

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

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In re:	:	Chapter 11
	:	
A123 SYSTEMS, INC., <u>et al.</u> ,	:	Case No. 12-12859 (KJC)
	:	
Debtors. ¹	:	Jointly Administered
	:	
	:	Sale Hearing Date: December 11, 2012 at 2:00
	:	p.m. (ET)
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NOTICE OF ADEQUATE ASSURANCE OF FUTURE PERFORMANCE

1. On October 16, 2012, the above-captioned debtors and debtors in possession (collectively, the “**Debtors**”),² filed the *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],

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 Capitalized terms not defined herein shall have the meanings ascribed to such terms in the Bidding Procedures Order (defined below).

seeking to sell certain of their assets through a sale pursuant to Section 363 of the Bankruptcy Code (the “**Sale**”).

2. On November 8, 2012, the United States Bankruptcy Court for the District of Delaware (the “**Court**”) entered the *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] (the “**Bidding Procedures Order**”).

3. Pursuant to the Bidding Procedures Order, the Debtors held an Auction for the sale of certain of their assets. The Auction commenced on December 6, 2012 at the Chicago office of Latham & Watkins LLP. The Auction concluded at approximately 1:00 p.m. Central Time on December 9, 2012.

4. Under the Bidding Procedures Order, within one (1) business day after the conclusion of the Auction, the Debtors are required to file with the Bankruptcy Court a notice providing adequate assurance materials demonstrating the ability of the Successful Bidders to perform under the Contracts and Leases (the “**Notice of Adequate Assurance**”). This Notice of Adequate Assurance will also be posted on the website of the Debtors’ claims and noticing agent, Logan & Company, Inc., at www.loganandco.com.

5. On December 8, 2012, the Debtors announced that the Successful Bidders are Waxiang America Corporation and Navitas Systems, LLC.

6. Attached as Exhibit A hereto are adequate assurance materials demonstrating the ability of Wanxiang America Corporation to perform under the Contracts and Leases.

7. The Debtors will seek Court approval of the Sale at the Sale Hearing, which is scheduled to commence on December 11, 2012 at 2:00 p.m. Eastern Time.

Dated: Wilmington, Delaware
December 10, 2012

RICHARDS, LAYTON & FINGER, P.A.

/s/ Amanda R. Steele

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Counsel for Debtors and Debtors
in Possession

Exhibit A

Adequate Assurance Materials for Wanxiang America Corporation

December 10, 2012

2012 年 12 月 10 日

To whom it may concern:

致有关人员:

Please be advised that Wanxiang Group Corporation will fund its subsidiary Wanxiang Clean Energy USA Corp. with at least \$350,000,000 in cash on or prior to the closing of the acquisition of assets of A123 Systems, Inc.

敬请知悉, 万向集团公司在其子公司万向洁能美国公司收购美国 A123 系统公司时或之前, 将给万向洁能美国公司投入至少 3.5 亿美元的现金。

Sincerely yours,

诚挚问候,

Wanxiang Group Corporation

万向集团公司

