

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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**AMENDED NOTICE OF AGENDA OF MATTERS SCHEDULED
FOR HEARING ON AUGUST 3, 2009 AT 9:00 A.M. AND 9:45 A.M.**

Location of Hearing: United States Bankruptcy Court for the Southern District of New York, Alexander Hamilton U.S. Custom House, before the Honorable Robert E. Gerber, United States Bankruptcy Judge, Courtroom 621, One Bowling Green, New York, NY 10004-1408

Matters to be heard at 9:00 a.m.

I. CONTESTED MATTERS:

1. Hearing to Consider Limited Contract Objections Relating to Debtors' Motion Pursuant to 11 U.S.C. §§ 105, 363(b), (f), (k), and (m), and 365 and Fed. R. Bankr. P. 2002, 6004, and 6006, to (I) Approve (A) the Sale Pursuant to the Master Sale and Purchase Agreement with Vehicle Acquisitions Holdings LLC (n/k/a NGMCO, Inc.), a U.S. Treasury-Sponsored Purchaser, Free and Clear Of Liens, Claims, Encumbrances, and Other Interests; (B) the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases; and (C) Other Relief; and (II) Schedule Sale Approval Hearing [**Docket No. 2968**]

Response Deadline: Varies depending on date of receipt of notice of assumption and assignment of executory contract.

Responses Filed:

- A. See Attached Schedule of Limited Contract Objections.

Replies Filed:

B. Reply of Debtors to Objection by Karmann U.S.A., Inc. to Second Notice of (I) Debtors' Intent to Assume and Assign Certain Executory Contracts, Unexpired Leases of Personal Property and Unexpired Leases of Nonresidential Real Property and (II) Cure Costs Related Thereto [Docket No. 3595]

Additional Document(s):

- C. Debtors' Motion Pursuant to 11 U.S.C. §§ 105, 363(b), (f), (k), and (m), and 365 and Fed. R. Bankr. P. 2002, 6004, and 6006, to (I) Approve (A) the Sale Pursuant to the Master Sale and Purchase Agreement with Vehicle Acquisition Holdings LLC, a U.S. Treasury-Sponsored Purchaser, Free and Clear Of Liens, Claims, Encumbrances, and Other Interests; (B) the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases; and (C) Other Relief; and (II) Schedule Sale Approval Hearing [**Docket No. 92**]
- D. Order (I) Authorizing Sale of Assets Pursuant to Amended and Restated Master Sale and Purchase Agreement with NGMCO, Inc., A U.S. Treasury-Sponsored Purchaser;(II) Authorizing Assumption and Assignment of Certain Executory Contracts and Unexpired Leases in Connection with the Sale; and (III) Granting Related Relief [**Docket No. 2968**]

Status: Except with respect to the Objection of Karmann U.S.A., Inc., all other Limited Contract Objections still outstanding have been adjourned. Debtors will present a status update to the court.

2. Debtors' Fourth Omnibus Motion Pursuant to 11 U.S.C § 365 to Reject Certain Executory Contracts [**Docket No. 3107**]

Response Deadline: July 28, 2009 at 4:00 p.m.

Responses Filed:

- E. Karmann U.S.A., Inc.'s Objection To Debtors' Fourth Omnibus Motion Pursuant To 11 U.S.C. Section 365 To Reject Certain Executory Contracts [**Docket No. 3405**]

Replies Filed:

F. **Reply of Debtors to Objection by Karmann U.S.A., Inc. to Fourth Omnibus Motion of Debtors to Reject Certain Executory Contracts [Docket No. 3596]**

Additional Document(s): Not listed as per Case Management Order # 1 ¶ 43(b).

Status: This matter is going forward.

3. **Motion by Debtors for Entry of Order Authorizing Rejection of Certain Personal Property Agreements and/or Abandonment of Collateral to Secured Creditors [Docket No. 3212]**

Response Deadline: Extended to July 30, 2009 at 12:00 p.m.

Responses Filed:

G. **Objection of Wells Fargo Bank Northwest, N.A., to Motion by Debtors for Entry of Order Authorizing Rejection of Certain Personal Property Agreements and/or Abandonment of Collateral to Secured Creditors [Docket No. 3534]**

Replies Filed:

H. **Reply of Objection of Wells Fargo Bank Northwest, N.A., to Motion by Debtors for Entry of Order Authorizing Rejection of Certain Personal Property Agreements and/or Abandonment of Collateral to Secured Creditors [Docket No. 3585]**

Additional Document(s):

I. **Exhibit A (Schedules 1 and 2) re: Declaration Of Tyson M. Lomazow In Support Of Objection Of Wells Fargo Bank Northwest, N.A. [Docket No. 3538]**

J. **Exhibit A (Schedules 3 and 4) re: Declaration Of Tyson M. Lomazow In Support Of Objection Of Wells Fargo Bank Northwest, N.A. [Docket No. 3539]**

Status: This matter is going forward.

