

GOULSTON & STORRS, P.C.
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Douglas B. Rosner (DR-5690)
Gregory O. Kaden (GK-9610)
Counsel to 767 Fifth Partners LLC

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X
In re: : Chapter 11
: :
MOTORS LIQUIDATION COMPANY, *et al.* : Case No. 09-50026 (REG)
: (Jointly Administered)
Debtors. :
-----X

NOTICE OF WITHDRAWAL OF PROTECTIVE RESPONSE OF 767 FIFTH PARTNERS LLC TO 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 AMOUNTS RELATED THERETO

PLEASE TAKE NOTICE that based upon an agreement reached between the parties, 767 Fifth Partners LLC, by and through its undersigned counsel, hereby withdraws its *Protective Response of 767 Fifth Partners LLC to 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 Amounts Related Thereto* [Docket No. 3617].

Dated: New York, New York
September 15, 2009

Respectfully submitted,

/s/ Douglas B. Rosner
Douglas B. Rosner (DR-5690)
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CERTIFICATE OF SERVICE

I, Douglas B. Rosner, hereby certify that on this 15th day of September, 2009, I caused to be served a copy of the *Notice of Withdrawal of Protective Response of 767 Fifth Partners LLC to 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 Amounts Related Thereto* on the parties set forth on the attached Service List via ECF

/s/ Douglas B. Rosner

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Service List

<p>Stephen Karotkin, Esq. Weil Gotshal & Manges LLP 767 Fifth Avenue New York, NY 10153 <i>Counsel to the Debtors</i></p>	<p>Office of the United States Trustee 33 Whitehall Street, 21st Floor New York, NY 10004</p>
<p>Robert T. Schmidt, Esq. Kramer Levin Naftalis & Frankel LLP 1177 Avenue of the Americas New York, NY 10036 <i>Counsel to the Official Committee of Unsecured Creditors</i></p>	