

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

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In re: : Chapter 11
 :
A123 SYSTEMS, INC., et al., : Case No. 12-12859 (KJC)
 :
Debtors.¹ : Jointly Administered
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**NOTICE OF *SECOND AMENDED*² NOTICE OF AGENDA OF MATTERS
SCHEDULED FOR HEARING ON DECEMBER 11, 2012 AT 2:00 P.M. (EST)**

**I. UNCONTESTED MATTERS WITH CERTIFICATIONS OF NO OBJECTION
AND/OR CERTIFICATIONS OF COUNSEL:**

1. Application for Order Authorizing the Retention of Brown Rudnick LLP as Co-Counsel for the Official Committee of Unsecured Creditors of A123 Systems, Inc., et al., *Nunc Pro Tunc* to November 2, 2012 [Docket No. 358; filed 11/16/12]

Objection Deadline: December 4, 2012 at 4:00 p.m. (EST)

Objections/Responses Received: None to date.

Related Documents:

- i. Certification of No Objection Regarding Application for Order Authorizing the Retention of Brown Rudnick LLP as Co-Counsel for the Official Committee of Unsecured Creditors of A123 Systems, Inc., et al., *Nunc Pro Tunc* to November 2, 2012 [Docket No. 572; filed 12/6/12]
- ii. **Order Authorizing Employment and Retention of Brown Rudnick LLP as Co-Counsel for the Official Committee of Unsecured Creditors of A123 Systems, Inc., et al., *Nunc Pro Tunc* to November 2, 2012 [Docket No. 603; filed 12/10/12]**

Status: **On December 10, 2012, the Court entered an order regarding this matter. Accordingly, no hearing is necessary.**

¹ The Debtors in these Chapter 11 Cases, along with the last four digits of each Debtor's federal tax identification number, are: A123 Systems, Inc. (3876); A123 Securities Corporation (5388); and Grid Storage Holdings LLC (N/A). The above-captioned Debtors' mailing address is c/o A123 Systems, Inc., 200 West Street, Waltham, Massachusetts 02451.

² *Items that were amended or added to the first amended agenda are noted in bold. Items that were amended or added to this second amended agenda are noted in bold and italicized.*

2. Application of the Official Committee of Unsecured Creditors for Authority to Retain Saul Ewing LLP as Its Co-Counsel, *Nunc Pro Tunc* to November 2, 2012 [Docket No. 359; filed 11/16/12]

Objection Deadline: December 4, 2012 at 4:00 p.m. (EST)

Objections/Responses Received: None to date.

Related Documents:

- i. Certification of No Objection Regarding Application of the Official Committee of Unsecured Creditors for Authority to Retain Saul Ewing LLP as Its Co-Counsel, *Nunc Pro Tunc* to November 2, 2012 [Docket No. 573; filed 12/6/12]
- ii. **Order Approving Application of the Official Committee of Unsecured Creditors to Retain Saul Ewing LLP as Its Co-Counsel, *Nunc Pro Tunc* to November 2, 2012 [Docket No. 604; filed 12/10/12]**

Status: **On December 10, 2012, the Court entered an order regarding this matter. Accordingly, no hearing is necessary.**

3. Application for Approval of the Employment and Retention of Steptoe & Johnson LLP as Special Counsel for the Official Committee of Unsecured Creditors of A123 Systems, Inc., et al., *Nunc Pro Tunc* to November 2, 2013 [Docket No. 360; filed 11/16/12]

Objection Deadline: December 4, 2012 at 4:00 p.m. (EST)

Objections/Responses Received: None to date.

Related Documents:

- i. Certification of No Objection Regarding Application for Approval of the Employment and Retention of Steptoe & Johnson LLP as Special Counsel for the Official Committee of Unsecured Creditors as A123 Systems, Inc., et al., *Nunc Pro Tunc* to November 2, 2013 [Docket No. 574; filed 12/6/12]
- ii. **Order Authorizing the Employment and Retention of Steptoe & Johnson LLP as Special Counsel for the Official Committee of Unsecured Creditors of A123 Systems, Inc., et al., *Nunc Pro Tunc* to November 2, 2012 [Docket No. 605; filed 12/10/12]**

Status: **On December 10, 2012, the Court entered an order regarding this matter. Accordingly, no hearing is necessary.**

4. Application for Employment of Blackstone Advisory Partners L.P. as Financial Advisor to the Official Committee of Unsecured Creditors *Nunc Pro Tunc* to November 6, 2012 [Docket No. 362; filed 11/16/12]

Objection Deadline: December 4, 2012 at 4:00 p.m. (EST)

Objections/Responses Received: None to date.

Related Documents:

- i. Certification of Counsel Regarding (A) Revised Proposed Order Approving the Application for Employment of Blackstone Advisory Partners L.P. as Financial Advisor to the Official Committee of Unsecured Creditors *Nunc Pro Tunc* to November 6, 2012 and (B) No Objection to the Application [Docket No. 575; filed 12/6/12]
- ii. **Order Granting Application for Employment of Blackstone Advisory Partners L.P. as Financial Advisor to the Official Committee of Unsecured Creditors *Nunc Pro Tunc* to November 6, 2012 [Docket No. 606; filed 12/10/12]**

Status: **On December 10, 2012, the Court entered an order regarding this matter. Accordingly, no hearing is necessary.**

II. UNCONTESTED MATTER GOING FORWARD:

5. Motion of Kureha America LLC for Relief from the Automatic Stay to Allow the Setoff of Security Deposits Against Certain Unpaid Prepetition Invoices [Docket No. 394; filed 11/20/12]

Objection Deadline: December 4, 2012 at 4:00 p.m. (EST)

Objections/Responses Received: None to date.