Matter to be heard at 9:45 a.m.

III. CONTESTED MATTERS:

4. Omnibus Motion of Debtors for Entry of Order Pursuant to 11 U.S.C. Sections 105 and 365 Authorizing (A) the Rejection of Executory Contracts and Unexpired Leases with Certain Domestic Dealers and (B) Granting Certain Related Relief [**Docket No. 2995**]

Response Deadline: July 28, 2009 at 4:00 p.m.

Responses Filed:

- K. Response to Omnibus Motion of Debtors for Entry of Order Pursuant to 11 U.S.C. Sections 105 and 365 Authorizing (a) the Rejection of Executory Contracts and Unexpired Leases with Certain Domestic Dealers and (b) Granting Certain Related Relief filed by Jerry Patterson on behalf of Terry Gage Chevrolet-Oldsmobile, Inc. [**Docket No. 3094**]
- L. Objection to Motion by GM Authorizing Rejection of Executory Contracts of Certain Domestic Dealers filed by Wm. David Coffey III on behalf of Cardenas Autoplex, Inc. [**Docket No. 3174**]
- M. Opposition of First United Inc. to Debtors' Motion Pursuant to 11 U.S.C. § 365 Authorizing (A) Rejection of Executory Contracts and Unexpired Leases With Certain Domestic Dealers and (B) Granting Certain Related Relief [**Docket No. 3395**] [**Agreement in principle reached, Objection not going forward**]
- Objection by D'andrea Buick, Inc. to Debtors' Motion Pursuant to 11 U.S.C. Section 365 Authorizing (A) the Rejection of Executory Contracts and Unexpired Leases with Certain Domestic Dealers and (B) Granting Certain Related Relief [**Docket No. 3457**] [**Agreement in principle reached, Objection not going forward**]

- N. Objection of Mount Kisco Chevrolet Cadillac Hummer, Inc. to Debtors' Motion Pursuant to 11 U.S.C. § 365 Authorizing (A) the Rejection of Executory Contracts and Unexpired Leases with Certain Related Relief [**Docket No. 3455**] [**Agreement in principle reached, Objection not going forward**]
- O. Limited Objection of Forrest Chevrolet- Cadillac, Inc., and Forrest Pontiac- Buick-GMC Truck, Inc., to Omnibus Motion of Debtors for Entry of Order Pursuant to 11 U.S.C. §§ 105 and 365 Authorizing (A) the Rejection of Executory Contracts and Unexpired Leases with Certain Domestic Dealers and (B) Granting Certain Related Relief [**Docket No. 3458**]
- P. Objection to Debtors' Motion pursuant to 11 U.S.C section 365 Authorizing (A) the Rejection of Executory Contracts and Unexpired Leases with Certain Domestic Dealers and (B) Granting Certain Related Relief filed by Gary L. Antoniewicz on behalf of Quinlan's Equipment Inc. [**Docket No. 3459**]
- Q. Objection of Norman-Blackmon Motor Company, Inc. to Debtors Motion Pursuant to 11 U.S.C. §§ 105 and 365 Authorizing (A) the Rejection of Executory Contracts and Unexpired Leases With Certain Domestic Dealers and (B) Granting Certain Related Relief [**Docket No. 3516**]
- R. Supplement to Limited Objection of Forrest Chevrolet-Cadillac, Inc., and Forrest Pontiac-Buick-GMC Truck, Inc., to Omnibus Motion of Debtors for Entry of Order Pursuant to 11 U.S.C. §§105 and 365 Authorizing (A) the Rejection of Executory Contracts and Unexpired Leases with Certain Domestic Dealers and (B) Granting Certain Related Relief [**Docket No. 3523**]
- S. Objection of Everett Chevrolet, Inc. To Debtors' Omnibus Motion Pursuant to 11 U.S.C. § 365 Authorizing (A) the Rejection of Executory Contracts and Unexpired Leases with Certain Domestic Dealers and (B) Granting Certain Related Relief [**Docket No. 3531**]

Replies Filed:

- T. **Consolidated Reply of Debtors to Objections to Omnibus Motion of Debtors for Entry of Order**

