael L. Schein, Esq.); (vii) Kramer Levin Naftalis &

Frankel LLP, attorneys for the statutory committee of unsecured creditors, 1177 Avenue of the Americas, New York, New York 10036 (Attn: Adam C. Rogoff, Esq., Robert T. Schmidt, Esq., and Amy Caton, Esq.); (xii) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, 21st Floor, New York, New York 10004 (Attn: Diana G. Adams, Esq.); and (xiii) the U.S. Attorney's Office, S.D.N.Y., 86 Chambers Street, Third Floor, New York, New York 10007 (Attn: David S. Jones, Esq. and Matthew L. Schwartz, Esq.), so as to be received no later than **September 8, 2009, at 4:00 p.m. (Eastern Time)** (the "**Objection Deadline**").

PLEASE TAKE FURTHER NOTICE that if no objections are timely filed and served with respect to the Motion, the Debtors may, on or after the Objection Deadline, submit to the Bankruptcy Court an order substantially in the form of the proposed order annexed to the Motion, which order may be entered with no further notice or opportunity to be heard offered to any party.

Dated: New York, New York
September 1, 2009

/s/ Stephen Karotkin

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SOUTHERN DISTRICT OF NEW YORK**

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MOTORS LIQUIDATION COMPANY, *et al.*, : 09-50026 (REG)
f/k/a General Motors Corp., *et al.* : :
Debtors. : (Jointly Administered)
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**MOTION OF DEBTORS FOR ORDER PURSUANT
TO SECTION 365(d)(4) OF THE BANKRUPTCY CODE
EXTENDING TIME TO ASSUME OR REJECT
UNEXPIRED LEASES OF NONRESIDENTIAL REAL PROPERTY**

Motors Liquidation Company (f/k/a General Motors Corporation) and its affiliated debtors, as debtors in possession (collectively, the “**Debtors**”), respectfully represent:

Relief Requested

1. By this Motion, the Debtors request, pursuant to section 365(d)(4)(B) of title 11, United States Code (the “**Bankruptcy Code**”) that the Court extend the initial 120-day period to assume or reject their unexpired leases of nonresidential real property (the “**Unexpired Leases**”) by an additional 90 days from

September 29, 2009 to December 28, 2009. A proposed order is annexed hereto as Exhibit "A."

Jurisdiction

2. This Court has jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b).

The Debtors' Unexpired Leases

3. The Debtors are currently undergoing a comprehensive review of their Unexpired Leases to determine which ones to assume and which to reject. The Debtors remain party to approximately 21 Unexpired Leases. A list of all or substantially all of the lessors and the respective Unexpired Leases to which they are parties is annexed hereto as Exhibit "B."

Basis for Relief Requested

4. Section 365(d)(4) of the Bankruptcy Code provides, in pertinent part:

an unexpired lease of nonresidential real property under which the debtor is the lessee shall be deemed rejected, and the trustee shall immediately surrender that nonresidential real property to the lessor, if the trustee does not assume or reject the unexpired lease by the earlier of –

(i) the date that is 120 days after the date of the order for relief; or

(ii) the date of the entry of an order confirming a plan.

11 U.S.C. § 365(d)(4)(A). Thus, the Debtors' Unexpired Leases that are not assumed within the initial 120 days of filing their chapter 11 cases, and are not the subject of a motion to extend the statutory period filed prior to the 120th day, are deemed rejected.

5. Pursuant to section 365(d)(4)(B) of the Bankruptcy Code, the Court may extend the 120-day period for 90 days “for cause.” *Id.* § 365(d)(4)(B). In determining whether cause exists to extend the time to assume or reject unexpired leases of nonresidential real property, courts have considered the following factors:

- (i) whether the debtor was paying for the use of the property;
- (ii) whether the debtors’ continued occupation could damage the lessor beyond the compensation available under the Bankruptcy Code;
- (iii) whether the debtor has had sufficient time to formulate a plan of reorganization;
- (iv) whether the case is complex; and
- (v) the number of leases that the debtor must evaluate.

See, e.g., S. St. Seaport Ltd. P’ship v. Burger Boys, Inc. (In re Burger Boys, Inc.), 94 F.3d 755, 761-62 (2d. Cir. 1996); *In re Wedtech Corp.,* 72 B.R. 464, 471-73 (Bankr. S.D.N.Y. 1987); *see also Legacy, Ltd. v. Channel Home Ctrs., Inc. (In re Channel Home Ctrs., Inc.),* 989 F.2d 682, 689 (3d Cir.) (“[N]othing prevents a bankruptcy court from granting an extension because a particular debtor needs additional time to determine whether the assumption or rejection of particular leases is called for by the plan of reorganization that it is attempting to develop.”), *cert. denied*, 510 U.S. 865 (1993); *In re 611 Sixth Ave. Corp.,* 1991 B.R. 295, 298 (Bankr. S.D.N.Y. 1996) (“The bankruptcy court may extend the ... period if the debtor makes a timely motion and establishes ‘cause.’”); *In re Unit Portions of Del., Inc.,* 53 B.R. 83, 85 (Bankr. E.D.N.Y. 1985) (“Congress recognized that there may be times when it is not possible for the trustee to make a careful and informed assessment of the benefits and burdens of the lease within this [] period. Accordingly, it empowered the court to grant a trustee who demonstrates cause for extension additional time to make this assessment.”).

