

**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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ORDER GRANTING 238th OMNIBUS OBJECTION TO CLAIMS
(Welfare Benefits Claims of Retired and Former Salaried and Executive Employees)

Upon the omnibus objection to expunge certain compensation and welfare benefits claims of retired and former salaried and executive employees, dated August 19, 2011 (**ECF No. 10723**) (the “**238th 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 of the 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 Welfare Benefits Claims on the ground that each Salaried

¹ Capitalized terms used herein and not otherwise defined herein shall have the meanings ascribed to such terms in the 238th Omnibus Objection to Claims.

and Executive Employee Welfare Benefits Claim is for an obligation for which the Debtors and the GUC Trust have no liability, all as more fully described in the 238th Omnibus Objection to Claims; and due and proper notice of the 238th 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 relief sought in the 238th Omnibus Objection to Claims is in the best interests of the Debtors, their estates, the GUC Trust, creditors, and all parties in interest and that the legal and factual bases set forth in the 238th 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 the relief requested in the 238th Omnibus Objection to Claims is granted to the extent provided herein; and it is further

ORDERED that, pursuant to section 502(b) of the Bankruptcy Code, the claims listed on **Exhibit “A”** (the “**Order Exhibit**”) annexed hereto under the heading “*Claims to be Disallowed and Expunged*” are disallowed and expunged from the claims registry; 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 Exhibit “A” annexed to the 238th Omnibus Objection to claims under the heading “*Claims to be Disallowed and Expunged*” that is not listed on the Order Exhibit; 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: New York, New York
September 26, 2011

s/ Robert E. Gerber
United States Bankruptcy Judge

CLAIMS TO BE DISALLOWED AND EXPUNGED

Name and Address of Claimant	Claim #	Debtor	Claim Amount and Priority (1)	Grounds For Objection	Objection Page Reference
ALFRED P DE BUHR 8211 DUNHAM RD DOWNERS GROVE, IL 60516	36140	Motors Liquidation Company	\$0.00 (S)	No Liability: Claims seek recovery of amounts for which the Debtors are not liable	Pgs. 1-5
			\$0.00 (A)		
			\$0.00 (P)		
			\$15,716.50 (U)		
			\$15,716.50 (T)		
BARBARA LARSON 803 S 4TH AVE # 4 ALBERT LEA, MN 56007-1905	36233	Motors Liquidation Company	\$0.00 (S)	No Liability: Claims seek recovery of amounts for which the Debtors are not liable	Pgs. 1-5
			\$0.00 (A)		
			\$0.00 (P)		
			\$65,307.00 (U)		
			\$65,307.00 (T)		
		Unliquidated			
BROCKMAN, HARRY E PO BOX 429 LONDON, KY 40743-0429	49552	Motors Liquidation Company	\$0.00 (S)	No Liability: Claims seek recovery of amounts for which the Debtors are not liable	Pgs. 1-5
			\$0.00 (A)		
			\$0.00 (P)		
			\$68,406.00 (U)		
			\$68,406.00 (T)		
BRUCE H WILLIAMS 405 KINNAIRD LANE LOUISVILLE, KY 40243-1222	45588	Motors Liquidation Company	\$0.00 (S)	No Liability: Claims seek recovery of amounts for which the Debtors are not liable	Pgs. 1-5
			\$0.00 (A)		
			\$0.00 (P)		
			\$27,443.00 (U)		
			\$27,443.00 (T)		
CRAIG SOBOL 557 WILDFLOWER TRAIL MYRTLE SEACH, SC 29579 UNITED STATES OF AMERICA	61273	Motors Liquidation Company	\$0.00 (S)	No Liability: Claims seek recovery of amounts for which the Debtors are not liable	Pgs. 1-5
			\$0.00 (A)		
			\$0.00 (P)		
			\$32,895.31 (U)		
			\$32,895.31 (T)		
		Unliquidated			

(1) In the "Claim Amount and Priority" column, (S) = secured claim, (A) = administrative expense claim, (P) = priority claim, (U) = unsecured claim and (T) = total claim. 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".

