

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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| | : | Chapter 11 Case No. |
| In re | : | |
| | : | 09-50026 (REG) |
| MOTORS LIQUIDATION COMPANY, et al. | : | |
| f/k/a General Motors Corp., et al., | : | (Jointly Administered) |
| | : | |
| Debtors. | : | |
| | : | |
| ----- | X | |

ORDER GRANTING 264th OMNIBUS OBJECTION TO CLAIMS
(Securities Claims)

Upon the 264th Omnibus Objection to expunge certain claims, dated January 6, 2012, (the “**264th Omnibus Objection to Claims**”),¹ of the Motors Liquidation Company GUC Trust (the “**GUC Trust**”), formed by the above-captioned debtors (collectively, the “**Debtors**”) in connection with the Debtors’ Second Amended Joint Chapter 11 Plan, dated March 18, 2011 (as may be amended, supplemented, or modified from time to time, the “**Plan**”), pursuant to section 502(b) of title 11, United States Code (the “**Bankruptcy Code**”), Rule 3007(d) of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), and this Court’s order approving procedures for the filing of omnibus objections to proofs of claim filed in these chapter 11 cases (the “**Procedures Order**”) (ECF No. 4180), seeking entry of an order disallowing and expunging the Claims for Equity Interests on the grounds that such claims seek recovery of amounts for which the Debtors are not liable, all as more fully described in the 264th Omnibus Objection to Claims; and due and proper notice of the 264th Omnibus Objection to Claims having been provided, and it appearing that no other or further notice need be provided; and the Court having found and determined that the

¹ Capitalized terms used herein and not otherwise defined herein shall have the meanings ascribed to such terms in the 246th Omnibus Objection to Claims

relief sought in the 264th Omnibus Objection to Claims 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 264th Omnibus Objection to Claims establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is:

ORDERED that, pursuant to section 502(b) of the Bankruptcy Code, the relief requested in the 264th Omnibus Objection to Claims is granted to the extent provided herein; and it is further

ORDERED that, the claims listed on **Exhibit “A”** annexed hereto are reclassified as equity under the Plan and disallowed and expunged; and it is further

ORDERED that, the claims listed on **Exhibit “B”** annexed hereto are disallowed and expunged; and it is further

ORDERED that this Order has no res judicata, estoppel, or other effect on the validity, allowance, or disallowance of, and all rights to object on any basis are expressly reserved with respect to any claim listed on **Exhibits “A”** and **“B”** annexed to the 264th Omnibus Objection to claims that is not listed on **Exhibits “A”** and **“B”** annexed hereto; and it is further

ORDERED that this Court shall retain jurisdiction to hear and determine all matters arising from or related to this Order.

Dated: February 10, 2012
New York, New York

s/ Robert E. Gerber
United States Bankruptcy Judge

Exhibit A**CLAIMS TO RECLASSIFY, DISALLOW AND EXPUNGE*****CLAIMS TO BE DISALLOWED AND EXPUNGED***

| Name and Address of Claimant | Claim # | Debtor | Claim Amount | Grounds For Objection | Objection Page Reference |
|---|----------------|----------------------------------|---------------------|---|---------------------------------|
| CHARLES AND JOAN HASSINK 10256 SPINNAKER RUN REMINDERVILLE, OH 44202-8109 UNITED STATES OF AMERICA | 4642 | Motors Liquidation Company | \$3,500.00 | Securities Claims (Equity Interests) | Pgs. 4-5 |
| LLOYD OLDENBURG 27500 GERMAN RD BELLE PLAINE, MN 56011 | 11250 | Motors Liquidation Company | \$10,526.66 | Securities Claims (Equity Interests) | Pgs. 4-5 |
| WILLIAM J DARRAS 2003 E AVON LN ARLINGTON HTS, IL 60004 | 17900 | Motors Liquidation Company | \$35,368.00 | Securities Claims (Equity Interests) | Pgs. 4-5 |

CLAIMS TO BE DISALLOWED AND EXPUNGED**3**

(1) In the "Claim Amount" column, the amounts listed are taken directly from the proofs of claim, and thus replicate any mathematical errors on the proofs of claim. Where the claim amount is zero, unliquidated, unidentified, or otherwise cannot be determined, the amount listed is "0.00". For claims filed in a foreign currency, "Foreign Currency" is displayed in the "Claim Amount" column.

