

**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 ORDER RESOLVING
THE FLEXTRONICS ENTITIES' PROOFS OF CLAIM**

Motors Liquidation Company (f/k/a General Motors Corporation) and its affiliated debtors, as debtors in possession in the above-referenced chapter 11 cases (collectively, the “**Debtors**”) and (a) Flextronics International Ltd; (b) Flextronics Manufacturing (Shanghai) Co. Ltd.; (c) Flextronics Corporation (f/k/a Solectron Corp.); and (d) Flextronics Automotive, Inc. (collectively, the “**Flextronics Entities**,” and together with the Debtors, the “**Parties**”) hereby stipulate and agree as follows:

WHEREAS, on June 1, 2009, four of the Debtors (the “**Initial Debtors**”) commenced voluntary cases under chapter 11 of the Bankruptcy Code with the United States Bankruptcy Court for the Southern District of New York (the “**Court**”), and on October 9, 2009, two additional Debtors (the “**REALM/ENCORE Debtors**”) commenced with the Court voluntary cases under chapter 11 of the Bankruptcy Code, which cases are jointly administered with those of the Initial Debtors under Case Number 09-50026 (REG);

Flextronics' Section 503(b)(9) Claim

WHEREAS, by order dated June 1, 2009 (ECF No. 166), the Court established August 31, 2009 as the deadline to file a proof of claim to assert an administrative expense priority claim pursuant to section 503(b)(9) of the Bankruptcy Code;

WHEREAS, on August 31, 2009, Flextronics Manufacturing (Shanghai) Co., Ltd. and Flextronics Automotive, Inc. filed proof of claim 1246 asserting an administrative expense priority claim pursuant to section 503(b)(9) of the Bankruptcy Code in the amount of \$97,717.69 (the "**Section 503(b)(9) Claim**");

WHEREAS, on October 29, 2009, the Debtors objected to Flextronics' Section 503(b)(9) Claim (the "**Section 503(b)(9) Objection**");¹

Flextronics' General Unsecured Claims

WHEREAS, on September 15, 2009, the Initial Debtors filed their schedules of assets and liabilities and statements of financial affairs, which were amended on October 4, 2009, and on October 15, 2009, the REALM/ENCORE Debtors filed their schedules of assets and liabilities and statements of financial affairs;

WHEREAS on September 16, 2009, the Court entered an order (ECF No. 4079) establishing November 30, 2009 as the deadline for each person or entity to file a proof of claim in the Initial Debtors' cases, including governmental units, and on December 2, 2009, the Court entered an order (ECF No. 4586) establishing February 1, 2010 as the deadline for each person or entity to file a proof of claim in the

¹ Debtors' Objection to Certain 503(b)(9) Claims Under the Order Pursuant to 11 U.S.C. §§ 105(a) and 503(b)(9) Establishing Procedures for the Assertion, Resolution, and Satisfaction of Claims Asserted Pursuant to 11 U.S.C. § 503(b)(9), dated October 29, 2009 (ECF No. 4312).

REALM/ENCORE Debtors' cases (except governmental units, as defined in section 101(27) of the Bankruptcy Code, for which the Court established April 16, 2010 as the deadline to file proofs of claim);

WHEREAS, on November 27, 2009, the Flextronics Entities filed the following proofs of claim (collectively with the Section 503(b)(9) Claim, the

“Flextronics Proofs of Claim”):

Proof of Claim No.	Claimant	Debtor
58897	Flextronics Automotive Inc.	MLCS Distribution Corporation (f/k/a Saturn Distribution Corporation)
58898	Flextronics Automotive Inc.	MLC of Harlem, Inc (f/k/a Chevrolet-Saturn of Harlem, Inc)
58899	Flextronics Automotive Inc.	Motors Liquidation Company (f/k/a General Motors Corporation)
58900	Flextronics Corporation (f/k/a Solectron Corporation)	MLSC, LLC (f/k/a Saturn, LLC)
58901	Flextronics Corporation (f/k/a Solectron Corporation)	Motors Liquidation Company (f/k/a General Motors Corporation)
58902	Flextronics Corporation (f/k/a Solectron Corporation)	MLC of Harlem, Inc (f/k/a Chevrolet-Saturn of Harlem, Inc)
58903	Flextronics Corporation (f/k/a Solectron Corporation)	MLCS Distribution Corporation (f/k/a Saturn Distribution Corporation)
58904	Flextronics Automotive Inc.	MLSC, LLC (f/k/a Saturn, LLC)
59687	Flextronics International Ltd.	MLSC, LLC (f/k/a Saturn, LLC)
59688	Flextronics Manufacturing (Shanghai) Co. Ltd.	MLCS Distribution Corporation (f/k/a Saturn Distribution Corporation)
59689	Flextronics Manufacturing (Shanghai) Co. Ltd.	MLSC, LLC (f/k/a Saturn, LLC)
59690	Flextronics Manufacturing (Shanghai) Co. Ltd.	MLC of Harlem, Inc (f/k/a Chevrolet-Saturn of Harlem, Inc)
59691	Flextronics Manufacturing (Shanghai) Co. Ltd.	Motors Liquidation Company (f/k/a General Motors Corporation)
59692	Flextronics International Ltd.	MLCS Distribution Corporation (f/k/a Saturn Distribution Corporation)

