

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

Upon the motion, dated February 12, 2010 (the “**Motion**”)¹, of Motors Liquidation Company (f/k/a General Motors Corporation) and its affiliated debtors, as 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 pursuant to section 365 of the Bankruptcy Code and Bankruptcy Rules 6006 and 9014, the rejection of the Executory Contracts listed on **Annex I** attached hereto and all related agreements, amendments and supplements thereto is hereby authorized and approved, effective as of the rejection dates (the “**Rejection Dates**”) set forth on **Annex I**; and it is further

ORDERED that the parties to the Executory Contracts shall have until **5:00 p.m. (Eastern Time)** on the date that is **thirty (30) days** after service of this Order to file a proof of claim with respect to any claim for damages arising from the rejection of the Executory Contracts; and it is further

ORDERED that the Motion has been adjourned with respect to the rejection of that certain Shareholders’ Agreement, dated as of February 21, 1984, solely with respect to Toyota Motor Corporation (“**Toyota**”), to a future hearing date to be mutually agreed to by the Debtors and Toyota; 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: **March 2, 2010**
New York, New York

s/ Robert E. Gerber
UNITED STATES BANKRUPTCY JUDGE

Annex I
Executory Contracts

	Contract Counterparty	Counterparty Address	Contract Description	Contract Date	Rejection Date
1	Centerpoint Properties Corporation	Centerpoint Realty Services Corporation Attn.: Legal Department 401 N. Michigan Avenue, Suite 300 Chicago, IL 60611	Purchase and Sale Agreement	10/02/1997	03/02/2010
2	Centerpoint Realty Services Corporation	Centerpoint Realty Services Corporation Attn.: Legal Department 401 N. Michigan Avenue, Suite 300 Chicago, IL 60611	Purchase and Sale Agreement	10/02/1997	03/02/2010
3	New United Motor Manufacturing, Inc.	Schnader Harrison Segal & Lewis LLP Counsel to New United Motor Manufacturing, Inc. Attn.: George Kalikman One Montgomery Street, Suite 2200 San Francisco, CA 94104 K. Kelley McKenzie General Counsel New United Motor Manufacturing, Inc. 45500 Fremont Blvd Fremont, CA 94538	Shareholders' Agreement	02/21/1984	03/02/2010

	Contract Counterparty	Counterparty Address	Contract Description	Contract Date	Rejection Date
4	Toyota Motor Corporation & New United Motor Manufacturing, Inc.	<p>Katsumi Ikeda General Manager, International Legal Affairs Toyota Motor Corporation 1 Toyota-Cho, Toyota-Shi Aichi, Japan 471-8571</p> <p>Foley & Lardner LLP Counsel to Toyota Motor Corporation Attn.: Matthew Riopelle 402 West Broadway Suite 2100 San Diego, CA 92101-3542</p> <p>Schnader Harrison Segal & Lewis LLP Counsel to New United Motor Manufacturing, Inc. Attn.: George Kalikman One Montgomery Street, Suite 2200 San Francisco, CA 94104</p> <p>K. Kelley McKenzie General Counsel New United Motor Manufacturing, Inc. 45500 Fremont Blvd Fremont, CA 94538</p>	Vehicle Supply Agreement	02/21/1984	03/02/2010
5	New United Motor Manufacturing, Inc.	<p>Schnader Harrison Segal & Lewis LLP Counsel to New United Motor Manufacturing, Inc. Attn.: George Kalikman One Montgomery Street, Suite 2200 San Francisco, CA 94104</p> <p>K. Kelley McKenzie General Counsel New United Motor Manufacturing, Inc. 45500 Fremont Blvd Fremont, CA 94538</p>	Product Responsibility Agreement for PJJ	05/24/1994	03/02/2010

