

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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SECOND OMNIBUS ORDER
PURSUANT TO 11 U.S.C. § 365 OF THE BANKRUPTCY
CODE TO REJECT CERTAIN EXECUTORY CONTRACTS

Upon the motion, dated June 26, 2009 (the “**Motion**”)¹, of Motors Liquidation Company (f/k/a General Motors Corporation) and its affiliated debtors, as debtors and 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 the Motion is granted as provided herein; and it is further

ORDERED that pursuant to section 365(a) of the Bankruptcy Code and Bankruptcy Rules 6006 and 9014, the Debtors are hereby authorized to reject the Executory Contracts listed on **Annex I** attached hereto, effective as of Monday, June 29, 2009, the date on which the counterparties to the Executory Contracts received notice of the Motion via overnight mail (the “**Rejection Date**”); and it is further

ORDERED that upon service of this Order upon the counterparties to the Executory Contracts, the Executory Contracts shall be deemed rejected, effective as of the Rejection Date; 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: **July 22, 2009**
New York, New York

s/ Robert E. Gerber
UNITED STATES BANKRUPTCY JUDGE

Annex I
Executory Contracts

Exhibit A

	Counter Party	Counterparty Address	Contract Description	Contract Date
1.	AC PROPULSION INC.	441 Borrego Ct San Dimas CA 91773-2971	Engineering Services Contract: AC150 Motor, Inverter, Charger, Power Supply, Cooling System	1/16/2008
2.	AC PROPULSION INC.	441 Borrego Ct San Dimas CA 91773-2971	Engineering Services Contract: A2001-A VMS G, Vehicle Management System	4/9/2008
3.	AMERICAN STEEL INVESTMENT CORP.	1717 W 10th St Indianapolis IN 46222-3801	Engineering Services Contract: Cost To Proof Test, Certify, Serialize, And Properly Rate And Label Lifting Fixtures For Tranmission Test	2/19/2008
4.	ASPARITY DECISION SOLUTIONS INC.	115 Market St PO Box 3634 Durham, NC 27702	Medical Services Provider	02/16/09
5.	ATLAS ELECTRIC DEVICES CO.	17301 W Okeechobee Rd Hialeah FL 33018-6414	Engineering Services Contract: Outdoor weather testing for low gloss monocoat system	6/27/2003
6.	ATP AUTOMOTIVE TESTING PAPENBURG	Johann-Bunte-Str 176 Papenburg NS 26871 Germany	Engineering Services Contract: Fuel for Testing at Papenburg Proving Ground	4/3/2008
7.	AUTOMOTIVE TESTING OPERATIONS	25650 W 11 Mile Rd Ste 100 Southfield MI 48034-2253	Engineering Services Contract: Automotive Testing Operations	10/20/2008
8.	BRYSON CONSULTING ASSOC INC.	12843 Westledge Ln Saint Louis MO 63131-2237	Engineering Services Contract: Diesel Engineering	2/6/2007
9.	BRYSON CONSULTING ASSOC INC.	12843 Westledge Ln Saint Louis, MO 63131-2237	Engineering Services Contract: Process Of Engineering For Global Engineering Standard Work Pilot Project	3/27/2008