Proof of Claim No.	Claimant	Debtor
58897	Flextronics Automotive Inc.	MLCS Distribution Corporation (f/k/a Saturn Distribution Corporation)
58898	Flextronics Automotive Inc.	MLC of Harlem, Inc (f/k/a Chevrolet-Saturn of Harlem, Inc)
59693	Flextronics International Ltd.	Motors Liquidation Company (f/k/a General Motors Corporation)
59694	Flextronics International Ltd.	MLC of Harlem, Inc (f/k/a Chevrolet-Saturn of Harlem, Inc)

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WHEREAS, General Motors LLC (f/k/a General Motors Corporation) has since satisfied the Flextronics Proofs of Claim in full;

WHEREAS, the Parties seek to resolve their disputes concerning the Flextronics Proofs of Claim by entering into this stipulation and order (the “**Stipulation and Order**”);

NOW, THEREFORE, in consideration of the foregoing, the Parties stipulate and agree as follows:

1. The Flextronics Proofs of Claim are DISALLOWED and EXPUNGED in their entirety.
2. The Section 503(b)(9) Objection with respect to Flextronics’ Section 503(b)(9) Claim is deemed resolved.
3. Choice of Law. This Stipulation and Order shall be governed, in all respects, by the laws of the State of New York, irrespective of its choice of law rules.
4. Authority. Each of the Parties hereby expressly represents and warrants that, subject to approval by the Court and entry of this Stipulation and Order as

an order of the Court, it has the requisite power, authority, and legal capacity to enter into and execute this Stipulation and Order.

5. Modifications. No modification, amendment or waiver of any of the terms or provisions of this Stipulation and Order shall bind any Party unless such modification, amendment or waiver is in writing, has been approved by the Court, and has been executed by a duly authorized representative of the Party against whom such modification, amendment or waiver is sought to be enforced.

6. Counterparts. This Stipulation and Order may be executed in any number of counterparts, and all such counterparts, taken together, shall be deemed to constitute one and the same instrument.

7. Drafting and Construction. The Parties acknowledge that this Stipulation and Order is the joint work product of all of the Parties, and that, accordingly, in the event of ambiguities in this Stipulation and Order, no inferences shall be drawn against any Party on the basis of authorship of this Stipulation and Order.

8. Retention of Jurisdiction. The Court shall retain jurisdiction over any disputes related to this Stipulation and Order.

9. Binding Effect. This Stipulation and Order shall be binding on the Parties from the date of its execution, but is expressly subject to and contingent upon its approval by the Court. If the Court does not approve this Stipulation and Order, this Stipulation and Order shall be null and void.

Dated: March 8, 2011

<p>BIALSON, BERGEN & SCHWAB</p> <p>By: <u>/s/ Thomas M. Gaa</u> Thomas M. Gaa 2600 El Camino Real, Suite 300 Palo Alto, California 94306 Tel: (650) 857-9500 Fax: (650) 494-2738</p> <p><i>Counsel to the Flextronics Entities</i></p>	<p>WEIL, GOTSHAL & MANGES LLP</p> <p>By: <u>/s/ Joseph H. Smolinsky</u> Harvey R. Miller Stephen Karotkin Joseph H. Smolinsky 767 5th Ave New York, New York 10153 Tel: (212) 310-8000 Fax: (212) 310-7000</p> <p><i>Counsel for the Debtors</i></p>
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IT IS SO ORDERED.

Dated: New York, New York

March 15, 2011

s/ Robert E. Gerber

UNITED STATES BANKRUPTCY JUDGE