	Contract Counterparty	Counterparty Address	Contract Description	Contract Date	Rejection Date
6	Toyota Motor Corporation & New United Motor Manufacturing, Inc.	<p>Katsumi Ikeda General Manager, International Legal Affairs Toyota Motor Corporation 1 Toyota-Cho, Toyota-Shi Aichi, Japan 471-8571</p> <p>Foley & Lardner LLP Counsel to Toyota Motor Corporation Attn.: Matthew Riopelle 402 West Broadway Suite 2100 San Diego, CA 92101-3542</p> <p>Schnader Harrison Segal & Lewis LLP Counsel to New United Motor Manufacturing, Inc. Attn.: George Kalikman One Montgomery Street, Suite 2200 San Francisco, CA 94104</p> <p>K. Kelley McKenzie General Counsel New United Motor Manufacturing, Inc. 45500 Fremont Blvd Fremont, CA 94538</p>	Memorandum of Understanding Regarding Manufacture of Light Trucks at NUMMI	04/24/1989	03/02/2010
7	New United Motor Manufacturing, Inc.	<p>Schnader Harrison Segal & Lewis LLP Counsel to New United Motor Manufacturing, Inc. Attn.: George Kalikman One Montgomery Street, Suite 2200 San Francisco, CA 94104</p> <p>K. Kelley McKenzie General Counsel New United Motor Manufacturing, Inc. 45500 Fremont Blvd Fremont, CA 94538</p>	Agreement on Manufacture of Toyota-Specific Vehicles	03/31/1986	03/02/2010

	Contract Counterparty	Counterparty Address	Contract Description	Contract Date	Rejection Date
8	New United Motor Manufacturing, Inc.	<p>Schnader Harrison Segal & Lewis LLP Counsel to New United Motor Manufacturing, Inc. Attn.: George Kalikman One Montgomery Street, Suite 2200 San Francisco, CA 94104</p> <p>K. Kelley McKenzie General Counsel New United Motor Manufacturing, Inc. 45500 Fremont Blvd Fremont, CA 94538</p>	Product Responsibility Agreement for Toyota-Specific Vehicles	03/31/1986	03/02/2010
9	New United Motor Manufacturing, Inc.	<p>Schnader Harrison Segal & Lewis LLP Counsel to New United Motor Manufacturing, Inc. Attn.: George Kalikman One Montgomery Street, Suite 2200 San Francisco, CA 94104</p> <p>K. Kelley McKenzie General Counsel New United Motor Manufacturing, Inc. 45500 Fremont Blvd Fremont, CA 94538</p>	Agreement for Dispatch of Technical Service Instructor	04/20/1993	03/02/2010
10	New United Motor Manufacturing, Inc.	<p>Schnader Harrison Segal & Lewis LLP Counsel to New United Motor Manufacturing, Inc. Attn.: George Kalikman One Montgomery Street, Suite 2200 San Francisco, CA 94104</p> <p>K. Kelley McKenzie General Counsel New United Motor Manufacturing, Inc. 45500 Fremont Blvd Fremont, CA 94538</p>	Memorandum of Understanding Regarding Pricing and Production	03/22/2006	03/02/2010

	Contract Counterparty	Counterparty Address	Contract Description	Contract Date	Rejection Date
11	New United Motor Manufacturing, Inc.	Schnader Harrison Segal & Lewis LLP Counsel to New United Motor Manufacturing, Inc. Attn.: George Kalikman One Montgomery Street, Suite 2200 San Francisco, CA 94104 K. Kelley McKenzie General Counsel New United Motor Manufacturing, Inc. 45500 Fremont Blvd Fremont, CA 94538	Agreement for Allocation of NUMMI Production between GM and Toyota Motor Corporation	09/01/1986	03/02/2010
12	New United Motor Manufacturing, Inc.	Schnader Harrison Segal & Lewis LLP Counsel to New United Motor Manufacturing, Inc. Attn.: George Kalikman One Montgomery Street, Suite 2200 San Francisco, CA 94104 K. Kelley McKenzie General Counsel New United Motor Manufacturing, Inc. 45500 Fremont Blvd Fremont, CA 94538	NUMMI Tooling Fee Memo of Understanding	11/02/1994	03/02/2010
13	Connell Equipment Leasing Company	Connell Equipment Leasing Attn: Gloria Sorkin 200 Connell Dr., 4th Floor Berkely Heights, NJ 07922	Mobile Equipment Lease No. 11	07/01/2008	02/28/2010
14	First American Capital	RBS Asset Finance Attn: Mike O'Grady 71 South Whacker Drive 28th Floor Mail Stop IH2800 Chicago, IL 60680	Mobile Equipment Lease No. 1203	08/01/1999	02/28/2010
15	First American Capital	RBS Asset Finance Attn: Mike O'Grady 71 South Whacker Drive 28th Floor Mail Stop IH2800 Chicago, IL 60680	Mobile Equipment Lease No. 1218	06/01/1999	02/28/2010
16	First American Capital	Mishawaka Leasing Company Inc. Capital Preferred Yield Fund III, IV Attn: Denise Jones 7901 Southpark Plaza, Suite 204 Littleton, CO 80120	Mobile Equipment Lease No. 1231	09/01/1999	02/28/2010