Related Documents:

- i. **Certificate of No Objection Regarding Motion of Kureha America LLC for Relief from the Automatic Stay to Allow the Setoff of Security Deposits Against Certain Unpaid Prepetition Invoices [Docket No. 598; filed 12/10/12]**

Status: **On December 10, 2012, the movant filed a certification of no objection regarding this matter. Accordingly, no hearing is necessary unless the Court has questions or concerns.**

III. CONTESTED MATTERS GOING FORWARD:

6. Motion of Debtors for Order Pursuant to 11 U.S.C. §§ 105(a), 345, 363 and 364, Fed. R. Bankr. P. 6003 and Del. Bankr. L.R. 2015-2 (I) Authorizing Continued Use of Existing Cash Management System, Including Maintenance of Existing Bank Accounts, Checks and Business Forms, (II) Authorizing Continuation of Existing Investment and Deposit Practices, (III) Authorizing Continuation of Intercompany Transactions and (IV) Granting Superpriority Status to Postpetition Intercompany Claims [Docket No. 15; filed 10/16/12]

Objection Deadline: November 1, 2012 at 4:00 p.m. (EDT);
Extended to November 6, 2012 at 11:00 a.m. (EST)
for the Office of the United States Trustee

Objections/Responses Received:

- A. Informal comments from Silicon Valley Bank

Related Documents:

- i. Interim Order Pursuant to 11 U.S.C. §§ 105(a), 345, 363 and 364, Fed. R. Bankr. P. 6003 and Cash Management System, Including Maintenance of Existing Bank Accounts, Checks and Business Forms, (II) Authorizing Continuation of Existing Investment and Deposit Practices, (III) Authorizing Continuation of Intercompany Transactions and (IV) Granting Superpriority Status to Postpetition Intercompany Claims [Docket No. 82; filed 10/18/12]
- ii. Notice of (A) Entry of “Interim Order Pursuant to 11 U.S.C. §§ 105(a), 345, 363 and 364, Fed. R. Bankr. P. 6003 and Cash Management System, Including Maintenance of Existing Bank Accounts, Checks and Business Forms, (II) Authorizing Continuation of Existing Investment and Deposit Practices, (III) Authorizing Continuation of Intercompany Transactions and (IV) Granting Superpriority Status to Postpetition Intercompany Claims” and (B) Scheduling of a Final Hearing Thereon [Docket No. 98; filed 10/19/12]
- iii. Notice of Filing of Amended Exhibits to Cash Management Motion [Docket No. 177; filed 10/31/12]

Status: The hearing on this matter is going forward. The Debtors are working to resolve Silicon Valley Bank's informal objection and intend to present a revised form of order at the hearing.

7. Motion of Debtors for Order (I) Under 11 U.S.C. §§ 105(a), 363, 365, 503, 507 and 1146(a), Fed. R. Bankr. P. 2002, 6004, 6006, 9007 and 9014 and Del. Bankr. L.R. 2002-1, 6004-1 and 9006-1 Authorizing and Approving (A) Bidding

Procedures in Connection With the Sale of Certain Assets of the Debtors, (B) Stalking Horse Bid Protections, (C) the Form and Manner of Notice of the Sale Hearing and (D) Related Relief; and (II) Under 11 U.S.C. §§ 105(a), 363, 365, 503, 507 and 1146(a), Fed. R. Bankr. P. 2002, 6004, 6006, 9007 and 9014 and Del. Bankr. L.R. 2002-1, 6004-1 and 9006-1 Authorizing (A) the Sale of Certain Assets of the Debtors Free and Clear of All Claims, Liens, Liabilities, Rights, Interests and Encumbrances Except for Permitted Encumbrances; (B) the Debtors to Enter into and Perform Their Obligations Under the Asset Purchase Agreement; (C) the Debtors to Assume and Assign Certain Executory Contracts and Unexpired Leases; and (D) Related Relief [Docket No. 34; filed 10/16/12]

Sale Objection Deadline: November 26, 2012 at 12:00 p.m. (EST)

Cure Amount Objection Deadline: November 26, 2012 at 4:00 p.m. (EST);
Extended to November 28, 2012 at 5:00 p.m. (EST) for Niagara Thermal Systems and SAIC/Shanghai Advanced Traction Battery Systems Co., Ltd.;
Extended to November 30, 2012 at 12:00 p.m. (EST) for Intertek Testing Services NA, Inc.;
Extended to November 30, 2012 at 4:00 p.m. (EST) for AES Energy Storage, LLC;
Extended to December 1, 2012 at 4:00 p.m. (EST) for Daewoo International Company, Daichi Jitsugyo (America) Inc., Infineon Technology North America, JST Corporation and Northern Powergrid Limited

Objections/Responses Received:³

- A. Limited Objection of Massachusetts Clean Energy Technology Center to Debtors' Sale Motion and Request for Relief [Docket No. 149; filed 10/26/12]

³ Objections to both the sale motion [Docket No. 34] and the related cure notices [Docket Nos. 330, 424 and 508] (collectively, the "Cure Notice") are listed below. Objections to the Cure Notice were first considered by the Court at a hearing held on December 3, 2012. To the extent that any objections to the Cure Notice were resolved in connection with the December 3, 2012 hearing, they are not listed below.

Objection Status: The Debtors and Massachusetts Clean Energy Technology are working on language for the sale order that will resolve the objection.

