

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)
: :
-----X

In re : Chapter 11 Case No.
: :
REMEDICATION AND LIABILITY : 09-50029 (REG)
MANAGEMENT COMPANY, INC., :
Debtors. :
: :
-----X

In re : Chapter 11 Case No.
: :
ENVIRONMENTAL CORPORATE : 09-50030 (REG)
REMEDICATION COMPANY, INC., :
Debtors. :
: :
-----X

**ORDER PURSUANT TO 11 U.S.C. § 105(a)
DIRECTING THAT CERTAIN ORDERS IN THE CHAPTER 11
CASES OF MOTORS LIQUIDATION COMPANY, *ET AL.*, F/K/A GENERAL
MOTORS CORP., *ET AL.*, BE MADE APPLICABLE TO SUBSEQUENT DEBTORS**

Upon the motion, dated October 9, 2009 (the “**Motion**”)¹ of Motors Liquidation Company (f/k/a General Motors Corporation) (“**MLC**”) and its affiliated debtors, as debtors in possession (collectively, the “**First Filed Debtors**”), and certain subsidiaries of MLC and

¹ Capitalized terms used herein and not otherwise defined herein shall have the meanings ascribed to such terms in the Motion.

affiliates of the First Filed Debtors, as debtors in possession, (collectively, the “**New Debtors**” and together with the First Filed Debtors, the “**Debtors**”)², pursuant to section 105(a) of the title 11, United States Code (the “**Bankruptcy Code**”), for entry of an order directing that orders entered in the chapter 11 cases of the First Filed Debtors be made applicable to the New Debtors, 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

ORDERED that the Motion is granted as provided herein; and it is further

ORDERED that any and all generally applicable orders heretofore entered in the First Filed Debtors’ chapter 11 cases, as identified on Exhibit A attached hereto, are applicable to the New Debtors effective *nunc pro tunc* to the date of commencement of the New Debtors’ chapter 11 cases (the “**New Debtors Commencement Date**”), and any orders entered after the New Debtors Commencement Date on motions that were pending in the First Filed Debtors’ jointly administered cases on or before the New Debtors Commencement Date, are applicable to the New Debtors effective as of entry of any such orders; provided, however, that to the extent that the New Debtors identify any additional prior orders that should be made applicable to their cases, the New Debtors shall file a notice with an amended Exhibit A attached thereto, and absent an objection within ten (10) calendar days to any such notice, such newly identified orders

² The First Filed Debtors in these chapter 11 cases is as follows: Motors Liquidation Company (f/k/a General Motors Corporation); MLCS, LLC (f/k/a/ Saturn, LLC); MLCS Distribution Corporation (f/k/a Saturn Distribution Corporation); and MLC of Harlem, Inc. (f/k/a/ Chevrolet-Saturn of Harlem, Inc.).

shall be deemed applicable to the New Debtors effective *nunc pro tunc* to the New Debtors Commencement Date; and it is further

ORDERED that any and all generally applicable orders hereafter entered in the First Filed Debtors' chapter 11 cases in respect of requests for relief pending before the Court on the date hereof shall be applicable to the New Debtors, effective as of the dates of entry of such orders in the First Filed Debtors' chapter 11 cases, and as if the New Debtors were Debtors as set forth in such orders; and it is further

ORDERED that to the extent a First Filed Debtors' Order provides for a shorter period of time (a "**Shortened Time Period**") as would otherwise be allowed under the Bankruptcy Code, Bankruptcy Rules, or Local Rules with respect to the New Debtors, such Shortened Time Period will not apply to the New Debtors; 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: New York, New York
October 16, 2009

s/ Robert E. Gerber
United States Bankruptcy Judge

Exhibit A

**Certain Orders Entered in Motors Liquidation Company, et al.,
f/k/a General Motors Corp. et al., Case No. 09-50026 (REG)**