Pursuant to 11 U.S.C. §§ 105 and 365 Authorizing (A) the Rejection of Executory Contracts and Unexpired Leases With Certain Domestic Dealers and (B) Granting Certain Related Relief [Docket Nos. 3600 & 3601]

Additional Document(s):

- U. Declaration of John B. Reggans III in Opposition to Debtors' Motion for Rejection of Executory Contract and Unexpired Leases with Dealer Everett Chevrolet, Inc. **[Docket No. 3452]**
- V. Witness List, Trial Exhibits and Designation of Deposition Testimony of Forrest Chevrolet-Cadillac, Inc., and Forrest Pontiac-Buick-GMC Truck, Inc. **[Docket No. 3554]**

Status: This matter is going forward, except with respect to the Objections of D'andrea Buick, Inc. and Mount Kisco Chevrolet Cadillac Hummer, Inc.

- 5. Motion of Debtors for Entry of Order Pursuant to 11 U.S.C. §§ 105(a) and 331 Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals **[Docket No. 3278]**

Response Deadline: July 29, 2009 at 4:00 p.m.

Responses Filed:

- W. Limited Objection of the Saint Regis Mohawk Tribe to the Debtors' Motion to Establish Procedures for Interim Compensation and Reimbursement of Expenses of Professionals **[Docket No. 3492]**
- X. Limited Objection of the New York State on Behalf of the New York State Department of Environmental Conservation to the Debtors' Motion to Establish Procedures for Interim Compensation and Reimbursement of Professionals **[Docket No. 3493]**

Replies Filed:

- Y. Reply of Debtors to Objections of the Saint Regis Mohawk and the State of New York to Motion to Debtors for Entry of Order Pursuant to 11 U.S.C. §§ 105(a) and 331 Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals [**Docket No. 3581**]

Additional Document(s): Not listed as per Case Management Order # 1 ¶ 43(b).

Status: This matter is going forward.

IV. UNCONTESTED MATTERS:

6. Application of the Official Committee of Unsecured Creditors of Motors Liquidation Company for Entry of an Order Authorizing the Employment and Retention of Epiq Bankruptcy Solutions, LLC as The Committees Information Agent Nunc Pro Tunc to June 3, 2009 [**Docket No. 3268 and 3269**]

Response Deadline: July 29, 2009 at 4:00 p.m.

Responses Filed: None to date.

Replies Filed: None to date.

Additional Document(s): Not listed as per Case Management Order .

Status: This matter is going forward.

7. Motion of Debtors for Entry of Order Pursuant to 11 U.S.C. § 105(a) and Fed. R. Bankr. P. 1015(c) and 9007 Establishing Notice and Case Management Procedures [**Docket No. 3274**]

Response Deadline: July 29, 2009 at 4:00 p.m.

Responses Filed: None to date.

Replies Filed: None to date.

Additional Document(s): Not listed as per Case Management Order # 1 ¶ 43(b).

Status: This matter is going forward.

8. Motion of the Official Committee of Unsecured Creditors for an Order Establishing Procedures for Compliance with 11 U.S.C. §§ 1102(b)(3) and 1103(c) filed by Robert T. Schmidt on behalf of Official Committee of Unsecured Creditors of General Motors Corporation [**Docket No. 3276**]

Response Deadline: July 29, 2009 at 4:00 p.m.

Responses Filed: None to date.

Replies Filed: None to date.

Additional Document(s): Not listed as per Case Management Order # 1 ¶ 43(b).

Status: This matter is going forward.

9. Application of the Debtors for Entry of Order Pursuant to 11 U.S.C. §§ 327(a) and 328(a) and Fed. R. Bankr. P. 2014 Authorizing the Retention and Employment of LFR, Inc. as Environmental Consultants to the Debtors Nunc Pro Tunc to the Commencement Date [**Docket No. 3279**]

Response Deadline: July 29, 2009 at 4:00 p.m.

Responses Filed: None to date.

Replies Filed: None to date.

Additional Document(s): Not listed as per Case Management Order # 1 ¶ 43(b).

Status: This matter is going forward.

10. Application of the Debtors for Entry of Order Pursuant to 11 U.S.C. §§ 327(a) and 328(a) and Fed. R. Bankr. P. 2014 Authorizing the Retention and Employment of Brownfield Partners, LLC as Environmental Consultants to the Debtors Nunc Pro Tunc to the Commencement Date [**Docket No. 3280**]

Response Deadline: July 29, 2009 at 4:00 p.m.