	Counter Party	Counterparty Address	Contract Description	Contract Date
10.	CAMKAY SOLUTIONS INC.	3307 Islesworth Trce Duluth, GA 30097-4327	Engineering Services Contract: Startup Support On The Wentzville AA A-Line Press	10/2/2008
11.	CASTASUS, MANUAL A. DR.	Manual Castasus 12635 Conway Downs Dr Saint Louis, MO 63141	Medical Services Provider	1/1/2005
12.	CIPOLLE, CHRISTINA L	Christina Cipolle, 3031 Ewing Ave S Ste 260, Minneapolis, MN 55416	Medical Services Provider	1/1/2006
13.	CONCEPT DESIGN & MANUFACTURING	Interiors House Doyle Dr Longf Coventry West Midlands GB CV6 6NW Great Britain	Engineering Services Contract: Mech Design - Engineering AGV	10/2008
14.	CORVID TECHNOLOGIES INC.	145 Overhill Dr Mooresville NC 28117-8006	Engineering Services Contract: CFD Analysis Resources For GMX245 Program	9/26/2007
15.	CREATIVE THERMAL SOLUTIONS	2209 N Willow Rd Urbana IL 61802-7338	Engineering Services Contract: European Union Mobile Air Conditioning 706 Refrigerant Leakage Test	8/26/2008
16.	DAVID S OWENS M.D.	David Owens, 4545 Harris Trl, Atlanta, GA 30327	Medical Services Provider	12/11/2008
17.	DAYTON POWER AND LIGHT ENERGY RESOURCES	Doug Hood 1065 Woodman Drive Dayton, Ohio 45432	Contract for 3 rd Party Electric Supply for GM Moraine Assembly Plant.	8/29/2003
18.	DELUXE TECHNOLOGIES LLC	34537 Bennett Fraser, MI 48026-1691	Engineering Services Contract: Cost Estimate For GMT 915 EXCB1 Build	12/6/2007
19.	DTE ENERGY SERVICES	Steve Earhart DTE Moraine, LLC 414 S. Main Street, Suite 600 Ann Arbor, MI. 48104	Compressed Air Services Agreement	10/12/2001

	Counter Party	Counterparty Address	Contract Description	Contract Date
20.	DTE ENERGY SERVICES	Steve Earhart DTE Moraine, LLC 414 S. Main Street, Suite 600 Ann Arbor, MI. 48104	Settlement and Mutual Release Agreement	4/22/2009
21.	EDAG INC.	275 Rex Blvd Auburn Hills, MI 48326-2954	Engineering Services Contract	9/17/2007
22.	EDAG INC.	275 Rex Blvd Auburn Hills, MI 48326-2954	Engineering Services Contract: ED&D 2009 GMT 360 NG	3/17/2006
23.	EICHER ENGINEERING SOLUTIONS I	23399 Commerce Dr Ste B10 Farmington Hills, MI 48335-2763	Engineering Services Contract: Full Recut Of EXCB, Except For Hood, Fenders	1/9/2008
24.	FREBCO INC.	3400 Kettering Blvd Moraine, OH 45439-2013	Engineering Services Contract	1/22/2009
25.	FREBCO INC.	3400 Kettering Blvd Moraine, OH 45439-2013	Engineering Services Contract: Provide Mechanical Services	1/22/2009
26.	FREBCO INC.	3400 Kettering Blvd Moraine, OH 45439-2013	Engineering Services Contract: Provide Mechanical Services	9/19/2008
27.	HAARTZ CORP., THE	40950 Woodward Ave Ste 150 Bloomfield Hills, MI 48304-5125	Engineering Services Contract: .6 MM PVC Sheet	1/31/2008
28.	HAARTZ CORP., THE	40950 Woodward Ave Ste 150 Bloomfield Hills, MI 48304-5125	Engineering Services Contract: .6 MM PVC Sheet	1/31/2008