- B. Limited Objection to Motion of Debtors for Order (I) Under 11 U.S.C. §§ 105(a), 363, 365, 503, 507 and 1146(a), Fed. R. Bankr. P. 2002, 6004, 6006, 9007 and 9014 and Del. Bankr. L.R. 2002-1, 6004-1 and 9006-1 Authorizing and Approving (A) Bidding Procedures in Connection with the Sale of Certain Assets of the Debtors, (B) Stalking Horse Bid Protections, (C) the Form and Manner of Notice of the Sale Hearing and (D) Related Relief; and (II) Under 11 U.S.C. §§ 105(a), 363, 365, 503, 507 and 1146(a), Fed. R. Bankr. P. 2002, 6004, 6006, 9007 and 9014 and Del. Bankr. L.R. 2002-1, 6004-1 and 9006-1 Authorizing (A) the Sale of Certain Assets of the Debtors Free and Clear of All Claims, Liens, Liabilities, Rights, Interests and Encumbrances Except for Permitted Encumbrances; (B) the Debtors to Enter into and Perform Their Obligations Under the Asset Purchase Agreement; (C) the Debtors to Assume and Assign Certain Executory Contracts and Unexpired Leases; and (D) Related Relief Filed by LiFePO₄+C Licensing AG, Hydro-Quebec, Universite de Montreal and Centre National de la Recherche Scientifique [Docket No. 156; filed 10/26/12]

Objection Status: The hearing on this objection is going forward. **The Debtors have filed an emergency motion [Docket No. 596] seeking approval of a consent agreement with the objecting parties under Bankruptcy Rule 9019 (the "9019 Motion"). Provided the Court grants the 9019 Motion, this objection will be resolved.**

- C. Objection of Southwest Research Institute to the Debtors' Notice of (I) Cure Amount with Respect to Executory Contracts and Unexpired Leases to Be Assumed and Assigned and (II) Potential Assumption and Assignment of Executory Contracts and Unexpired Leases [Docket No. 391; filed 11/20/12]

Objection Status: This objection was partially resolved by the filing of a supplemental cure notice. ***The hearing on the balance of the objection is continued to the hearing scheduled for December 27, 2012 at 3:30 p.m.***

- D. Airgas USA, LLC's Objection to the Debtors' Notice of (I) Cure Amount with Respect to Executory Contracts and Unexpired Leases to Be Assumed and Assigned and (II) Potential Assumption and Assignment of Executory Contracts and Unexpired Leases [Docket No. 398; filed 11/20/12]

Objection Status: This objection was partially resolved by the filing of a supplemental cure notice. **The hearing on the objection as it relates to adequate assurance is going forward. The remainder of the objection is being continued until the Successful Bidder seeks to assume or assign the contract(s) at issue.**

- E. Objection to Order (I) Approving Bid Procedures in Connection with Sale of Certain Assets of the Debtors; (II) Scheduling Hearing to Consider Sale of Assets; (III) Approving Form and Manner of Notice Thereof; (IV) Approving Break-up Fee and Expense Reimbursement; and (V) Granting Related Relief Filed by Seetharaman Ganesan [Docket No. 399; filed 11/20/12]

Objection Status: This objection is unresolved. The hearing on this objection is going forward.

- F. Limited Objection of Phillips Specialty Products, Inc. to Notice of (I) Cure Amount with Respect to Executory Contracts and Unexpired Leases to Be Assumed and Assigned and (II) Potential Assumption and Assignment of Executory Contracts and Unexpired Leases [Docket No. 406; filed 11/21/12]

Objection Status: **The hearing on this objection as it relates to adequate assurance is going forward. The remainder of the objection is being continued until the Successful Bidder seeks to assume or assign the contract(s) at issue.**

- G. Objection of Microtech Staffing Group to the Debtor's Notice of (I) Cure Amount with Respect to Executory Contracts and Unexpired Leases to Be Assumed and Assigned and (II) Potential Assumption and Assignment of Executory Contracts and Unexpired Leases [Docket No. 419; filed 11/21/12]

Objection Status: **The objection is being continued until the Successful Bidder seeks to assume or assign the contract(s) at issue.**

- H. Smith Electric Vehicles US Corp.'s Objection to Debtors' Notice of (I) Cure Amount with Respect to Executory Contracts and Unexpired Leases to Be Assumed and Assigned and (II) Potential Assumption and Assignment of Executory Contracts and Unexpired Leases [Docket No. 420; filed 11/21/12]

Objection Status: This objection is duplicative of objection J below. **The objection is being continued until the Successful Bidder seeks to assume or assign the contract(s) at issue.**

- I. Objection of RMT, Inc. to Notice of (I) Cure Amount with Respect to Executory Contracts and Unexpired Leases to Be Assumed and Assigned and (II) Potential Assumption and Assignment of Executory Contracts and Unexpired Leases [Docket No. 421; filed 11/21/12]

Objection Status: **The Debtors and RMT, Inc. are negotiating an agreed form of order that would resolve this objection.**

- J. Smith Electric Vehicles US Corp.'s Objection to Debtors' Notice of (I) Cure Amount with Respect to Executory Contracts and Unexpired Leases to Be Assumed and Assigned and (II) Potential Assumption and Assignment of Executory Contracts and Unexpired Leases [Docket No. 422; filed 11/21/12]

Objection Status: **The objection is being continued until the Successful Bidder seeks to assume or assign the contract(s) at issue.**