<u>Date</u>	<u>Docket Number</u>	<u>Order</u>
6/1/2009	156	Order Granting Motion for Joint Administration (Related Doc # 16)
6/1/2009	157	Case Management Order #1
6/1/2009	158	Order Granting Motion of Debtors for Entry of Order Pursuant to 11 U.S.C. Sections 105 (a), 342(a), and 521(a)(1), Fed. R. Bankr. P. 1007(a) and 2002(a), (d), (f) and (l), and Local Bankruptcy Rule 1007-1 (l) Waiving Requirement to File Lists of Creditors and Equity Security Holders and (II) Approving Form and Manner of Notifying Creditors of Commencement of Debtors' Chapter 11 Cases and First Meeting of Creditors (Related Doc # 17)
6/1/2009	161	Order Granting Administrative Expense Status to Undisputed Obligations to Vendors Arising from Postpetition Delivery of Goods and Services Ordered Prepetition and Authorizing Debtors to Pay Such Obligations in Ordinary Course of Business (Related Doc # 27)
6/1/2009	162	Order Granting Motion of Debtors for Entry of Order Pursuant to 11 U.S.C. Section 105(a) Enforcing Protection of 11 U.S.C. Sections 362, 365(e)(1), and 525 (Related Doc # 23)
6/1/2009	164	Order Motion of Debtors Authorizing Debtors to (a) Pay Certain Employee Compensation and Benefits and (b) Maintain and Continue Such Benefits and other Employee-Related Programs and (II) Directing Banks to Honor Prepetition Checks for Payment of Prepetition Employee Obligations (Related Doc # 33)
6/1/2009	169	Order Establishing and Implementing Exclusive and Global Procedures for Treatment of Reclamation Claims (Related Doc # 47)
6/1/2009	170	Order Authorizing Payment of Certain Prepetition (I) Shipping and Delivery Charges for Goods in Transit, (II) Customs Duties, and (III) Tooling and Mechanics Lien Charges (Related Doc # 53)
6/1/2009	172	Order Authorizing Debtors to (a) Continue Their Liability, Product, Property, and Other Insurance Programs and (b) Pay All Obligations in Respect Thereof, and (II) Authorizing and Directing Financial Institutions to Honor and Process Checks and Transfers Related to Such Obligations (Related Doc # 72)
6/1/2009	173	Interim Order Approving Debtors Proposed Form of Adequate Assurance of Payment, (II) Establishing Procedures for Resolving Objections By Utility Companies, and (III) Prohibiting Utilities from Altering, Refusing, or Discontinuing Service (related document(s) 58)
6/1/2009	174	Order Authorizing Debtors to Pay Prepetition Taxes and Assessments (Related Doc # 55)
6/1/2009	175	Interim Order signed on 6/1/2009 Authorizing Debtors to (I) Pay Prepetition Claims of Certain Essential Suppliers, Vendors and Services Providers Providers; (II) Continue Troubled Supplier Assistance Program; and (III) Continue Participation in The United States Treasury Auto Supplier Support Program (related document(s) 76)

<u>Date</u>	<u>Docket Number</u>	<u>Order</u>
6/1/2009	179	Interim Order Authorizing Debtors to (i) Continue Using Existing Cash Management System, (ii) Honor Certain Prepetition Obligations Related to Use of Cash Management System, and (iii) Maintain Existing Bank Accounts and Business Forms; (B) Extending Time to Comply with 11 U.S.C. Section 345(b); and (C) Scheduling a Final Hearing (related document(s) 30)
6/2/2009	292	Interim Order Pursuant to Bankruptcy Code Sections 105(a), 361, 362, 363, 364 and 507 and Bankruptcy Rules 2002, 4001 and 6004 (A) Approving a DIP Credit Facility and Authorizing the Debtors to Obtain Post-Petition Financing Pursuant thereto, (B) Granting Related Liens and Super-Priority Status (C) Authorizing the Use of Cash Collateral, (D) Granting Adequate Protection to Certain Pre-Petition Secured Parties and (E) Scheduling a Final Hearing (Related Docs # 64, 68).
6/25/2009	2529	Final Order (A) Approving A Dip Credit Facility And Authorizing The Debtors To Obtain Post-Petition Financing Pursuant Thereto, (B) Granting Related Liens And Super-Priority Status, (C) Authorizing The Use Of Cash Collateral And (D) Granting Adequate Protection To Certain Pre-Petition Secured Parties (related document(s) 64)
6/25/2009	2533	Final Order Authorizing Debtors To (I) Pay Prepetition Claims Of Certain Essential Suppliers, Vendors, And Service Providers, (II) Continue Troubled Supplier Assistance Program, And (III) Continue Participation In The United States Treasury Auto Supplier Support Program (related document(s) 76)
6/25/2009	2534	Order Authorizing The Debtors To Employ And Retain Ap Services, Loc As Crisis Managers And To Designate Albert A. Koch As Chief Restructuring Officer, Nunc Pro Tunc To The Petition Date (Related Doc # 952)
6/25/2009	2542 ¹	Final Order (A) Authorizing The Debtors To (I) Continue Using Existing Cash Management System, (II) Honor Certain Prepetition Obligations Related To The Use Of The Cash Management System, And (III) Maintain Existing Bank Accounts And Business Forms; And (B) Extending Time To Comply With 11 U.S.C. § 345(B) (Related Doc # 30)
6/25/2009	2545	Order Granting Debtor Additional Time To File Reports Of Financial Information Or To Seek Modification Of Reporting Requirements Pursuant To Bankruptcy Rules 2015.3 . (Related Doc # 727).
6/25/2009	2546	Order Authorizing Employment Of Weil, Gotshal & Manges LLP As Attorneys for The Debtors Nunc Pro Tunc To The Commencement Date. (Related Doc # 949)
6/25/2009	2548	Order Authorizing The Employment Of Honigman Miller Schwartz And Cohn LLP As Special Counsel For The Debtors Nunc Pro Tunc To The Petition Date. (Related Doc # 951)
6/25/2009	2549	Order Authorizing Retention And Employment Of The Garden City Group, Inc. As Notice And Claims Agent Nunc Pro Tunc To The Commencement Date. (Related Doc # 953)
7/1/2009	2854	Order Approving Retention Of Kramer Levin Naftalis & Frankel LLP As Counsel To The Official Committee Of Unsecured Creditors Nunc Pro Tunc To June 3, 2009. (Related Doc # 1744).
7/1/2009	2900	Order Authorizing Debtors To Employ Professionals Utilized In Ordinary Course Of Business. (Related Doc # 1742)

¹ Exhibit A to this order shall be amended to include the bank accounts of the New Debtors which are listed in Exhibit "B" attached hereto.