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29.	HAARTZ CORP., THE	40950 Woodward Ave Ste 150 Bloomfield Hills, MI 48304-5125	Engineering Services Contract	1/31/2008
30.	HT/DCR ENGINEERING INC.	2830 Parkway St Lakeland, FL 33811-1390	Engineering Services Contract: Controls support for Wentzville body shop	1/14/2007
31.	HUGHES, DAVID M.D.	David Hughes, 9560 The Maples, Clarence, NY 14031	Medical Services Provider	04/22/2005
32.	IMPEL INDUSTRIES INC.	44494 Phoenix Dr Sterling Heights, MI 48314-1467	Engineering Services Contract: Fuel Fill Bracket ASM Fuel Fill Brkt GMX 569	3/6/2008
33.	INDEPENDENT TEST SERVICES	7704 Ronda Dr Canton, MI 48187-2447	Engineering Services Contract: Biaxial Fatigue Durability Testing, 1,000,000 Cycles	8/6/2008
34.	INNOVATION PLUS INC.	3630 Horizon Dr King Of Prussia, PA 19406-4701	Engineering Services Contract: Add Instrumentation (Chip) To M12 X 1.5	6/30/2008
35.	INNOVATIVE BUSINESS SERVICES LLC	2505 Avonhurst Dr Troy, MI 48084-1001	Engineering Services Contract: Formatting and editing of GMW CCRW weld standards	1/12/2007
36.	INSURANCE RECOVERY GROUP INC.	Mark Nevils, 220 N Main St, Natick, MA 01760	Insurance Contract	07/22/2002
37.	JETT SETT MANAGEMENT SERVICES	38945 Santa Barbara, Clinton Township, MI 48036	Aircraft Management Contract	07/01/2006
38.	KARCO ENGINEERING	9270 Holly Rd Adelanto, CA 92301-3954	Engineering Services Contract: Conduct Front NCAP Test On 2009 Cadillac CTS	6/10/2008

	Counter Party	Counterparty Address	Contract Description	Contract Date
39.	LEVERT FINANCIAL SERVICES	Michael E. Levert PO Box 522 Lake Forest, IL 60045	Payment Recovery Contract	6/30/2008
40.	LIFETIME LEARNING SYSTEMS INC.	PO Box 120023 200 1ST Stamford Pl Stamford, CT 06912-0023	Engineering Services Contract: 2006 – 2008 GM Hydrogen Education Program Concepts and Artwork	3/1/2006
41.	LITENS AUTOMOTIVE PARTNERSHIP	730 Rowntree Dairy Rd Woodbridge, ON L4L 5T7 CANADA	Engineering Services Contract: HFV6 Water Pump & Accessory Drive Tests	6/27/2007
42.	MAGNA CAR TOP SYSTEMS	2110 Austin Ave Rochester Hills, MI 48309-3667	Engineering Services Contract: 18 Prototype Bearings For RRP Forward Latch Handle	6/12/2008
43.	MAHLE POWERTRAIN LLC	41000 Vincenti Ct Novi, MI 48375-1921	Engineering Services Contract: CUG Maintenance, Development, Pilot Study & RLM Pilot Study	4/21/2008
44.	MATHWORKS INC., THE	39555 Orchard Hill Pl STE 280 Novi, MI 48375-5538	Engineering Services Contract	7/17/2008
45.	METRO FLIGHT SERVICES INC.	9100 S Dadeland Blvd, Miami, FL 33156	Aircraft Services Agreement	8/12/05
46.	MICHIGAN METROLOGY	17199 N Laurel Park Dr Ste 51 Livonia, MI 48152-2679	Engineering Services Contract: 3D Surface Measurements / Analysis of ID of Outer Ring from Friction Test	10/31/2008
47.	MICHIGAN METROLOGY	17199 N Laurel Park Dr Ste 51 Livonia, MI 48152-2679	Engineering Services Contract: 3D Surface Measurements /Analysis of Oil Pump Pressur Relief Vlv Bores.	12/3/2008
48.	MILLER CONSULTING GROUP INC.	5293 Lakeview Parkway South Dr Indianapolis, IN 46268-4111	Engineering Services Contract: Design & Development Services To Provide CAD Modeling Services For The X26R.	2/29/2008
49.	MINI STORAGE, LLC	Mini Storage, LLC, c/o Gitlin Knack & Pavof, ATTN: Irwing Gitlin 55 S. Main Street Liberty, NY 12754	Sale Agreement	12/22/2003