- K. Oracle's Objection to, and Rights of Reservation Regarding, Debtors' (1) Motion Authorizing (A) the Sale of Certain Assets of the Debtors Free and Clear of All Claims, Liens, Liabilities, Rights, Interests and Encumbrances Except for Permitted Encumbrances; (B) the Debtors to Enter into and Perform Their Obligations Under the Asset Purchase Agreement; (C) the Debtors to Assume and Assign Certain Executory Contracts and Unexpired Leases; and (D) Related Relief ("Sale Motion"); and the Related (2) Notice of (I) Cure Amount with Respect to Executory Contracts and Unexpired Leases to Be Assumed and Assigned and (II) Potential Assumption and Assignment of Executory Contracts and Unexpired Leases ("Rights Reservation") [Docket No. 425; filed 11/26/12]

Objection Status: **The hearing as it relates to adequate assurance is going forward. The remainder of the objection is being continued until the Successful Bidder seeks to assume or assign the contract(s) at issue.**

- L. Limited Objection of Southern California Edison Co. to Motion of the Debtors for Order (I) Under 11 U.S.C. Sections 105(a), 363, 365, 503, 507 and 1146(a), Fed. R. Bankr. P. 2002, 6004, 6006, 9007 and 9014 and Del Bankr. L.R. 2002-1, 6004-1 and 9006-1 Authorizing and Approving (A) Bidding Procedures in Connection with the Sale of Certain Assets of the Debtors, (B) Stalking Horse Bid Protections, (C) the Form and Manner of Notice of the Sale Hearing and (D) Related Relief; and (II) Under 11 U.S.C. Sections 105(a), 363, 365, 503, 507 and 1146(a), Fed. R. Bankr. P. 2002, 6004, 6006, 9007 and 9014 and Del. Bankr. L.R. 2002-1, 6004-1 and 9006-1 Authorizing the Sale of Certain Assets of the Debtors Free and Clear of All Claims, Liens, Liabilities, Rights, Interests and Encumbrances Except for Permitted Encumbrances; (B) the Debtors to Enter into and

Perform Their Obligations Under the Asset Purchase Agreement; (C) the Debtors to Assume and Assign Certain Executory Contracts and Unexpired Leases; and (D) Related Relief [Docket No. 426; filed 11/26/12]

Objection Status: **The Debtors and Southern California Edison Co. ("SCE") are working on language for the sale order that will resolve SCE's objection.**

- M. Objection of Banc of America Leasing & Capital LLC to, and Reservation of Rights Regarding, Debtors' (1) Motion Authorizing (A) the Sale of Certain Assets of the Debtors Free and Clear of All Claims, Liens, Liabilities, Rights, Interests and Encumbrances Except for Permitted Encumbrances; (B) the Debtors to Enter into and Perform Their Obligations Under the Asset Purchase Agreement; (C) the Debtors to Assume and Assign Certain Executory Contracts and Unexpired Leases; and (D) Related Relief ("Sale Motion"); and the Related (2) Notice of (I) Cure Amount with Respect to Executory Contracts and Unexpired Leases to Be Assumed and Assigned and (II) Potential Assumption and Assignment of Executory Contracts and Unexpired Leases [Docket No. 432; filed 11/26/12]

Objection Status: **The objection as it relates to adequate assurance is going forward. The remainder of the objection is being continued until the Successful Bidder seeks to assume or assign the contract(s) at issue.**

- N. Objection to Debtor's Motion to Assume Executory Contracts Filed by the University of Texas Board of Regents [Docket No. 433; filed 11/26/12]

Objection Status: **Counsel to University of Texas Board of Regents has authorized the withdrawal of the objection.**

- O. Limited Objection of BAE Systems Controls Inc. to Motion of Debtors for Order (I) Under 11 U.S.C. §§ 105(a), 363, 365, 503, 507 and 1146(a), Fed. R. Bankr. P. 2002, 6004, 6006, 9007 and 9014 and Del. Bankr. L.R. 2002-1, 6004-1 and 9006-1 Authorizing and Approving (A) Bidding Procedures in Connection with the Sale of Certain Assets of the Debtors, (B) Stalking Horse Bid Protections, (C) the Form and Manner of Notice of the Sale Hearing and (D) Related Relief; and (II) Under 11 U.S.C. §§ 105(a), 363, 365, 503, 507 and 1146(a), Fed. R. Bankr. P. 2002, 6004, 6006, 9007 and 9014 and Del. Bankr. L.R. 2002-1, 6004-1 and 9006-1 Authorizing (A) the Sale of Certain Assets of the Debtors Free and Clear of All Claims, Liens, Liabilities, Rights, Interests and Encumbrances Except for Permitted Encumbrances; (B) the Debtors to Enter into and Perform Their Obligations Under the Asset Purchase Agreement; (C) the Debtors to Assume and Assign Certain Executory Contracts and

Unexpired Leases; and (D) Related Relief [Docket No. 435; filed 11/26/12]

Objection Status: **The hearing on this objection is continued in its entirety to the hearing scheduled for December 27, 2012 at 3:30 p.m.**

P. Limited Objection of BAE Systems Controls, Inc. to Notice of (I) Cure Amount with Respect to Executory Contracts and Unexpired Leases to Be Assumed and Assigned and (II) Potential Assumption and Assignment of Executory Contracts and Unexpired Leases [Docket No. 436; filed 11/26/12]

Objection Status: **The hearing on this objection is being continued in its entirety to the hearing scheduled for December 27, 2012 at 3:30 p.m.**

Q. Response and Reservation of Rights of Wanxiang America Corporation with Respect to the Proposed Sale Order Relating to Stalking Horse Purchase Agreement [Docket No. 437; filed 11/26/12]

Objection Status: **This objection was rendered moot by the result of the auction.**

R. Limited Objection of IHI Corporation to the Debtors' Notice of (I) Cure Amount with Respect to Executory Contracts and Unexpired Leases to Be Assumed and Assigned and (II) Potential Assumption and Assignment of Executory Contracts and Unexpired Leases [Docket No. 438; filed 11/26/12]