Responses Filed: None to date.

Replies Filed: None to date.

Additional Document(s): None to date.

Status: This matter is going forward.

11. Application of the Debtors for Entry of Order Pursuant to 11 U.S.C. §§ 327(a) and 328(a) and Fed. R. Bankr. P. 2014 Authorizing the Retention and Employment of The Claro Group, LLC as Environmental Consultants to the Debtors Nunc Pro Tunc to the Commencement Date [**Docket No. 3281**]

Response Deadline: July 29, 2009 at 4:00 p.m.

Responses Filed: None to date.

Replies Filed: None to date.

Additional Document(s): None to date.

Status: This matter is going forward.

12. Application Under 11 U.S.C §327(e) Authorizing Debtors to Employ and Retain Jones Day as Special Counsel For the Debtors, Nunc Pro Tunc to the Petition Date [**Docket No. 3282**]

Response Deadline: July 29, 2009 at 4:00 p.m.

Responses Filed: None to date.

Replies Filed: None to date.

Additional Document(s): None to date.

Status: This matter is going forward.

13. Application of Debtors for Entry of Order Pursuant to 11 U.S.C. §§ 327 (e) and Fed. R. Bankr. P. 2014 Authorizing Retention and Employment of Baker & McKenzie as Special Counsel, Nunc Pro Tunc to the Commencement Date [**Docket No. 3283**]

Response Deadline: July 29, 2009 at 4:00 p.m.

Responses Filed: None to date.

Replies Filed: None to date.

Additional Document(s): None to date.

Status: This matter is going forward.

14. Application of Debtors for Entry of Order Pursuant to 11 U.S.C. § 327(e) and Fed. R. Bankr. P. 2014 Authorizing Retention and Employment of Lowe, Fell & Skogg, LLC as Legal Counsel Nunc Pro Tunc to the Commencement Date [**Docket No. 3284**]

Response Deadline: July 29, 2009 at 4:00 p.m.

Responses Filed: None to date.

Replies Filed: None to date.

Additional Document(s): None to date.

Status: This matter is going forward.

V. ADJOURNED MATTERS:

15. Motion for Relief from Stay and Dealer Rejection filed by Michael S. Kimm on behalf of Dukson Lee, Sang Chul Lee [**Docket No. 3023**]

Response Deadline: July 31, 2009

Responses Filed:

- Z. Debtors Opposition to the Motion of Sang Chul Lee and Dukson Lee for Order Pursuant to Section 362(d) of the Bankruptcy Code, Bankruptcy Rule 4001 and Local Bankruptcy Rule 4001-1 Modifying The Automatic Stay to Allow Continuation of Pre-Petition Litigation [**Docket No. 3485**]

Replies Filed: None to date.

Additional Document(s):

- AA. Notice of Appeal of Sale Order filed by Michael S. Kimm on Behalf of Dukson Lee, Sang Chul Lee [**Docket No. 3060**]

Status: This matter has been Adjourned to August 18, 2009 at 9:00 a.m.

16. Motion of ACE American Insurance Company and Affiliated Companies to Compel Debtors to Assume or Reject Insurance Policies and Related Agreements [**Docket No. 3272**]

Response Deadline: July 29, 2009 at 4:00 p.m.; Extended to August 13, 2009

Responses Filed: None to date.

Replies Filed: None to date.

Additional Document(s): Not listed as per Case Management Order # 1 ¶ 43(b).

Status: This matter has been Adjourned to August 18, 2009 at 9:45 a.m.

17. Motion of ESIS, Inc. to Compel Debtors to Assume or Reject Claims Administration Services Agreements [**Docket No. 3273**]

Response Deadline: July 29, 2009 at 4:00 p.m.; Extended to August 13, 2009

Responses Filed: None to date.

Replies Filed: None to date.

Additional Document(s): None to date.

Status: This matter has been Adjourned to August 18, 2009 at 9:45 a.m.

Dated: July 31, 2009
New York, New York

/s/ Joseph H. Smolinsky

Harvey R. Miller

Stephen Karotkin

Joseph H. Smolinsky

Robert J. Lemons

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Agenda Facsimile: (212) 310-8007

Attorneys for Debtors

and Debtors in Possession

Schedule of Limited Contract Objections

Docket No.	Supplier
2944	Findlay Industries, Inc.
700	Applied Manufacturing Technologies
1249	CVS Pharmacy, Inc.
2903	Karmann U.S.A., Inc.
2007	United Parcel Service, Inc.