<u>Date</u>	<u>Docket Number</u>	<u>Order</u>
7/5/2009	2969	Order Pursuant to Bankruptcy Code Sections 105(a), 361, 362, 363, 364 AND 507 And Bankruptcy Rules 2002, 4001 AND 6004 (A) Approving Amendment to DIP Credit Facility To Provide Debtors Post-Petition Wind-Down Financing
7/13/2009	3124	Order Granting Application to Employ Butzel Long as Special Counsel Nunc Pro Tunc to June 10, 2009 (Related Doc # 2847)
7/27/2009	3399	Agreed Protective Order Establishing Procedures for the Protection of Confidential Information.
8/3/2009	3625	Order Authorizing the Employment and Retention of Epiq Bankruptcy Solutions, LLC as The Committees Information Agent Nunc Pro Tunc to June 3, 2009 (Related Doc # 3268)
8/3/2009	3626	Order Granting 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)(Related Doc # 3276)
8/3/2009	3629	Revised Order Establishing Notice and Case Management Procedures.
8/3/2009	3630	Order Authorizing the Retention and Employment of LFR Inc. as Environmental Consultants to the Debtors Nunc Pro Tunc to the Commencement Date (Related Doc # 3279)
8/3/2009	3632	Order Authorizing the Retention and Employment of The Claro Group, LLC as Environmental Consultants to the Debtors Nunc Pro Tunc to the Commencement Date (Related Doc # 3281)
8/3/2009	3633	Order Authorizing Debtors to Employ and Retain Jones Day as Special Counsel For the Debtors, Nunc Pro Tunc to the Petition Date (Related Doc # 3282)
8/3/2009	3634	Order Authorizing Retention and Employment of Baker & McKenzie as Special Counsel, Nunc Pro Tunc to the Commencement Date (Related Doc # 3283)
8/3/2009	3638	Order Authorizing the Retention and Employment of Brownfield Partners, LLC as Environmental Consultants to the Debtors Nunc Pro Tunc to the Commencement Date (Related Doc # 3280)
8/7/2009	3711	Order Granting 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 (Related Doc # 3278)
8/18/2009	3829	Order Authorizing the Retention and Employment of FTI Consulting, Inc., as its Financial Advisor, Nunc Pro Tunc to June 3, 2009 (Related Doc # 3659)
8/18/2009	3830	Order Granting Motion Pursuant to 11 U.S.C. §§ 105 and 363 (A) Establishing Procedures for the Disposition of De Minimis Assets, and (B) Authorizing the Debtors to (I) Pay Related Fees, and (II) Assume, Assume and Assign, or Reject Related Executory Contracts or Unexpired Leases(Related Doc # 3478)
8/18/2009	3831	Order Granting Motion Pursuant to 11 U.S.C. § 363 Authorizing the Debtors to Amend the Terms of Their Engagement Letter With AP Services, LLC (Related Doc # 3686)
8/18/2009	3832	Order Granting Additional Time to File Reports of Financial Information or to Seek Modification of Reporting Requirements Pursuant to Bankruptcy Rule 2015.3 (Related Doc # 3662)
8/20/2009	3860	Order Granting Motion to Enlarging the Time Within Which to File Notices of Removal of Related Proceedings (Related Doc # 3674)
9/15/2009	4048	Recusal Order Re: Candace Arthur Volunteer Law Clerk
9/15/2009	4052	Order Authorizing the Debtors to Amend the Terms of Their Engagement with Brownfield Partners, LLC. (Related Doc # 3938)

Exhibit B

Bank Accounts of New Debtors

**Environmental Corporate Remediation Company, Inc.
Domestic Bank Accounts**

	Account Type	Account Name	Account Number (Last Four Digits)
Citibank, N.A. 1 Penn's Way New Castle, DE 19720	DEP	Citibank, N.A.	6071

**Remediation And Liability Management Company, Inc.
Domestic Bank Accounts**

	Account Type	Account Name	Account Number (Last Four Digits)
Citibank, N.A. 1 Penn's Way New Castle, DE 19720	DEP	Citibank, N.A.	0578
JPMorgan Chase 270 Park Ave. #12 New York,NY,10017-7924	DEP	JPMorgan Chase	2083
JPMorgan Chase 270 Park Ave. #12 New York,NY,10017-7924	DEP	JPMorgan Chase	9624
JPMorgan Chase 270 Park Ave. #12 New York,NY,10017-7924	DEP	JPMorgan Chase	9474