	Contract Counterparty	Counterparty Address	Contract Description	Contract Date	Rejection Date
17	First American Capital	Mishawaka Leasing Company Inc. Capital Preferred Yield Fund III, IV Attn: Denise Jones 7901 Southpark Plaza, Suite 204 Littleton, CO 80120	Mobile Equipment Lease No.1234	12/01/1999	02/28/2010
18	Connell Equipment Leasing Company	Connell Equipment Leasing Attn: Gloria Sorkin 200 Connell Dr., 4th Floor Berkely Heights, NJ 07922	Mobile Equipment Lease No. 12	04/01/2000	02/28/2010
19	First American Capital	RBS Asset Finance Attn: Mike O'Grady 71 South Whacker Drive 28th Floor Mail Stop IH2800 Chicago, IL 60680	Mobile Equipment Lease No. 1317	04/01/2004	02/28/2010
20	First American Capital	Wells Fargo Equipment Finance Inc., C/O C4 Capital Attn: Patrick M. Curran 2557 Our Land Acres Milford, MI 48381	Mobile Equipment Lease No.1537	11/01/1999	02/28/2010
21	First American Capital	Mishawaka Leasing Company Inc. Capital Preferred Yield Fund III, IV Attn: Denise Jones 7901 Southpark Plaza, Suite 204 Littleton, CO 80120	Mobile Equipment Lease No. 1639	02/01/2000	02/28/2010
22	Connell Equipment Leasing Company	Connell Equipment Leasing Attn: Gloria Sorkin 200 Connell Dr., 4th Floor Berkely Heights, NJ 07922	Mobile Equipment Lease No. 17	02/01/2006	02/28/2010
23	Connell Equipment Leasing Company	Connell Equipment Leasing Attn: Gloria Sorkin 200 Connell Dr., 4th Floor Berkely Heights, NJ 07922	Mobile Equipment Lease No. 19	04/01/2000	02/28/2010
24	Remarketing Services Inc.	ICON Income Fund Attn: Craig Jackson 100 Fifth Ave, 4th Floor New York, NY 10011	Mobile Equipment Lease No. 1A	03/01/2001	02/28/2010
25	Remarketing Services Inc.	ICON Income Fund Attn: Craig Jackson 100 Fifth Ave, 4th Floor New York, NY 10011	Mobile Equipment Lease No. 1	04/01/2001	02/28/2010
26	Connell Equipment Leasing Company	Connell Equipment Leasing Attn: Gloria Sorkin 200 Connell Dr., 4th Floor Berkely Heights, NJ 07922	Mobile Equipment Lease No. 22	05/01/2001	02/28/2010
27	Connell Equipment Leasing Company	Connell Equipment Leasing Attn: Gloria Sorkin 200 Connell Dr., 4th Floor Berkely Heights, NJ 07922	Mobile Equipment Lease No. 24	07/01/2000	02/28/2010
28	Connell Equipment Leasing Company	Connell Equipment Leasing Attn: Gloria Sorkin 200 Connell Dr., 4th Floor Berkely Heights, NJ 07922	Mobile Equipment Lease No. 28	07/01/2001	02/28/2010

