

UNITED STATES BANKRUPTCY COURT
THE SOUTHERN DISTRICT OF NEW YORK

In re:

Chapter 11
Case No. 09-50026 (REG)

MOTORS LIQUIDATION COMPANY, *et al.*,

Jointly Administered

Debtors

**WITHDRAWAL OF LIMITED OBJECTIONS OF THE
EMERSON APPLIANCE MOTORS AND CONTROLS DIVISION OF EMERSON
ELECTRIC CO., THERM-O-DISC, INC., EMERSON ELECTRIC (SHENZHEN) CO.,
LTD., CONTROLES ELECTROMECANICOS DE MEXICO S.A. DE C.V, WIEGAND
COMPONENT TECHNOLOGIES, EMERSON MOTOR TECHNOLOGIES AND
EMERSON APPLIANCE SOLUTIONS (SHENZHEN) CO., LTD. TO
(I) DEBTORS' INTENT TO ASSUME AND ASSIGN CERTAIN EXECUTORY
CONTRACTS AND (II) CURE COSTS RELATED THERETO**

The Emerson Appliance Motors and Controls division of Emerson Electric Co., Therm-O-Disc, Inc., Emerson Electric (Shenzhen) Co., Ltd., Controles Electromecanicos de Mexico S.A. de C.V, Wiegand Component Technologies, Emerson Motor Technologies and Emerson Appliance Solutions (Shenzhen) Co., Ltd. (collectively referred to herein as "EAMC and TOD"), by their attorneys, hereby withdraw their limited objection to the proposed assumption and assignment of the Debtors' executory contracts with EAMC and TOD and the proposed cure amount for each such assumed and assigned executory contract (the "Partial Withdrawal").

At this time, the objections of Emerson Electric Co. and its affiliates, including but not limited to Numatics, Incorporated, Instrument & Valve Services Company, Branson Ultrasonics Corporation, High Voltage Maintenance Corporation, Sweco Inc., Emerson Process Management (collectively, the "Remaining Objecting Emerson Entities") are not withdrawn.

In support of this Partial Withdrawal, EAMC and TOD represent as follows:

1. On June 12, 2009, Emerson Electric Company and its affiliates, including but not limited to Numatics, Incorporated, Instrument & Valve Services Company, Branson Ultrasonics Corporation, High Voltage Maintenance Corporation, Therm-O-Disc, Incorporated, Emerson Electric (Shenzhen) Co., Ltd., Emerson Appliance Solutions (Shenzhen) Co., Ltd., Controles Electromecanicos de Mexico S.A. de C.V., Sweco Inc., Emerson Process Management, Wiegand Component Technologies and Emerson Motor Technologies (collectively referred to herein as the “Objecting Emerson Entities”), filed a Limited Objection to (i) Debtors’ Intent to Assume and Assign Certain Executory Contracts and (ii) Cure Costs Related thereto (the “Limited Objection”) out of an abundance of caution to preserve all rights related to the proposed assumption and assignment of the “Emerson Contracts” (as defined in the Limited Objection) in light of the filing deadline and specifically requesting that the Court:

- (a) deny the proposed assumption and assignment of the Emerson Contracts on the terms proposed by the Debtors, and instead determine the appropriate amounts due to Emerson under the Emerson Contracts pursuant to 11 U.S.C. § 365(b) and the procedures previously approved by the Court;
- (b) require that the proposed Sale Order approving the sale motion expressly provide that the Purchaser shall be liable for all accrued liabilities arising under and existing as of the time that the Emerson Contracts are assumed by the Debtors and assigned to the Purchaser pursuant to the Purchase Agreement and Bid Procedures Order, including all defaults arising thereunder (which defaults must be cured in the time and manner set forth in the Bidding Procedures Order); and
- (c) require that the Purchaser provide adequate assurances of future performance while promptly paying the cure amounts as finally agreed or determined.

– and –

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Attorneys for Emerson Electric Co. and its subsidiaries, divisions and affiliates, including but not limited to Numatics, Incorporated, Instrument & Valve Services Company, Branson Ultrasonics Corporation, High Voltage Maintenance Corporation, Therm-O-Disc, Incorporated, Emerson Electric (Shenzhen) Co., Ltd., Emerson Appliance Solutions (Shenzhen) Co., Ltd., Controles Electromecanicos de Mexico S.A. de C.V., Sweco Inc., Emerson Process Management, Wiegand Component Technologies and Emerson Motor Technologies

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