

**PLEASE CAREFULLY REVIEW THIS OBJECTION AND THE ATTACHMENTS
HERETO TO DETERMINE WHETHER THIS OBJECTION
AFFECTS YOUR CLAIM(S)**

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Attorneys for Motors Liquidation
Company GUC Trust

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

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

NOTICE OF 250TH OMNIBUS OBJECTION TO CLAIMS
(No Liability: Claims Assumed by General Motors LLC)

PLEASE TAKE NOTICE that on September 23, 2011, 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, filed their 250th Omnibus Objection to expunge certain claims (the “**250th Omnibus Objection to Claims**”), and that a hearing (the “**Hearing**”) to consider the 250th Omnibus Objection to Claims will be held before the Honorable Robert E. Gerber, United States Bankruptcy Judge, in Room 621 of the United States Bankruptcy Court for the Southern District

of New York, One Bowling Green, New York, New York 10004, on October 28, 2011 at 9:45 a.m. (Eastern Time), or as soon thereafter as counsel may be heard.

PARTIES RECEIVING THIS NOTICE SHOULD REVIEW THE 250th OMNIBUS OBJECTION TO CLAIMS TO SEE IF THEIR NAME(S) AND/OR CLAIM(S) ARE LOCATED IN THE OMNIBUS OBJECTION AND/OR IN EXHIBIT "A" ANNEXED THERETO.

PLEASE TAKE FURTHER NOTICE that any responses to the 250th Objection to Claims must be in writing, shall conform to the Federal Rules of Bankruptcy Procedure and the Local Rules of the Bankruptcy Court, and shall be filed with the Bankruptcy Court (a) electronically in accordance with General Order M-399 (which can be found at www.nysb.uscourts.gov) by registered users of the Bankruptcy Court's filing system, and (b) by all other parties in interest, on a CD-ROM or 3.5 inch disk, in text-searchable portable document format (PDF) (with a hard copy delivered directly to Chambers), in accordance with the customary practices of the Bankruptcy Court and General Order M-399, to the extent applicable, and served in accordance with General Order M-399 and on (i) Dickstein Shapiro, LLP, attorneys for the GUC Trust, 1633 Broadway, New York, New York, 10019-6708 (Attn: Barry N. Seidel, Esq., and Stefanie Birbrower Greer, Esq.); (ii) the Debtors, c/o Motors Liquidation Company, 401 South Old Woodward Avenue, Suite 370, Birmingham, Michigan 48009 (Attn: Thomas Morrow); (iii) General Motors, LLC, 400 Renaissance Center, Detroit, Michigan 48265 (Attn: Lawrence S. Buonomo, Esq.); (iv) Cadwalader, Wickersham & Taft LLP, attorneys for the United States Department of the Treasury, One World Financial Center, New York, New York 10281 (Attn: John J. Rapisardi, Esq.); (v) the United States Department of the Treasury, 1500 Pennsylvania Avenue NW, Room 2312, Washington, D.C. 20220 (Attn: Joseph Samarias, Esq.); (vi) Vedder Price, P.C., attorneys for Export Development Canada, 1633 Broadway, 47th Floor, New York, New York 10019 (Attn: Michael J. Edelman, Esq. and Michael L. Schein, Esq.); (vii)

Kramer Levin Naftalis & Frankel LLP, attorneys for the statutory committee of unsecured creditors, 1177 Avenue of the Americas, New York, New York 10036 (Attn: Thomas Moers Mayer, Esq., Robert Schmidt, Esq., Lauren Macksoud, Esq., and Jennifer Sharret, Esq.); (viii) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, 21st Floor, New York, New York 10004 (Attn: Tracy Hope Davis, Esq.); (ix) the U.S. Attorney's Office, S.D.N.Y., 86 Chambers Street, Third Floor, New York, New York 10007 (Attn: David S. Jones, Esq. and Natalie Kuehler, Esq.); (x) Caplin & Drysdale, Chartered, attorneys for the official committee of unsecured creditors holding asbestos-related claims, 375 Park Avenue, 35th Floor, New York, New York 10152-3500 (Attn: Elihu Inselbuch, Esq. and Rita C. Tobin, Esq.) and One Thomas Circle, N.W., Suite 1100, Washington, DC 20005 (Attn: Trevor W. Swett III, Esq. and Kevin C. Maclay, Esq.); (xi) Stutzman, Bromberg, Esserman & Plifka, A Professional Corporation, attorneys for Dean M. Trafelet in his capacity as the legal representative for future asbestos personal injury claimants, 2323 Bryan Street, Suite 2200, Dallas, Texas 75201 (Attn: Sander L. Esserman, Esq. and Robert T. Brousseau, Esq.); (xii) Gibson, Dunn & Crutcher LLP, attorneys for Wilmington Trust Company as GUC Trust Administrator and for Wilmington Trust Company as Avoidance Action Trust Administrator, 200 Park Avenue, 47th Floor, New York, New York 10166 (Attn: Keith Martorana, Esq.); (xiii) FTI Consulting, as the GUC Trust Monitor and as the Avoidance Action Trust Monitor, One Atlantic Center, 1201 West Peachtree Street, Suite 500, Atlanta, Georgia 30309 (Attn: Anna Phillips); (xiv) Crowell & Moring LLP, attorneys for the Revitalizing Auto Communities Environmental Response Trust, 590 Madison Avenue, 19th Floor, New York, New York 10022-2524 (Attn: Michael V. Blumenthal, Esq.); and (xv) Kirk P. Watson, Esq., as the Asbestos Trust Administrator, 2301 Woodlawn Boulevard, Austin, Texas 78703, so as to be received no later