Objection Status: **The hearing on this objection is continued in its entirety to the hearing scheduled for December 27, 2012 at 3:30 p.m.**

S. Airgas USA, LLC's Amended Objection to the Debtors' Notice of (I) Cure Amount with Respect to Executory Contracts and Unexpired Leases to Be Assumed and Assigned and (II) Potential Assumption and Assignment of Executory Contracts and Unexpired Leases [Docket No. 442; filed 11/26/12]

Objection Status: This objection was partially resolved by the filing of a supplemental cure notice. **The objection as it relates to adequate assurance is going forward. The remainder of the objection is being continued until the Successful Bidder seeks to assume or assign the contract(s) at issue.**

- T. Boston Properties Limited Partnership's (I) Objection to Debtors' Proposed Cure Amount, and (II) Limited Objection to Potential Assumption and Assignment of Executory Contracts and Unexpired Leases to Johnson Controls, Inc. [Docket No. 443; filed 11/26/12]

Objection Status: **The hearing on this objection is continued in its entirety to the hearing scheduled for December 27, 2012 at 3:30 p.m.**

- U. Objection of Licensor and Patent Owners to Notice of (I) Cure Amount with Respect to Executory Contracts and Unexpired Leases to Be Assumed and Assigned and (II) Potential Assumption and Assignment of Executory Contracts and Unexpired Leases [Docket No. 444; filed 11/26/12]

Objection Status: **The hearing on this objection is going forward. Provided the Court grants the 9019 Motion, this objection will be resolved.**

- V. Limbach Company LLC's Limited Objection to the Debtors' Motion for an Order: Authorizing and Approving (A) Bidding Procedures in Connection with the Sale of Certain Assets of the Debtors, (B) Stalking Horse Bid Protections, (C) the Form and Manner of Notice of the Sales Hearing and (D) Related Relief; and (II) Authorizing (A) the Sale of Certain Assets of the Debtors Free and Clear of All Claims, Liens, Liabilities, Rights, Interests and Encumbrances; (B) the Debtors to Enter into and Perform Their Obligations Under the Asset Purchase Agreement; (C) the Debtors to Assume and Assign Certain Executory Contracts and Unexpired Leases; and (D) Related Relief [Docket No. 445; filed 11/26/12]

Objection Status: **The Debtors and Limbach Company LLC have resolved this objection. The Debtors intend to submit a proposed form of order reflecting the resolution at the hearing.**

- W. Limited Objection of Hadlock Plastics, LLC to the Motion of Debtors to Sell Certain Assets [Docket No. 34] and Precautionary Objection to Cure Amount Notice [Docket No. 330] [Docket No. 446; filed 11/26/12]

Objection Status: ***The Debtors and Hadlock Plastics, LLC have reached an agreement on a revised form of order that resolves the objection and intend to present it at the hearing.***

- X. Limbach Company LLC's Objection to the Debtors' Notice of (I) Cure Amount with Respect to Executory Contracts and Unexpired Leases to Be Assumed and Assigned and (II) Potential Assumption and Assignment of

Executory Contracts and Unexpired Leases [Docket No. 447; filed 11/26/12]

Objection Status: **The Debtors and Limbach Company LLC have resolved this objection. The Debtors intend to submit a proposed form of order reflecting the resolution at the hearing.**

Y. Limited Objection of Welsh Romulus, LLC to Debtors' (A) Sale Motion, (B) Notice of Cure Amount and Potential Assumption and Assignment, and (C) Requests for Relief [Docket No. 449; filed 11/26/12]

Objection Status: **The hearing on this objection is continued in its entirety to the hearing scheduled for December 27, 2012 at 3:30 p.m.**

Z. Preliminary Objection and Reservation of Rights of Maxwell Technologies, Inc. to Assumption and Assignment of Executory Contract Pursuant to Section 365 of the Bankruptcy Code and Proposed Cure Amount [Docket No. 450; filed 11/26/12]

Objection Status: This objection was partially resolved by the filing of a supplemental cure notice. **The remainder of the objection is being continued until the Successful Bidder seeks to assume or assign the contract(s) at issue.**

AA. General Motors LLC's Limited Objection to Debtors' (1) Motion Authorizing (A) the Sale of Certain Assets of the Debtors Free and Clear of All Claims, Liens, Liabilities, Rights, Interests and Encumbrances Except for Permitted Encumbrances; (B) the Debtors to Enter into and Perform Their Obligations Under the Asset Purchase Agreement; (C) the Debtors to Assume and Assign Certain Executory Contracts and Unexpired Leases; and (D) Related Relief; and the Related (2) Notice of (I) Cure Amount with Respect to Executory Contracts and Unexpired Leases to Be Assumed and Assigned and (II) Potential Assumption and Assignment of Executory Contracts and Unexpired Leases [Docket No. 452; filed 11/26/12]

Objection Status: **The objection as it relates to adequate assurance is going forward. The remainder of the objection is being continued until the Successful Bidder seeks to assume or assign the contract(s) at issue.**

BB. Objection of Massachusetts Clean Energy Technology Center to (A) Debtors' Notice of (I) Cure Amount with Respect to Executory Contracts and Unexpired Leases to Be Assumed and Assigned and (II) Potential Assumption and Assignment of Executory Contracts and Unexpired

Leases and (B) Order (I) Approving Bid Procedures in Connection with Sale of Assets; (II) Approving Form and Manner of Notice Thereof; (III) Approving Break-Up Fee and Expense Reimbursement and (V) Granting Related Relief [Docket No. 454; filed 11/26/12]

Objection Status: The Debtors and Massachusetts Clean Energy Technology are working on language for the sale order that will resolve the objection.