(2) Claims on the exhibit are sorted in alphabetical order based on the creditor name as listed on proof of claim form.

Exhibit B**CLAIMS TO BE DISALLOWED AND EXPUNGED****CLAIMS TO BE DISALLOWED AND EXPUNGED**

| Name and Address of Claimant | Claim # | Debtor | Claim Amount | Grounds For Objection | Objection Page Reference |
|--|---------|----------------------------------|------------------------|--------------------------------------|--------------------------|
| ALICE ZITTEL 426 MINNESOTA AVE SAINT PAUL, MN 55113 | 8712 | Motors Liquidation Company | \$10,160.00 | Securities Claims (Debt Security) | Pgs. 4-5 |
| ARTHUR P JESCHON & IRENE S JESCHON 35 LEAH CT HAMMONTON, NJ 08037 | 9624 | Motors Liquidation Company | \$19,875.50 | Securities Claims (Debt Security) | Pgs. 4-5 |
| ESTATE OF KENNETH REYNOLDS SANDRA REYNOLDS EXECUTRIX 21 - PINEHURST CIRCLE ANNANDALE, NJ 08801-1655 | 22233 | Motors Liquidation Company | \$24,000.00 | Securities Claims (Debt Security) | Pgs. 4-5 |
| GUNTHER PAUL HESSE 1103 BAHAMA BEND APT G-2 COCONUT CREEK, FL 33066 | 65853 | Motors Liquidation Company | \$125,795.64 | Securities Claims (Debt Security) | Pgs. 4-5 |
| JERRY C DAVIDSON TTEE MANESS FAMILY TRUST C/O JERRY C DAVIDSON TTEE 2866 FOXFIRE DR ST LOUIS, MO 63129-3511 | 11002 | Motors Liquidation Company | \$1,928.66 | Securities Claims (Debt Security) | Pgs. 4-5 |
| KARL PHILIPP MULLER LEBEREN STRASSE 27 CH 8472 SEUZACH SWITZERLAND | 70884 | Motors Liquidation Company | \$794.70 | Securities Claims (Debt Security) | Pgs. 4-5 |
| LE GAISSE NATIXIS PRIVATE BANKING 51 AVE JF KENNEDY L-1855 LUXEMBOURG EUROPE | 64748 | Motors Liquidation Company | \$62,722.80 | Securities Claims (Debt Security) | Pgs. 4-5 |
| MARCIA TAUBER 460 KILMER WAY THE VILLAGES, FL 32162 | 70802 | Motors Liquidation Company | \$0.00 Unliquidated | Securities Claims (Debt Security) | Pgs. 4-5 |
| MARY ANN FOYLE IRA 383 W THORNHILL PLACE FREDERICK, MD 21703-6171 | 61115 | Motors Liquidation Company | \$8,500.00 | Securities Claims (Debt Security) | Pgs. 4-5 |

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(2) Claims on the exhibit are sorted in alphabetical order based on the creditor name as listed on proof of claim form.

Exhibit B**CLAIMS TO BE DISALLOWED AND EXPUNGED**

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|--|-------|----------------------------------|--------------|--------------------------------------|----------|
| ROBERT G GRANT & CYNTHIA L GRANT JT WROS 26 ABBY LANE GREEN BROOK, NJ 08812 | 62774 | Motors Liquidation Company | \$150,000.00 | Securities Claims (Debt Security) | Pgs. 4-5 |
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|--|-------|----------------------------------|-------------|--------------------------------------|----------|
| ROBERT PAUL MCCORMICK 4683 MIRABELLA CT SAINT PETE BEACH, FL 33706 UNITED STATES OF AMERICA | 28350 | Motors Liquidation Company | \$10,450.00 | Securities Claims (Debt Security) | Pgs. 4-5 |
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| STRUL FLANDEL SQ ED MACHTENS 18/3 1080 BRUXELLES BELGIUM | 63034 | Motors Liquidation Company | \$51,525.45 | Securities Claims (Debt Security) | Pgs. 4-5 |
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| THOMAS GEHLEN PLATANENWEG 39 65835 LIEDERBACH DE DEUTSCHLAND , DE 65835 GERMANY | 26840 | Motors Liquidation Company | \$698.67 | Securities Claims (Debt Security) | Pgs. 4-5 |
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CLAIMS TO BE DISALLOWED AND EXPUNGED

13

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