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

CLAIMS TO BE DISALLOWED AND EXPUNGED

Name and Address of Claimant	Claim #	Debtor	Claim Amount and Priority (1)	Grounds For Objection	Objection Page Reference
CYNTHIA HOLMAN 1461 LANDIS CIRCLE BEL AIR, MD 21015 UNITED STATES OF AMERICA	70447	Moters Liquidation Company	\$40,000.00 (S)	No Liability: Claims seek recovery of amounts for which the Debtors are not liable	Pgs. 1-5
			\$0.00 (A)		
			\$0.00 (P)		
			\$0.00 (U)		
			\$40,000.00 (T)		
DAVID HAVERCAMP 18 DEBRA CT PINCONNING, MI 48650 UNITED STATES OF AMERICA	62097	Moters Liquidation Company	\$0.00 (S)	No Liability: Claims seek recovery of amounts for which the Debtors are not liable	Pgs. 1-5
			\$0.00 (A)		
			\$0.00 (P)		
			\$250,960.00 (U)		
			\$250,960.00 (T)		
DONNIE RAY DUNCAN 17403 W BAJADA DR SURPRISE, AZ 85387	62151	Moters Liquidation Company	\$0.00 (S)	No Liability: Claims seek recovery of amounts for which the Debtors are not liable	Pgs. 1-5
			\$0.00 (A)		
			\$0.00 (P)		
			\$128,589.00 (U)		
			\$128,589.00 (T)		
GAUGHAN PATRICK J 1299 PRENTICE RD W FARMINGTON, OH 44491-9786	32830	Moters Liquidation Company	\$0.00 (S)	No Liability: Claims seek recovery of amounts for which the Debtors are not liable	Pgs. 1-5
			\$0.00 (A)		
			\$0.00 (P)		
			\$38,101.00 (U)		
			\$38,101.00 (T)		
GEOFFREY OGDEN 2128 E GONDOLA LN GILBERT, AZ 85234	32921	Moters Liquidation Company	\$0.00 (S)	No Liability: Claims seek recovery of amounts for which the Debtors are not liable	Pgs. 1-5
			\$0.00 (A)		
			\$84,260.00 (P)		
			\$0.00 (U)		
			\$84,260.00 (T)		

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CLAIMS TO BE DISALLOWED AND EXPUNGED

Name and Address of Claimant	Claim #	Debtor	Claim Amount and Priority (1)	Grounds For Objection	Objection Page Reference
JAMES HEIDGER 4438 SPICEBUSH DR. SAGINAW, MI 48603 UNITED STATES OF AMERICA	22969	Motors Liquidation Company	\$0.00 (S)	No Liability: Claims seek recovery of amounts for which the Debtors are not liable	Pgs. 1-5
			\$0.00 (A)		
			\$0.00 (P)		
			\$73,350.00 (U)		
			\$73,350.00 (T)		
LESLYN C BLACK 2480 LEISURE WORLD MESA, AZ 85206-5414	27554	Motors Liquidation Company	\$0.00 (S)	No Liability: Claims seek recovery of amounts for which the Debtors are not liable	Pgs. 1-5
			\$0.00 (A)		
			\$0.00 (P)		
			\$135,766.79 (U)		
			\$135,766.79 (T)		
			Unliquidated		
LESLYN C BLACK 2480 LEISURE WORLD MESA, AZ 85206-5414	27555	Motors Liquidation Company	\$0.00 (S)	No Liability: Claims seek recovery of amounts for which the Debtors are not liable	Pgs. 1-5
			\$0.00 (A)		
			\$0.00 (P)		
			\$15,181.94 (U)		
			\$15,181.94 (T)		
			Unliquidated		
OGDEN, GEOFFREY J 2128 E GONDOLA LN GILBERT, AZ 85234-2836	7752	Motors Liquidation Company	\$0.00 (S)	No Liability: Claims seek recovery of amounts for which the Debtors are not liable	Pgs. 1-5
			\$0.00 (A)		
			\$33,173.00 (P)		
			\$0.00 (U)		
			\$33,173.00 (T)		
OTIS G LAWRENCE 3210 N 11TH ST MILWAUKEE, WI 53206	27307	Motors Liquidation Company	\$0.00 (S)	No Liability: Claims seek recovery of amounts for which the Debtors are not liable	Pgs. 1-5
			\$0.00 (A)		
			\$73,813.00 (P)		
			\$0.00 (U)		
			\$73,813.00 (T)		

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CLAIMS TO BE DISALLOWED AND EXPUNGED