Cause Exists to Grant the Requested Extension

6. The Debtors will be unable to make reasoned decisions as to whether to assume or reject their remaining Unexpired Leases within the 120-day period specified in section 365(d)(4)(A) of the Bankruptcy Code, i.e., by September 29, 2009. In order to make informed decisions regarding whether to assume or reject each of their Unexpired Leases, the Debtors will require more time to adequately assess the potential value of each of the Unexpired Leases in the context of their wind-down effort. This assessment necessarily will include determining whether any Unexpired Leases can generate value for the estates by reason of an assignment thereof or whether any Unexpired Lease may otherwise have value or use in connection with the formulation of a chapter 11 plan.

7. These chapter 11 cases are among the largest and most complex ever filed in the United States. While the Debtors are parties to a relatively moderate number of Unexpired Leases, other elements of their cases, particularly the sale of substantially all of their assets to NGMCO, Inc., a U.S. Treasury-sponsored purchaser, have prevented the Debtors from devoting the requisite time and effort necessary to carefully evaluate the economics of the Unexpired Leases in the perspective of the Bankruptcy Code to determine whether the assumption or rejection of each of the Unexpired Leases would inure to their benefit.

8. The Debtors do not want to permanently forfeit their right to assume any Unexpired Lease as a result of the “deemed rejected” provision of section 365(d)(4), or to be compelled to assume any Unexpired Leases by September 29, 2009 in

order to avoid deemed rejections, with the resultant imposition of potentially substantial administrative expenses on their estates.

9. Further, the deemed rejection of the Debtors' Unexpired Leases would abruptly displace the Debtors' ongoing wind-down efforts, which, in turn, may reduce the value obtained through such efforts. As the Debtors remain, and intend to remain, current with respect to all undisputed postpetition obligations under the Unexpired Leases in compliance with section 365(d)(3) of the Bankruptcy Code, the requested extension does not adversely affect the Debtors' lessors with respect to the Unexpired Leases. Notably, the Debtors will continue to evaluate the Unexpired Leases on an ongoing basis as expeditiously as practicable and will file appropriate motions as soon as informed decisions can be made.

10. The Debtors submit that the relief requested herein will (i) avert the statutory forfeiture of valuable assets, (ii) promote the Debtors' ability to maximize the value of their chapter 11 estates, and (iii) avoid the incurrence of needless administrative expenses by minimizing the premature assumption of what may turn out to be burdensome Unexpired Leases.

11. In light of the foregoing, the Debtors submit the extension of the period within which the Debtors may assume or reject the Unexpired Leases to and including December 28, 2009 is in the best interest of the Debtors, their estates, their creditors, and all parties in interest, and should be granted.

Notice

12. Notice of this Motion has been provided to the lessors of the Unexpired Leases and parties in interest in accordance with the Order Pursuant to 11

U.S.C. § 105(a) and Fed. R. Bankr. P. 1015(c) and 9007 Establishing Notice and Case Management Procedures, dated August 3, 2009 [Docket No. 3629]. The Debtors submit that such notice is sufficient and no other or further notice need be provided.

13. No previous request for the relief sought herein has been made by the Debtors to this or any other Court.

WHEREFORE the Debtors respectfully request entry of an order granting the relief requested herein and such other and further relief as is just.

Dated: New York, New York
September 1, 2009

/s/ Stephen Karotkin

Harvey R. Miller

Stephen Karotkin

Joseph H. Smolinsky

WEIL, GOTSHAL & MANGES LLP

767 Fifth Avenue

New York, New York 10153

Telephone: (212) 310-8000

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Attorneys for Debtors
and Debtors in Possession

Exhibit A

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11 Case No.
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MOTORS LIQUIDATION COMPANY, *et al.*, : 09-50026 (REG)
f/k/a General Motors Corp., *et al.* : :
Debtors. : (Jointly Administered)
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**ORDER PURSUANT TO SECTION 365(d)(4)
OF THE BANKRUPTCY CODE EXTENDING TIME TO ASSUME
OR REJECT UNEXPIRED LEASES OF NONRESIDENTIAL REAL PROPERTY**

Upon the Motion, dated September 1, 2009 (the “**Motion**”),¹ of Motors Liquidation Company (f/k/a General Motors Corporation) and its affiliated debtors, as debtors in possession (collectively, the “**Debtors**”), pursuant to section 365(d)(4) of title 11, United States Code (the “**Bankruptcy Code**”), for entry of an order extending the time to assume or reject unexpired leases of nonresidential real property (the “**Unexpired Leases**”), 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 the Motion is granted as provided herein; and it is further

ORDERED that the time in which the Debtors may assume or reject the Unexpired Leases is extended to and including December 28, 2009; and it is further

ORDERED that the entry of this Order is without prejudice to the Debtors' right to request further extensions of the time to assume or reject their Unexpired Leases in accordance with section 365(d)(4) 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 this Order.

