

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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STIPULATION AND AGREED ORDER
REGARDING ABANDONMENT OF CERTAIN PROPERTY

This Stipulation and Order (the “**Stipulation and Order**”) is entered into among Motors Liquidation Company (f/k/a General Motors Corporation) (“**MLC**”) and its affiliated debtors, as debtors in possession (collectively, the “**Debtors**”) and MTech Associates, LLC (“**MTech**” and collectively with the Debtors, the “**Parties**”), for the purpose of authorizing the Debtors, pursuant to section 554 of title 11, United States Code (the “**Bankruptcy Code**”), to abandon all of their rights, title, and interest with respect to any remaining property or equipment located at 33500 Mound Road in Sterling Heights, Michigan.

RECITALS

WHEREAS, MTech and MLC are parties to that certain lease agreement dated August 28, 1986 (the “**Lease**”) for premises located at 33500 Mound Road in Sterling Heights, Michigan (the “**Facility**”); and

WHEREAS, the Debtors used the Facility for creating and testing dies and other tools as part of the Debtors’ product and tool development; and

WHEREAS, following the sale of substantially all of their assets to General Motors, LLC (“**New GM**”), the Debtors no longer needed the Facility for their continuing operations or the administration of their estates; and

WHEREAS, on September 23, 2009, MLC informed MTech that it was seeking Court approval to reject the Lease, abandoning any remaining property, equipment or supplies, and vacating the Facility, effective as of October 31, 2009¹; and

WHEREAS, prior to vacating the Facility, MLC undertook extensive marketing efforts to sell its property and equipment located at the Facility; and

WHEREAS, MLC was able to sell some of the equipment located at the Facility prior to October 31, 2009, however it was not able to sell one machine press, nor certain other *de-minimis* equipment and property (collectively, the “**Property**”); and

WHEREAS, the Property remains at the Facility and MLC believes it has no marketable value; and

WHEREAS, MLC previously informed MTech that it may consider the Property abandoned, but MTech requested, in an abundance of caution, that the Debtors seek entry of this Stipulation and Order providing for the abandonment of the Property; and

WHEREAS, based on the foregoing, the Parties have determined to consensually resolve this matter by entering into this Stipulation and Order.

NOW, THEREFORE, IT IS STIPULATED AND AGREED by and between the Parties that:

¹ On November 12, 2009, the Debtors filed the Ninth Omnibus Motion Pursuant to 11 U.S.C. 365 to Reject Certain Executory Contracts and Unexpired Leases of Non-Residential Real Property [Docket No. 4437] (the “**Rejection Motion**”), in which the Debtors sought to reject the MTech Lease. The Rejection Motion remains pending before the Court pursuant to that certain Stipulation to Adjourn Ninth Omnibus Motion Pursuant To 11 U.S.C. §365 To Reject Certain Executory Contracts and Unexpired Leases of Nonresidential Real Property as to MTech Associates LLC Only [Docket No. 4483] (as amended or modified, the “**Adjournment Stipulation**”).

AGREEMENT

1. Pursuant to section 554 of the Bankruptcy Code, the Debtors are authorized to abandon to MTech all of their rights, title, and interest with respect to the Property remaining at the Facility.

2. The Parties agree that this Stipulation and Order shall not be construed as a decision on the merits or otherwise affect the adjudication of the Rejection Motion currently pending before this Court.

3. This Stipulation and Order contains the entire understanding of the Parties hereto with regard to the matters addressed herein, and supersedes all prior and contemporaneous discussions, negotiations, understandings, and agreements, whether oral or written, express or implied, between and among the Parties regarding the subject matter of this Stipulation and Order.

4. This Stipulation and Order is binding upon the Parties, and may not be changed, altered or modified except in writing, signed by the Parties or their duly authorized attorneys and approved by the Court.

5. The Bankruptcy Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation and/or enforcement of this Stipulation and Order.

Dated: February 12, 2010
New York, New York

Stipulated and Agreed:

MOTORS LIQUIDATION COMPANY

MTECH ASSOCIATES, LLC.

By: /s/ Joseph H. Smolinsky
Joseph H. Smolinsky
Counsel to Motors Liquidation Company

By: /s/ Kathleen H. Klaus
Kathleen H. Klaus
Counsel to MTech Associates, LLC

SO ORDERED this 5th day of 2010

s/ Robert E. Gerber
UNITED STATES BANKRUPTCY JUDGE