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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	: Chapter 11 Case No.
	: :
MOTORS LIQUIDATION COMPANY, <i>et al.</i> ,	: 09-50026 (REG)
f/k/a General Motors Corp., <i>et al.</i>	: :
	: :
Debtors.	: (Jointly Administered)
	: :
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**ORDER PURSUANT TO 11 U.S.C. § 365
OF THE BANKRUPTCY CODE TO REJECT CERTAIN EXECUTORY CONTRACTS
WITH ELECTRO-MOTIVE DIESEL, INC.**

Upon the motion, dated March 11, 2010 (the “**Motion**”)¹, of Motors Liquidation Company (f/k/a General Motors Corporation) (“**MLC**”) 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 pursuant to section 365 of the Bankruptcy Code and Bankruptcy Rules 6006 and 9014, the rejection of the Executory Contracts by and between MLC and Electro-Motive Diesel, Inc. listed on Annex I attached hereto and all related agreements, amendments and supplements thereto is hereby authorized and approved, effective as of the rejection dates (the “**Rejection Dates**”) set forth on Annex I; and it is further

ORDERED that the parties to the Executory Contracts set forth on Annex I shall have until **5:00 p.m. (Eastern Time)** on the date that is **thirty (30) days** after service of this Order to file a proof of claim with respect to any claim for damages arising from the rejection of the Executory Contracts; 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 2, _____, 2010
New York, New York

s/ Robert E. Gerber

UNITED STATES BANKRUPTCY JUDGE

Annex I

Executory Contracts

	Contract Counterparty	Counterparty Address	Contract Description	Contract Date	Rejection Date
1	Electro-Motive Diesel, Inc.	Electro-Motive Diesel, Inc. Attn: Legal Department 9301 West 55th Street LaGrange, IL 60525	Environmental Remediation and Indemnity Agreement	1/11/2005	3/31/2010
2	Electro-Motive Diesel, Inc.	Electro-Motive Diesel, Inc. Attn: Legal Department 9301 West 55th Street LaGrange, IL 60525	Sale and Purchase Agreement	1/11/2005	3/31/2010
3	Electro-Motive Diesel, Inc.	Electro-Motive Diesel, Inc. Attn: Legal Department 9301 West 55th Street LaGrange, IL 60525	U.S. Employee Matters Agreement	1/11/2005	3/31/2010