Dated: New York, New York
_____, 2009

United States Bankruptcy Judge

Exhibit B

	Property Address	Landlord Noticing Information
1	South Saginaw Street Flint, Michigan	GLTC, LLC 19550 Harper Ave. Harper Woods, MI 48225-2037
2	31 East Judson Street Pontiac, Michigan	Pontiac Downtown Development Authority 2 N. Saginaw St. Pontiac MI 48342-2110
3	Port Royal Road and Saturn Parkway Spring Hill, Tennessee	Crown Enterprises, Inc. Attn: Richard Bartscht 12225 Stephens Rd. Warren MI 48089-2010
4	1870 Technology Drive Troy, Michigan	South Troy Tech, LLC 5700 Crooks Rd., Fourth Floor Troy MI 48098
5	387 Shuman Boulevard Naperville, Illinois	Transwestern Investment Company Attn: Owner's Representative 150 S. Wacker Dr., Suite 800 Chicago, IL 60606-4102
6	336 East Ogden Avenue Hinsdale, Illinois	North American Real Estate Management 1 E. Oakhill Dr., Suite 100 Westmont, IL 60559-5540
7	4002 James Cole Blvd Flint, Michigan	Wilmington Trust Co. 1100 North Market St. Wilmington, DE 19890-0001
8	1215 North Center Road Burton, Michigan	General Warehouse Corporation 5213 N. Luce Rd. Alma, MI 48801
9	33500 Mound Road Sterling Heights, Michigan	M-Tech Associates 28388 Franklin Rd. Southfield, MI 48034-5503
10	10101 Claude Freeman Drive Charlotte, North Carolina	Mainstreet Real Estate Services, Inc. 2101 West Commercial Blvd., Suite 1200 Fort Lauderdale, FL 33309
11	2625 Tyler Road Ypsilanti, Michigan	Insite Real Estate Development, LLC Attn: Legal Dept. 1603 W. 16th St. Oak Brook, IL 60523
12	2321 John R Road Troy, Michigan	Kessler Property Group LLC 31461 W. Stonewood Ct. Farmington Hills, MI 48334-2545
13	3023 Airpark Drive N. Flint, Michigan	MEK Investments LLC 7550 S. Saginaw St. Grand Blanc, MI 48439

14	2901 SW 149th Avenue Miramar, Florida	Metropolitan Life Insurance Company c/o Taylor & Mathis, Inc. 2901 S.W. 149th Ave., Suite 120 Miramar, FL 33027 Metropolitan Life Insurance Company 2400 Lakeview Parkway, Suite 400 Alpharetta ,GA 30004-1976
15	1 Pepsi Way P.O. Box 8500 Somers, New York	MeK Investments LLC 7550 S. Saginaw St. Grand Blanc, MI 48439
16	225 E. John Carpenter Fwy Irving, Texas	Las Colinas Towers, LP c/o Colonnade Properties 225 East John Carpenter Freeway, Suite 100 Irving, TX 75062 Colonnad Properties LLC One Rockefeller Plaza, Suite 2300 New York, NY 10020
17	125 Fountain Lakes Industrial Drive St. Charles, Missouri	Fountain Lakes I, LLC c/o Balke Brown Associates, Inc. 1001 Highlands Plaza Drive West, Suite 150 St. Louis, MO 63110-1341
18	891 Auto Parts Place Martinsburg, West Virginia	Berkeley Business Park Associates II, L.C. 1057 Martinsburg Pike P.O. Box 2530 Winchester, VA 22603-5409
19	25 Massachusetts Avenue N.W. Washington, District of Columbia	25 Massachusetts Avenue Property LLC c/o Republic Property Trust Attn: Peter J. Cole, Frank Pieruccini 1280 Maryland Ave. S.W. Washington, D.C. 20024 Republic Property Trust Attn Property Mgr. 25 Massachusetts Avenue N.W. Washington, D.C. 20001-1431
20	4134 Davison Road Burton, Michigan	Porrett Investments, LLC Attn: President/ CEO 5510 Clio Rd. Flint, MI 48504
21	525 Baltimore Pike Clifton Heights, Pennsylvania	SN & JN1 8 Clover Lane New Town Square, PA 19073