

**PRESENTMENT DATE AND TIME: October 7, 2010 at 12:00 noon (Eastern Time)**  
**OBJECTION DATE AND TIME: October 7, 2010 at 11:30 a.m. (Eastern Time)**

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Gregory R. Oxford

Attorneys for General Motors LLC

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

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**In re** : **Chapter 11**  
: :  
**MOTORS LIQUIDATION COMPANY, et al.,** : **Case No.: 09-50026 (REG)**  
**f/k/a General Motors Corp., et al.** : :  
: :  
**Debtors.** : **(Jointly Administered)**  
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**NOTICE OF SETTLEMENT OF ORDER GRANTING MOTION OF  
GENERAL MOTORS LLC TO ENFORCE 363 SALE ORDER  
AND APPROVED DEFERRED TERMINATION AGREEMENT**

**PLEASE TAKE NOTICE** that, pursuant to Rule 9074-1 of the Local Rules of Bankruptcy Procedure for the Southern District of New York, the proposed order, a copy of which is annexed hereto, approving the *Motion of General Motors LLC to Enforce 363 Sale Order and Approved Deferred Termination Agreement*, dated September 10, 2010, will be presented for signature and entry to 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 **October 7, 2010 at 12:00 noon (Eastern Time)**.

**PLEASE TAKE FURTHER NOTICE** that objections or proposed counter-orders must be made in writing and 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](http://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](http://www.nysb.uscourts.gov)), and served in accordance with General Order M-242, and on (i) King & Spalding LLP, 1185 Avenue of the Americas, New York, New York 10036 (Attn: Arthur Steinberg, Esq. and Scott Davidson, Esq.); (ii) Isaacs Clouse Crose & Oxford LLP, 21515 Hawthorne Boulevard, Suite 950, Torrance, California 90503 (Attn: Gregory R. Oxford, Esq.); and (iii) General Motors, LLC, 400 Renaissance Center, Detroit, Michigan 48265 (Attn: Lawrence S. Buonomo, Esq.), so as to be received no later than **October 7, 2010, at 11:30 a.m. (Eastern Time)**.

Dated: New York, New York  
October 5, 2010

Respectfully submitted,

/s/ Arthur Steinberg  
Arthur Steinberg  
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f/k/a General Motors Company

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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

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**ORDER GRANTING MOTION OF  
GENERAL MOTORS LLC TO ENFORCE 363 SALE ORDER  
AND APPROVED DEFERRED TERMINATION AGREEMENT**

Upon the Motion, dated September 10, 2010 (the “**Motion**”), of General Motors LLC (f/k/a General Motors Company) (“**New GM**”),<sup>1</sup> pursuant to Sections 105 and 363 of Title 11, United States Code (the “**Bankruptcy Code**”), for entry of an order (a) enforcing the terms of the 363 Sale Order and the terms of the Court-approved Wind-Down Agreement, and directing Rally Auto Group, Inc. (“**Rally**”) to specifically perform all of its obligations thereunder; (b) directing Rally and all persons acting in concert with it to cease and desist from prosecuting that certain civil action pending in the United States District Court for the Central District of California, Southern Division, No. SACV10-01236 DOC (Ex) (the “**California Action**”) or the claims asserted therein or attempted to be asserted therein, and from taking any action or attempting in any way to avoid the terms of the Chevrolet Wind-Down Agreement, including any effort to prevent, delay or interfere with establishment of the new Chevrolet dealership, or to aid or assist the City of Palmdale or anyone else in attempting to prevent, delay

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

or interfere with the establishment of the new Chevrolet dealership, in Lancaster, California, or elsewhere; and (c) directing Rally to dismiss the California Action with prejudice forthwith, all as more fully set forth in the Motion; and upon the Objection, dated September 23, 2010 (the “**Objection**”), of Rally Auto Group, Inc. to the Motion; and upon the Reply, dated September 29, 2010, filed by New GM in response to the Objection and in further support of 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 a hearing (the “**Hearing**”) having been held with respect to the Motion on October 4, 2010; and upon the record of the Hearing and the Court’s opinion (the “**Opinion**”) with respect to the Motion as set forth on the record of the Hearing; and the Court having found and determined (as set forth in the Opinion) 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 therefore; it is hereby

ORDERED that the Motion is GRANTED as set forth herein; and it is further

ORDERED that Rally, shall immediately dismiss the California Action, with prejudice; and it is further

ORDERED that Rally shall specifically perform all of its obligations as set forth in the Wind-Down Agreement; and it is further

ORDERED that Rally and all persons acting in concert with it cease and desist from prosecuting the claims attempted to be asserted in the California Action and from taking any action or attempting in any way to avoid the terms of the Chevrolet Wind-Down Agreement, including any effort to prevent, delay or interfere with establishment of the new Chevrolet dealership, or to aid or assist the City of Palmdale or anyone else in attempting to prevent, delay

or interfere with the establishment of the new Chevrolet dealership, in Lancaster, California, or elsewhere; and it is further

ORDERED that Rally shall file with the Clerk of this Court evidence of the dismissal, with prejudice, of the California Action within 10 business days after the entry of this Order; and it is further

ORDERED that this Court shall retain exclusive jurisdiction to hear and determine all matters arising from or related to this Order, including determination of the amount of costs and reasonable attorneys fees to be awarded to New GM pursuant to section 5(e) of the Wind-Down Agreement at an inquest hearing to be scheduled by the Court upon the filing of a separate application of New GM.

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

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UNITED STATES BANKRUPTCY JUDGE