CC. Objections and Response by Auwahi Wind Energy, LLC to Notice of (I) Cure Amount with Respect to Executory Contracts and Unexpired Leases to Be Assumed and Assigned and (II) Potential Assumption and Assignment of Executory Contracts and Unexpired Leases [Docket No. 455; filed 11/26/12]

Objection Status: **The Debtors and Auwahi Wind Energy, LLC have reached agreement on a form of order and stipulation that the Debtors intend to present at the hearing.**

DD. Microsoft's Limited Objection and Reservation of Rights with Respect to Debtors' Notice of (I) Cure Amount with Respect to Executory Contracts and Unexpired Leases to Be Assumed and Assigned and (II) Potential Assumption and Assignment of Executory Contracts and Unexpired Leases [Docket No. 456; filed 11/26/12]

Objection Status: **The objection as it relates to adequate assurance is going forward. The remainder of the objection is being continued until the Successful Bidder seeks to assume or assign the contract(s) at issue.**

EE. United States of America's Objection to Debtors' Motion for Entry of Sale Order [Docket No. 466; filed 11/27/12]

Objection Status: The hearing on this objection is going forward. **The Debtors are working with the Successful Bidder to resolve this objection and expect that this objection will be resolved by mutually agreeable language in the sale order. The Debtors [Docket No. 595] and the Committee [Docket No. 592] each filed replies to this objection.**

FF. Objection of Soulbrain MI and Soulbrain LTK to Notice of Cure Amount [Docket No. 469; filed 11/27/12]

Objection Status: This objection was resolved by the filing of a supplemental cure notice.

GG. Daimler Purchasing Coordination Corp.'s Limited Objection to and Reservation of Rights with Respect to Debtors' Notice of (I) Cure Amount with Respect to Executory Contracts and Unexpired Leases to Be Assumed and Assigned and (II) Potential Assumption and Assignment of Executory Contracts and Unexpired Leases [Docket No. 470; filed 11/27/12]

Objection Status: ***The Debtors and Daimler Purchasing Coordination Corp. have agreed to continue the hearing on the objection to the hearing scheduled for December 27, 2012 at 3:30 p.m.***

HH. Objection of SAIC Motor Co. Ltd and Shanghai Advanced Traction Battery Systems Co., Ltd. to the Debtors' Notice of (I) Cure Amount with Respect to Executory Contracts and Unexpired Leases to Be Assumed and Assigned and (II) Potential Assumption and Assignment of Executory Contracts and Unexpired Leases [Docket No. 476; filed 11/28/12]

Objection Status: **The objection as it relates to adequate assurance is going forward. The remainder of the objection is being continued until the Successful Bidder seeks to assume or assign the contract(s) at issue.**

II. Limited Objection of Jabil Circuit, Inc. to the Notice of (I) Cure Amount with Respect to Executory Contracts and Unexpired Leases to Be Assumed and Assigned and (II) Potential Assumption and Assignment of Executory Contracts and Unexpired Leases [Docket No. 480; filed 11/28/12]

Objection Status: ***The hearing on this objection is continued to the hearing scheduled for December 27, 2012 at 3:30 p.m.***

JJ. Daimler Purchasing Coordination Corp.'s Supplement to Limited Objection to and Reservation of Rights with Respect to Debtors' Notice of (I) Cure Amount with Respect to Executory Contracts and Unexpired Leases to Be Assumed and Assigned and (II) Potential Assumption and Assignment of Executory Contracts and Unexpired Leases [Docket No. 481; filed 11/28/12]

Objection Status: ***The Debtors and Daimler Purchasing Coordination Corp. have agreed to continue the hearing on the objection to the hearing scheduled for December 27, 2012 at 3:30 p.m.***

KK. Response filed by Securitas Security Services USA, Inc. [Docket No. 485; filed 11/29/12]

Objection Status: **The objection is being continued until the Successful Bidder seeks to assume or assign the contract(s) at issue.**

LL. Limited Objection by Daewoo International Corporation and Daewoo International (America) Corp. to Debtors' Supplemental Notice of (I) Cure Amount with Respect to Executory Contracts and Unexpired Leases to Be Assumed and Assigned and (II) Potential Assumption and Assignment of Executory Contracts and Unexpired Leases [Docket No. 494; filed 11/30/12]

Objection Status: **The objection is being continued until the Successful Bidder seeks to assume or assign the contract(s) at issue.**

MM. Michigan Strategic Fund and Michigan Economic Growth Authority's Objection to (A) Debtor's Notice of (1) Cure Amount with Respect to Executory Contracts and Unexpired Leases to Be Assumed and Assigned and (2) Potential Assumption and Assignment of Executory Contracts and Unexpired Leases and (B) Order (I) Approving Bid Procedures in Connection with Sale of Assets; (II) Approving Form and Manner of Notice Thereof (III) Approving Break-Up Fee and Expense Reimbursement and (V) Granting Related Relief [Docket No. 497; filed 11/30/12]

Objection Status: **The hearing on this objection is continued in its entirety to the hearing scheduled for December 27, 2012 at 3:30 p.m. On December 9, 2012, the Debtors filed a reply [Docket No. 594] to this objection.**

NN. Limited Objection and Reservation of Rights of AES Energy Storage, LLC, AES ES Westover, LLC and AES Gener S.A. with Respect to the Debtors' Notice of (I) Cure Amount with Respect to Executory Contracts and Unexpired Leases to Be Assumed and Assigned and (II) Potential Assumption and Assignment of Executory Contracts and Unexpired Leases [Docket No. 500; filed 11/30/12]

