

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

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In re:

MOTORS LIQUIDATION COMPANY, *et al.*,
f/k/a General Motors Corp., *et al.*,

Chapter 11
Case No. 09-50026 (REG)

Jointly Administered

Debtors.

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**ORDER ON MOTION OF GENERAL MOTORS LLC TO
ENFORCE 363 SALE ORDER AND APPROVED DEFERRED
TERMINATION AGREEMENTS AGAINST RAMP CHEVROLET, INC.**

Upon the motion (the “Motion”) of General Motors LLC (“GM”), captioned “Motion of General Motors LLC to Enforce 363 Sale Order and Approved Deferred Termination Agreements Against Ramp Chevrolet, Inc.” (Docket #7480); and where Ramp Chevrolet, Inc. (“Ramp”) interposed an objection (the “Objection”) to the Motion (Docket # 7738); and where GM filed a response (the “Response”) to the Objection (Docket #7750); and where a hearing was held on the Motion in the Bankruptcy Court on November 18, 2010 at 9:45 a.m. (the “Hearing”); and upon consideration of the Motion, the Objection, the Response, the arguments of counsel for GM and Ramp at the Hearing and the decision of the Court rendered on the record (“Record”) at the Hearing; and the Court finding at the Hearing that it has exclusive jurisdiction, in the first instance, to hear the issues raised in the Motion and the Contempt Motion¹ and, as a result, Ramp should have sought the relief requested in the Contempt Motion in this Court instead of the Ramp bankruptcy proceeding pending in the United States Bankruptcy Court for the Eastern District of New York (the “Eastern District Bankruptcy Court”); and where pursuant to 28 U.S.C. §1334(c)(1), this Court finding that it has discretion to abstain from

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

hearing the issues raised in the Motion and Contempt Motion; and sufficient cause appearing therefore; it is hereby

ORDERED, that, for the reasons stated on the Record at the Hearing, this Court shall abstain from hearing the issues raised in the Motion and Contempt Motion; and it is further

ORDERED, that Judge Grossman, the Bankruptcy Judge overseeing the Ramp bankruptcy proceeding, is authorized and requested to decide the remainder of the issues set forth in the Contempt Motion as he sees fit.

Dated: New York, New York
November 23, 2010

s/ Robert E. Gerber
HONORABLE ROBERT E. GERBER
UNITED STATES BANKRUPTCY JUDGE