than **October 21, 2011 at 4:00 p.m. (Eastern Time)** (the “**Response Deadline**”).

PLEASE TAKE FURTHER NOTICE that if no responses are timely filed and served with respect to the 250th Omnibus Objection to Claims or any claim set forth thereon, the GUC Trust may, on or after the Response Deadline, submit to the Bankruptcy Court an order substantially in the form of the proposed order annexed to the 250th Omnibus Objection to Claims, which order may be entered with no further notice or opportunity to be heard offered to any party.

Dated: New York, New York
September 23, 2011

/s/ Stefanie Birbrower Greer
Barry N. Seidel (BS-1945)
Stefanie Birbrower Greer (SG-2898)

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

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

250TH OMNIBUS OBJECTION TO CLAIMS
(No Liability: Claims Assumed by General Motors LLC)

**THIS OBJECTION SEEKS TO DISALLOW AND EXPUNGE CERTAIN FILED PROOFS OF CLAIM.
CLAIMANTS RECEIVING THIS OBJECTION SHOULD LOCATE THEIR NAMES AND CLAIMS ON THE
EXHIBIT ANNEXED TO THIS OBJECTION.**

TO THE HONORABLE ROBERT E. GERBER,
UNITED STATES BANKRUPTCY JUDGE:

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**”), respectfully represents:

Relief Requested

1. The GUC Trust files this 250th omnibus objection to certain claims (the “**250th Omnibus Objection to Claims**”) 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 listed on **Exhibit “A”** annexed hereto.¹

2. Representatives of the GUC Trust have examined the proofs of claim identified on **Exhibit “A”** and have made every effort to ascertain the validity of such claims. After careful review, the GUC Trust has determined that the proofs of claim listed on **Exhibit “A”** (collectively, the “**Assumed Claims**”) were assumed by General Motors LLC (“**New GM**”) pursuant to the Stipulation and Agreed Order Between the Debtors, General Motors, LLC, and National Union Fire Insurance Company of Pittsburgh, PA. Pursuant to 11 U.S.C. § 365 Authorizing the Debtors’ Assumption and Assignment of Certain Insurance Policies and Transfer of Collateral Related Thereto, dated April 23, 2010 (the “**Assumption Order**”) (ECF No. 5580). Thus, pursuant to section 502(d) of the Bankruptcy Code, Bankruptcy Rule 3007 and the Assumption Order, the GUC Trust seeks entry of an order disallowing and expunging the Assumed Claims from the claims register.

¹ Creditors can obtain copies of the cover page of any proof of claim filed against the Debtors’ bankruptcy estates on the Debtors’ claims register on the website maintained by the Debtors’ claims agent, www.motorsliquidation.com. A link to the claims register is located under the “Claims Information” tab. Creditors without access to the Internet may request a copy of the cover page of any proof of claim by mail to The Garden City Group, Inc., Motors Liquidation Company Claims Agent, P.O. Box 9386, Dublin, Ohio 43017-4286 or by calling The Garden City Group, Inc. at 1-703-286-6401.

Jurisdiction

3. This Court has jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b).

Background

4. On June 1, 2009, four of the Debtors (the “**Initial Debtors**”)² commenced with this Court voluntary cases under chapter 11 of the Bankruptcy Code, and on October 9, 2009, two additional Debtors (the “**REALM/ENCORE Debtors**”)³ commenced with this 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).

5. On July 5, 2009, the Court entered its order (I) Authorizing Sale of Assets Pursuant to Amended and Restated Master Sale and Purchase Agreement; (II) Authorizing Assumption and Assignment of Certain Executory Contracts and Unexpired Leases in Connection with the Sale and (iii) Granting Related Relief (the “**Sale Order**”) (ECF No. 2968).