Objection Status: **The hearing on this objection is continued in its entirety to the hearing scheduled for December 27, 2012 at 3:30 p.m.**

OO. Supplement to Objection of Licensor and Patent Owners to Notice of (I) Cure Amount with Respect to Executory Contracts and Unexpired Leases to Be Assumed and Assigned and (II) Potential Assumption and Assignment of Executory Contracts and Unexpired Leases [Docket No. 534; filed 12/4/12]

Objection Status: The hearing on this objection is going forward and will be considered with Docket No. 444 (Objection 7.U on this

Agenda). **As noted above, this objection will be resolved in the event the Court grants the 9019 Motion.**

PP. Navistar, Inc.'s Objection to Notice of Potential Assumption and Assignment of Executory Contracts and Unexpired Leases [Docket No. 545; filed 12/4/12]

Objection Status: The Debtors and Navistar are working on language for the sale order that will resolve the objection.

QQ. Objection of 39000 Associates, LLC to Assumption and Assignment of Its Lease as Proposed in Debtors' Sale Motion and in Debtors' Notice of (I) Cure Amount with Respect to Executory Contracts and Unexpired Leases to Be Assumed and Assigned and (II) Potential Assumption and Assignment of Executory Contracts and Unexpired Leases, and Joinder in Limbach Company, LLC's Objection to Debtors' Cure and Assumption and Assignment Notice [Docket No. 551; filed 12/4/12]

Objection Status: **The hearing on this objection is continued in its entirety to the hearing scheduled for December 27, 2012 at 3:30 p.m.**

RR. Objection of Ferndale Electric Company, Inc. to Debtors' Motion for an Order (I) Authorizing and Approving (A) Bidding Procedures in Connection with the Sale of Certain Assets of the Debtors, (B) Stalking Horse Bid Protections, (C) the Form and Manner of Notice of the Sales Hearing and (D) Related Relief; and (II) Authorizing (A) the Sale of Certain Assets of the Debtors Free and Clear of all Claims, Liens, Liabilities, Rights, Interests and Encumbrances; (B) the Debtors to Enter into and Perform Their Obligations Under the Asset Purchase Agreement; (C) the Debtors to Assume and Assign Certain Executory Contracts and Unexpired Leases; and (D) Related Relief [Docket No. 557; filed 12/5/12]

Objection Status: **The Debtors and Ferndale Electric Company, Inc. have entered into an agreed order that the Debtors intend to present at the hearing.**

SS. Informal comments from the Environmental Protection Agency

Objection Status: The Debtors and the EPA have resolved the EPA's objection by adding agreed language to the sale order.

TT. Informal comments from Verizon

Objection Status: **The objection is being continued until the Successful bidder seeks to assume or assign the contract(s) at issue.**

UU. Informal comments from Praxair, Inc.

Objection Status: The objection is being continued until the Successful bidder seeks to assume or assign the contract(s) at issue.

VV. Informal comments from David Babain

Objection Status: The hearing on this objection is going forward.

WW. **OpTech, LLC's Objection to the Cure Amount Associated with Its Potentially Assumed Contracts with the Debtor [Docket No. 473; filed 11/28/12]**

Objection Status: This objection was partially resolved by the filing of a supplemental cure notice. The remainder of the objection is being continued until the Successful Bidder seeks to assume or assign the contract(s) at issue.

XX. *Supplemental Limited Objection of BAE Systems Controls Inc. to Motion of Debtors for Order (I) Under 11 U.S.C. §§ 105(a), 363, 365, 503, 507 and 1146(a), Fed. R. Bankr. P. 2002, 6004, 6006, 9007 and 9014 and Del. Bankr. L.R. 2002-1, 6004-1 and 9006-1 Authorizing and Approving (A) Bidding Procedures in Connection with the Sale of Certain Assets of the Debtors, (B) Stalking Horse Bid Protections, (C) the Form and Manner of Notice of the Sale Hearing and (D) Related Relief; and (II) Under 11 U.S.C. §§ 105(a), 363, 365, 503, 507 and 1146(a), Fed. R. Bankr. P. 2002, 6004, 6006, 9007 and 9014 and Del. Bankr. L.R. 2002-1, 6004-1, and 9006-1 Authorizing (A) the Sale of Certain Assets of the Debtors Fee and Clear of All Claims, Liens, Liabilities, Rights, Interests and Encumbrances Except for Permitted Encumbrances; (B) the Debtors to Enter Into and Perform Their Obligations Under the Asset Purchase Agreement; (C) the Debtors to Assume and Assign Certain Executory Contracts and Unexpired Leases; and (D) Related Relief [Docket No. 613; filed 12/10/12]*

Objection Status: *The parties have reached an agreement on language to be added to the sale order that resolves the supplemental objection.*

Related Documents:

- i. Notice of Filing Revised (A) Bidding Procedures and (B) Bidding Procedures Order [Docket No. 213; filed 11/2/12]
- ii. Order (I) Approving Bid Procedures in Connection with Sale of Certain Assets of the Debtors; (II) Scheduling Hearing to Consider Sale of Assets; (III) Approving Form and Manner of Notice Thereof; (IV) Approving

Break-Up Fee and Expense Reimbursement; and (V) Granting Related Relief [Docket No. 314; filed 11/8/12]