Name and Address of Claimant	Claim #	Debtor	Claim Amount and Priority (1)	Grounds For Objection	Objection Page Reference
PAUL DAY 7922 JENNIFER LN BROWNSBURG, IN 46112-8599	63758	Moters Liquidation Company	\$0.00 (S)	No Liability: Claims seek recovery of amounts for which the Debtors are not liable	Pgs. 1-5
			\$0.00 (A)		
			\$0.00 (P)		
			\$110,852.00 (U)		
			\$110,852.00 (T)		
			Unliquidated		
ROOT GERALD T 6533 MACDONALD RD BENZONIA, MI 49616	44272	Moters Liquidation Company	\$0.00 (S)	No Liability: Claims seek recovery of amounts for which the Debtors are not liable	Pgs. 1-5
			\$0.00 (A)		
			\$0.00 (P)		
			\$45,296.00 (U)		
			\$45,296.00 (T)		
			Unliquidated		
SUSAN L VAN COTT 12389 AVENIDA CONSENTIDO SAN DIEGO, CA 92128-3284	46257	Moters Liquidation Company	\$0.00 (S)	No Liability: Claims seek recovery of amounts for which the Debtors are not liable	Pgs. 1-5
			\$0.00 (A)		
			\$0.00 (P)		
			\$202,900.00 (U)		
			\$202,900.00 (T)		
			Unliquidated		
SUSAN PLEASANT 7639 DELAINE COURT INDIANAPOLIS, IN 46254 UNITED STATES OF AMERICA	48471	Moters Liquidation Company	\$0.00 (S)	No Liability: Claims seek recovery of amounts for which the Debtors are not liable	Pgs. 1-5
			\$0.00 (A)		
			\$0.00 (P)		
			\$31,787.00 (U)		
			\$31,787.00 (T)		
			Unliquidated		
TERRY MCCLAIN 11317 WAY CROSS RD OKLAHOMA CITY, OK 73162	50083	Moters Liquidation Company	\$0.00 (S)	No Liability: Claims seek recovery of amounts for which the Debtors are not liable	Pgs. 1-5
			\$0.00 (A)		
			\$0.00 (P)		
			\$127,098.00 (U)		
			\$127,098.00 (T)		
			Unliquidated		

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CLAIMS TO BE DISALLOWED AND EXPUNGED

Name and Address of Claimant	Claim #	Debtor	Claim Amount and Priority (1)	Grounds For Objection	Objection Page Reference
THOMAS KNOEPFLE 184 LADY BANKS ROAD AIKEN, SC 29803 UNITED STATES OF AMERICA	19922	Moters Liquidation Company	\$0.00 (S)	No Liability: Claims seek recovery of amounts for which the Debtors are not liable	Pgs. 1-5
			\$0.00 (A)		
			\$93,139.00 (P)		
			\$0.00 (U)		
			\$93,139.00 (T)		
VAN COTT, PETER 12389 AVENIDA CONSENTIDO SAN DIEGO, CA 92128-3284	46259	Moters Liquidation Company	\$0.00 (S)	No Liability: Claims seek recovery of amounts for which the Debtors are not liable	Pgs. 1-5
			\$0.00 (A)		
			\$0.00 (P)		
			\$133,775.00 (U)		
			\$133,775.00 (T)		
Unliquidated					
VARAJON JOSEPH 68314 WINGATE DR WASHINGTON, MI 48095-1254	36671	Moters Liquidation Company	\$0.00 (S)	No Liability: Claims seek recovery of amounts for which the Debtors are not liable	Pgs. 1-5
			\$0.00 (A)		
			\$0.00 (P)		
			\$202,728.00 (U)		
			\$202,728.00 (T)		
WIGGINS, JUDY M 2892 CHURCHILL DR KINSTON, NC 28504-9036	48388	Moters Liquidation Company	\$0.00 (S)	No Liability: Claims seek recovery of amounts for which the Debtors are not liable	Pgs. 1-5
			\$0.00 (A)		
			\$0.00 (P)		
			\$134,673.00 (U)		
			\$134,673.00 (T)		
Unliquidated					
WILLIAM A HEIDORN 5420 WILLOW SPRINGS RD LA GRANGE HIGHLANDS, IL 60525-7013	29698	Moters Liquidation Company	\$0.00 (S)	No Liability: Claims seek recovery of amounts for which the Debtors are not liable	Pgs. 1-5
			\$0.00 (A)		
			\$0.00 (P)		
			\$72,415.00 (U)		
			\$72,415.00 (T)		
Unliquidated					

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CLAIMS TO BE DISALLOWED AND EXPUNGED

Name and Address of Claimant	Claim #	Debtor	Claim Amount and Priority (1)	Grounds For Objection	Objection Page Reference
<i>CLAIMS TO BE DISALLOWED AND EXPUNGED</i>	25		\$40,000.00 (S)		
			\$0.00 (A)		
			\$284,385.00 (P)		
			\$1,913,240.54 (U)		
			\$2,237,625.54 (T)		

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