

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)
: :
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**NOTICE OF PROPOSED SALE OF *DE MINIMIS* ASSETS
PURSUANT TO *DE MINIMIS* ASSET SALE PROCEDURES**

PLEASE TAKE NOTICE that the above-captioned debtors (collectively, the “**Debtors**”), pursuant to the Order Pursuant to Sections 105 and 363 of the Bankruptcy Code (A) Establishing Procedures for the Disposition of *De Minimis* Assets and (B) (i) Authorizing the Debtors to Pay Related Fees, and (ii) Assume, Assume and Assign, or Reject Related Executory Contracts or Unexpired Leases entered by the United States Bankruptcy Court for the Southern District of New York (the “**Bankruptcy Court**”) in the Debtors’ chapter 11 cases on August 18, 2009 [Docket No. 3830] (the “**Sale Order**”), propose to sell (the “*De Minimis Sale*”) certain assets (the “**Assets**”) to Commercial Development Company, Inc. (the “**Purchaser**”) pursuant to an agreement dated April 30, 2010 (as amended, the “**Purchase Agreement**”). This Notice is being provided in accordance with and sets forth the information required under the Sale Order.

Description of the Assets. The Assets consist of a 927,000 square foot metal stamping building situated on 72 acres of land located at 1451 Lebanon School Road, West Mifflin, Pennsylvania. The Debtors are aware of existing environmental contamination of the Assets.

Major Economic Terms and Conditions of the Proposed *De Minimis* Sale. The Purchaser has agreed to purchase the Assets for a total purchase price of \$3,700,000.00, which shall be reduced by the amount that the Purchaser is obligated to fund for financial assurance of certain environmental obligations in accordance with the terms of the Purchase Agreement. Accordingly, the net cash portion of the purchase price to be paid by the Purchaser is \$1,216,750.00. The Debtors propose to sell the Assets to Purchaser free and clear of all liens, claims or encumbrances therein, pursuant to section 363(f) of title 11 of the United States Code (the “**Bankruptcy Code**”). The Purchase Agreement sets forth the other major economic terms and conditions of the *De Minimis* Sale.

Relationship of Purchaser to the Debtors. The Purchaser has no relationship to the Debtors.

Executory Contracts and Unexpired Leases. The Debtors do not intend to reject any executory contracts or unexpired leases in connection with the sale. The Debtors do not intend to assume and assign any executory contracts or unexpired leases to the Purchaser. As such, there are no amounts required to cure any defaults in connection with the assumption of any executory contracts or leases pursuant to section 365(b) of the Bankruptcy Code.

Liens and Encumbrances on the Assets. The Debtors are aware of the following parties holding or asserting liens or other interests or potential interests in the Assets: (i) the Debtors’ postpetition lenders, (ii) West Mifflin Borough in respect of a municipal lien in the amount of \$2,184.22, and (iii) Gale Weisz in respect of a judgment in the amount of \$22,942.83. To the extent that any other party has liens or encumbrances on the Assets, the Debtors believe that any such lien or encumbrance would either be subject to monetary satisfaction in accordance with section 363(f)(5) of the Bankruptcy Code or, if such interest is a lien, the price at which the

Assets are to be sold is greater than the aggregate value of all liens on the Assets in accordance with section 363(f)(3) of the Bankruptcy Code. The holder of any such lien or interest will be adequately protected, as the lien or interest will attach to the proceeds of the sale .

Procedures to Object to the Proposed *De Minimis* Sale. Any objection to the proposed *De Minimis* Sale (an “**Objection**”) must: (i) be in writing; (ii) state with specificity the nature of the objection; and (iii) be filed with the Bankruptcy Court and served on the parties identified on the exhibit attached hereto (the “**Interested Parties**”) on or before December 30, 2010 at 4:00 p.m. (the “**Objection Deadline**”). If no Objections are filed with the Bankruptcy Court and served on the Interested Parties by the Objection Deadline in accordance with the terms of the Sale Order described above, then the Debtors may proceed with the *De Minimis* Sale in accordance with the terms of the Sale Order. The Debtors may consummate a *De Minimis* Sale prior to expiration of the applicable Objection Deadline if the Debtors obtain each Interested Party’s written consent to the *De Minimis* Sale.

Dated: December 15, 2010
New York, New York

WEIL, GOTSHAL & MANGES LLP
767 Fifth Avenue
New York, New York 10153
Telephone: (212) 310-8000
Facsimile: (212) 310-8007

Attorneys for Debtors
and Debtors in Possession

Exhibit

Interested Parties

1. Attorneys for the Debtors

Weil, Gotshal & Manges LLP
767 Fifth Avenue
New York, New York 10153
(Attn: Harvey R. Miller, Esq., Stephen Karotkin, Esq., and Joseph H. Smolinsky, Esq.)

2. The United States Trustee for the Southern District of New York

33 Whitehall Street, 21st Floor,
New York, New York 10004
(Attn: Tracy Hope Davis, Esq.)

3. Counsel for the Statutory Committee of Unsecured Creditors

Kramer Levin Naftalis & Frankel LLP
1177 Avenue of the Americas
New York, New York 10036
(Attn: Thomas Moers Mayer, Esq., Robert Schmidt, Esq., Lauren Macksoud, Esq., and Jennifer Sharret, Esq.)

4. Counsel for the lenders under that certain Amended and Restated Secured Superpriority Debtor-in-Possession Credit Agreement, dated as of July 10, 2009, among Motors Liquidation Company (f/k/a General Motors Corporation), as Borrower, the Guarantors party thereto, and the Lenders party thereto from time to time

Cadwalader, Wickersham & Taft LLP
One World Financial Center
New York, New York 10281
(Attn: John J. Rapisardi, Esq.)

5. The Office of the United States Attorney for the Southern District of New York

86 Chambers Street, Third Floor
New York, New York 10007
(Attn: Attn: David S. Jones, Esq. and Natalie Kuehler, Esq.)

6. Tom Corbett, Attorney General for the State of Pennsylvania

Pennsylvania Office of Attorney General
16th Floor, Strawberry Square
Harrisburg, PA 17120

7. John K. Weinstein, Alleghany County Treasurer
Courthouse
436 Grant Street, Room 108
Pittsburgh, Pennsylvania 15219-2497

8. Gale Weisz
28 W. Miller Street
New Castle, Pennsylvania 16102

9. Counsel for Gale Weisz

Gina Banai
510 Main Street, Suite E
Bentleyville, Pennsylvania 15314

Meredith Gordon
1060 First Avenue, Suite 400
King of Prussia, Pennsylvania 19406

10. West Mifflin Borough
c/o Legal Tax Service, Inc.
714 Lebanon Road
West Mifflin, Pennsylvania 15122