	Counter Party	Counterparty Address	Contract Description	Contract Date
50.	NATIONAL TECHNICAL SYSTEMS	12601 Southfield Rd Detroit, MI 48223-	Engineering Services Contract	7/28/2008
51.	PATNI COMPUTER SYSTEMS LTD.	B-43 Phase II Electronics City Hosur Rd Bangalore, IN 560100 India	Engineering Services Contract: CSV WP 6 - Test Procedure Development & Validation	2/22/2007
52.	PATNI COMPUTER SYSTEMS LTD.	B-43 Phase II Electronics City Hosur Rd Bangalore, IN 560100 India	Engineering Services Contract: CSV Bundled WP 5 - Embedded Code For Vehicle Devel	2/16/2007
53.	PLASMA SYSTEMS INC.	5452 Business Dr Huntington Beach, CA 92649-1226	Engineering Services Contract: Bond & Coat On CCA	3/12/2008
54.	PLASMA SYSTEMS INC.	5452 Business Dr Huntington Beach, CA 92649-1226	Engineering Services Contract: Bond And Conformal Coat Of Circuit Boards For 101X, Repair Units	5/7/2008
55.	PROCAT TESTING LLC	30844 Century Dr Wixom, MI 48393-2064	Engineering Services Contract: Test Catalytic Converter Aging	7/17/2008
56.	R&E AUTOMATED SYSTEMS	44440 Phoenix Dr Sterling Heights, MI 48314-1467	Engineering Services Contract: Labor For Gmt 166/168 Robot Programming Of Glass	5/13/2008
57.	RAETECH CORP.	4750 Venture Dr Ste 100 Ann Arbor, MI 48108-	Engineering Services Contract: Test Set Up	5/16/2008
58.	RICARDO INC.	40000 Ricardo Dr Detroit Technical Campus Belleville, MI 48111-1642	Engineering Services Contract: CSV Project Systems Engineering	2/20/2007
59.	RICARDO INC.	40000 Ricardo Dr Detroit Technical Campus Belleville, MI 48111-1642	Engineering Services Contract: TOS Algorithm And Behavioral Model For CSV Project	2/20/2007
60.	RIVERPORT VILLAGE LLC	31785 S River Rd Harrison Township, MI 48045-1892	Engineering Services Contract: GM Powertrain Marine Power	3/1/2004

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61.	ROBERTS, JOHN	John Roberts, 1107 Lantern Ln, Niles, OH 44446	Medical Services Provider	02/07/2008
62.	SALEEN SPECIALTY VEHICLES INC.	1225 E Maple Rd Troy, MI 48083-2818	Engineering Services Contract: GMT168 EXCB2 TDO Surface And Prime For Review	5/30/2008
63.	SEPULVEDA, DANIEL	Daniel Sepulveda, 1131 Hamline Ave N Apt 19, Saint Paul, MN 55108	Medical Services Provider	1/1/2006
64.	SPAGNUOLO, A J, M.D.	A.J. Spagnuolo, 1718 Wellington Rd, Lansing, MI 48910	Medical Services Provider	1/1/2005
65.	STANDEX INTERNATIONAL CORP	34497 Kelly Rd Fraser, MI 48026-3404	Engineering Services Contract: Texture grain primary master tool	8/13/2008
66.	TECHNICAL EMPLOYMENT SERVICES	510 Savage Rd Belleville, MI 48111-2937	Engineering Services Contract: N/A Vehicle Set Up And Trial Runs	10/16/2007
67.	TOWNER, RUSS	Russ Towner, 204 S Creedmoor Way, Anderson, IN 46011	Medical Services Provider	02/07/2008
68.	URGENT PLASTIC SERVICES INC.	2777 Product Dr Rochester Hills, MI 48309-3810	Engineering Services Contract: 18 DVD Prototype Brackets For ECE R 17 Testing Development Parts For Head Impact Testing	7/9/2008
69.	VDMA-GESELLSCHAFT FUER FORSCHU	Lyoner Str 18 Frankfurt HE 60528 Germany	Engineering Services Contract: Study Of Dioxin Emission Information In Advanced Diesel Aftertreatment Systems.	2/11/2008
70.	W. J. H. CONSULTING SERVICES	293 Albert St PO Box 244 Clinton On NOM 1L0 Canada	Engineering Services Consulting Agreement	11/7/2007