- iii. Notice of Public Auction and Sale Hearing [Docket No. 323; filed 11/8/12]
- iv. Notice of (I) Cure Amount with Respect to Executory Contracts and Unexpired Leases to Be Assumed and Assigned and (II) Potential Assumption and Assignment of Executory Contracts and Unexpired Leases [Docket No. 330; filed 11/9/12]
- v. Notice of Filing of Form Asset Purchase Agreement [Docket No. 332; filed 11/9/12]
- vi. Affidavit of Albert Fox of Publication of Sale Notice in *The Wall Street Journal* [Docket No. 357; filed 11/16/12]
- vii. Notice of Filing Proposed Sale Order Relating to Stalking Horse Purchase Agreement [Docket No. 372; filed 11/17/12]
- viii. Supplemental Notice of (I) Cure Amount with Respect to Executory Contracts and Unexpired Leases to Be Assumed and Assigned and (II) Potential Assumption and Assignment of Executory Contracts and Unexpired Leases [Docket No. 424; filed 11/21/12]
- ix. Declaration of Emily Lough in Support of Preliminary Objection and Reservation of Rights of Maxwell Technologies, Inc. to Assumption and Assignment of Executory Contract Pursuant to Section 365 of the Bankruptcy Code and Proposed Cure Amount [Docket No. 451; filed 11/26/12]
- x. Notice of Filing Exhibits Filed by Auwahi Wind Energy, LLC [Docket No. 486; filed 11/29/12]
- xi. Notice of the Removal of Exhibit 1 from Docket No. 469 [Docket No. 489; filed 11/29/12]
- xii. United States of America's Statement Regarding Sale of Assets [Docket No. 495; filed 11/30/12]
- xiii. Second Supplemental Notice of (I) Cure Amount with Respect to Executor Contracts and Unexpired Leases to Be Assumed and Assigned and (II) Potential Assumption and Assignment of Executory Contracts and Unexpired Leases [Docket No. 508; filed 11/30/12]
- xiv. Agreed Order Resolving Limited Objection of Daiichi Jitsugyo (America) Inc. to Supplemental Notice of (I) Cure Amount with Respect to Executory Contracts and Unexpired Leases to Be Assumed and Assigned

and (II) Potential Assumption and Assignment of Executory Contracts and Unexpired Leases [Docket No. 517; filed 12/3/12]

- xv. **Reply of the Official Committee of Unsecured Creditors to the United States of America's Limited Objection to Debtors' Motion for Entry of Sales Order [Docket No. 592; filed 12/8/12]**
- xvi. **Notice of Successful Bidders [Docket No. 593; filed 12/9/12]**
- xvii. **Debtors' Response to Michigan Strategic Fund's and Michigan Economic Growth Authority's Objection to (A) Debtors' Notice of (1) Cure Amount with Respect to Executory Contracts and Unexpired Leases to be Assumed and Assigned, and (2) Potential Assumption and Assignment of Executory Contracts and Unexpired Leases, and (B) Order (I) Approving Bid Procedures in Connection with Sale of Assets; (II) Approving Form and Manner of Notice Thereof; (III) Approving Break-Up Fee and Expense Reimbursement and (V) Granting Related Relief [Docket No. 594; filed 12/9/12]**
- xviii. **Debtors' Limited Reply to United States of America's Limited Objection to Debtor's Motion for Entry of Sales Order [Docket No. 595; filed 12/9/12]**
- xix. **Notice of Adequate Assurance of Future Performance [Docket No. 600; filed 12/10/12]**
- xx. **Notice of Auction Transcript [Docket No. 610; filed 12/10/12]**
- xxi. **Corrected Notice of Filing of Successful Bidder's Asset Purchase Agreement [Docket No. 611; filed 12/10/12]**
- xxii. **Corrected Notice of Filing Proposed Sale Order Relating to Successful Bidders [Docket No. 612; filed 12/10/12]**
- xxiii. *[Intentionally Omitted]*

Status: The hearing on the Motion, as it relates to the sale of certain assets of the Debtors, is going forward. Individual status lines for each of the sale and cure related objections are set forth above. **The Debtors intend to file documents, including a sale order and APA, relating to the sale to Navitas Systems LLC in advance of the hearing. The Debtors will file a further amended agenda following the filing of such documents.**

IV. ADDITIONAL MATTER REQUESTED:

- 8. **Emergency Motion for an Order Pursuant to Section 105(a) of the Bankruptcy Code and Bankruptcy Rule 9019 Approving Conditional**

**Consent Agreement Among the Debtors, the Licensor and the Patent Owners
[Docket No. 596; filed 12/9/12]**

Proposed Objection Deadline: At the Hearing

Objections/Responses Received: None to date.

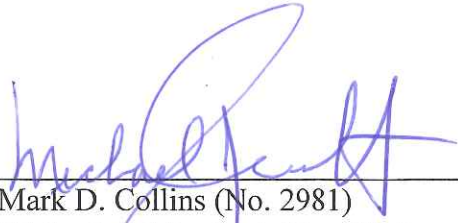
Related Documents:

- i. **Debtors' Motion to Shorten Notice and Objection Periods for
Emergency Motion for an Order Pursuant to Section 105(a) of the
Bankruptcy Code and Bankruptcy Rule 9019 Approving Conditional
Consent Agreement Among the Debtors, the Licensor and the Patent
Owners [Docket No. 597; filed 12/9/12]**

- ii. **Order Shortening Notice and Objection Periods for Emergency
Motion for an Order Pursuant to Section 105(a) of the Bankruptcy
Code and Bankruptcy Rule 9019 Approving Conditional Consent
Agreement Among the Debtors, the Licensor and the Patent Owners
[Docket No. 602; filed 12/10/12]**

Status: The hearing regarding this matter is going forward.

Dated: December 10, 2012
Wilmington, Delaware



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