	Contract Counterparty	Counterparty Address	Contract Description	Contract Date	Rejection Date
29	Connell Equipment Leasing Company	Connell Equipment Leasing Attn: Gloria Sorkin 200 Connell Dr., 4th Floor Berkely Heights, NJ 07922	Mobile Equipment Lease No. 29	07/01/2001	02/28/2010
30	Connell Equipment Leasing Company	Connell Equipment Leasing Attn: Gloria Sorkin 200 Connell Dr., 4th Floor Berkely Heights, NJ 07922	Mobile Equipment Lease No. 2	06/01/2002	02/28/2010
31	Yale Financial	Zion Credit Corporation Attn: R. Peterson 37 W 100 South Salt Lake City, UT 84101	Mobile Equipment Lease No. 2	11/01/2001	02/28/2010
32	Connell Equipment Leasing Company	Connell Equipment Leasing Attn: Gloria Sorkin 200 Connell Dr., 4th Floor Berkely Heights, NJ 07922	Mobile Equipment Lease No. 31	01/01/2002	02/28/2010
33	Connell Equipment Leasing Company	Connell Equipment Leasing Attn: Gloria Sorkin 200 Connell Dr., 4th Floor Berkely Heights, NJ 07922	Mobile Equipment Lease No. 34	02/01/2005	02/28/2010
34	Connell Equipment Leasing Company	Connell Equipment Leasing Attn: Gloria Sorkin 200 Connell Dr., 4th Floor Berkely Heights, NJ 07922	Mobile Equipment Lease No. 35	06/01/2002	02/28/2010
35	Connell Equipment Leasing Company	Connell Equipment Leasing Attn: Gloria Sorkin 200 Connell Dr., 4th Floor Berkely Heights, NJ 07922	Mobile Equipment Lease No. 36	08/01/2002	02/28/2010
36	Connell Equipment Leasing Company	Connell Equipment Leasing Attn: Gloria Sorkin 200 Connell Dr., 4th Floor Berkely Heights, NJ 07922	Mobile Equipment Lease No. 43	10/01/2002	02/28/2010
37	Connell Equipment Leasing Company	Connell Equipment Leasing Attn: Gloria Sorkin 200 Connell Dr., 4th Floor Berkely Heights, NJ 07922	Mobile Equipment Lease No. 46	11/01/2002	02/28/2010
38	Yale Financial	Zion Credit Corporation Attn: R. Peterson 37 W 100 South Salt Lake City, UT 84101	Mobile Equipment Lease No. 4	01/01/2002	02/28/2010
39	First American Capital	First American Capital C/O C4 Capital Corporation Attn: Patrick M. Curran 2557 Our Land Acres Milford, MI 48381	Mobile Equipment Lease No. 5010	10/01/2003	02/28/2010
40	Connell Equipment Leasing Company	Connell Equipment Leasing Attn: Gloria Sorkin 200 Connell Dr., 4th Floor Berkely Heights, NJ 07922	Mobile Equipment Lease No. 51	08/01/1998	02/28/2010
41	Yale Financial	Zion Credit Corporation Attn: R. Peterson 37 W 100 South Salt Lake City, UT 84101	Mobile Equipment Lease No. 6	11/01/2003	02/28/2010

	Contract Counterparty	Counterparty Address	Contract Description	Contract Date	Rejection Date
42	Connell Equipment Leasing Company	Connell Equipment Leasing Attn: Gloria Sorkin 200 Connell Dr., 4th Floor Berkely Heights, NJ 07922	Mobile Equipment Lease No. 7	12/01/1999	02/28/2010
43	Yale Financial	Zion Credit Corporation Attn: R. Peterson 37 W 100 South Salt Lake City, UT 84101	Mobile Equipment Lease No. 7	12/01/1999	02/28/2010
44	First American Capital	IBJTC Business Credit Corp. Mizuho Corporate Bank (USA) - Whitehall Branch Attn: Thomas Babbino 1251 Avenue of the Americas 32nd Floor New York, NY 10020	Mobile Equipment Lease No. 922	12/01/1999	02/28/2010
45	First American Capital	Mishawaka Leasing Company Inc. Capital Preferred Yield Fund III, IV Attn: Denise Jones 7901 Southpark Plaza, Suite 204 Littleton, CO 80120	Mobile Equipment Lease No. 943	12/01/1999	02/28/2010
46	Connell Equipment Leasing Company	Connell Equipment Leasing Attn: Gloria Sorkin 200 Connell Dr., 4th Floor Berkely Heights, NJ 07922	Mobile Equipment Lease No. 9	12/01/1999	02/28/2010
47	First American Capital	Mishawaka Leasing Company Inc. Capital Preferred Yield Fund III, IV Attn: Denise Jones 7901 Southpark Plaza, Suite 204 Littleton, CO 80120	Mobile Equipment Lease No. SPO147	12/01/1999	02/28/2010
48	First American Capital	Mishawaka Leasing Company Inc. Capital Preferred Yield Fund III, IV Attn: Denise Jones 7901 Southpark Plaza, Suite 204 Littleton, CO 80120	Mobile Equipment Lease No. SPO172	12/01/1999	02/28/2010
49	First American Capital	Mishawaka Leasing Company Inc. Capital Preferred Yield Fund III, IV Attn: Denise Jones 7901 Southpark Plaza, Suite 204 Littleton, CO 80120	Mobile Equipment Lease No. SPO38	12/01/1999	02/28/2010
50	First American Capital	RBS Asset Finance Attn: Mike O'Grady 71 South Whacker Drive 28th Floor Mail Stop IH2800 Chicago, IL 60680	Mobile Equipment Lease No. SPO94	12/01/1999	02/28/2010