6. On October 6, 2009, the Court entered the Procedures Order. The Procedure Order authorizes the Debtors, among other things, to file omnibus objections to no more than 100 claims at a time, under various grounds, including those set forth in Bankruptcy Rule 3007(d) and those additional grounds set forth in the Procedures Order. The Procedures Order specifically authorizes parties in interest to file omnibus objections to claims that “seek recovery of amounts for which the Debtors are not liable.” (Procedures Order at 2.)

² The Initial Debtors are MLC, MLCS, LLC (f/k/a Saturn, LLC), MLCS Distribution Corporation (f/k/a Saturn Distribution Corporation), and MLC of Harlem, Inc. (f/k/a Chevrolet-Saturn of Harlem, Inc.).

³ The REALM/ENCORE Debtors are Remediation and Liability Management Company, Inc., and Environmental Corporate Remediation Company, Inc.

7. On April 23, 2010, the Court entered the Assumption Order. The Assumption Order provides that, pursuant to the Sale Order, the Debtors (i) assumed certain agreements (the “**Insurance Agreements**”) under which National Union Fire Insurance Company of Pittsburgh, PA. provided a program of insurance to the Debtors, including coverage for general liability, commercial automobile liability and workers compensation liability; and (ii) immediately assigned the Insurance Agreements to New GM. The Assumption Order also provided that New GM assumed any and all existing and future claims against the Debtors relating to the Insurance Agreements.

8. On March 29, 2011, this Court entered an order confirming the Plan (ECF No. 9941). Section 6.2 of Article VI of the Plan, entitled “*The GUC Trust*,” provides for the creation of the GUC Trust to administer certain responsibilities after the Effective Date (as defined in the Plan), including resolving outstanding Disputed General Unsecured Claims (as defined in the Plan). All conditions to the occurrence of the Effective Date were met or waived on March 31, 2011, thereby making the Plan effective as of that date.

The Relief Requested Should Be Approved by the Court

9. A filed proof of claim is “deemed allowed, unless a party in interest . . . objects.” 11 U.S.C. § 502(a). If an objection refuting at least one of the claim’s essential allegations is asserted, the claimant has the burden to demonstrate the validity of the claim. *See In re Oneida Ltd.*, 400 B.R. 384, 389 (Bankr. S.D.N.Y. 2009); *In re Adelphia Commc’ns Corp.*, Ch. 11 Case No. 02-41729 (REG), 2007 Bankr. LEXIS 660 at *15 (Bankr. S.D.N.Y. Feb. 20, 2007); *In re Rockefeller Ctr. Props.*, 272 B.R. 524, 539 (Bankr. S.D.N.Y. 2000). Section 502(b)(1) of the Bankruptcy Code provides, in relevant part, that a claim may not be allowed to

the extent that “such claim is unenforceable against the debtor and property of the debtor, under any agreement or applicable law.” 11 U.S.C. § 502(b)(1).

10. The GUC Trust has compared their books and records with the proofs of claim identified on **Exhibit “A”** and have determined that the Assumed Claims are not the responsibility of the Debtors, having been assumed by New GM pursuant to the Assumption Order. The Assumption Order provides:

Upon the Effective Date (defined in the Assumption Order as the date of the Assumption Order), [New GM] shall assume any and all existing, outstanding and future claims against the Debtors, insurance debts, liabilities, and duties to National Union, as such have been incurred and may be incurred, whether known or unknown, whether or not asserted, and whether found in fact or law or in equity, related to the National Union Insurance Program and National Union Program Agreements.

Assumption Order ¶ 8.

11. Each of the claimants were notified by New GM of the assumption. For all of the foregoing reasons, the Assumed Claims should be disallowed and expunged.

12. The GUC Trust reserves all of their rights to object on any other basis to any of the Assumed Claims as to which the Court does not grant the relief requested herein.

Notice

13. Notice of this 250th Omnibus Objection to Claims has been provided to each claimant listed on **Exhibit “A”** and parties in interest in accordance with the Sixth Amended Order Pursuant to 11 U.S.C. § 105(a) and Fed. R. Bankr. P. 1015(c) and 9007 Establishing Notice and Case Management Procedures, dated May 5, 2011 (ECF No. 10183).

The GUC Trust submits that such notice is sufficient and no other or further notice need be provided.

14. No previous request for the relief sought herein has been made by the GUC Trust to this or any other Court.

WHEREFORE the GUC Trust respectfully requests entry of an order granting the relief requested herein and such other and further relief as is just.

Dated: New York, New York
September 23, 2011

/s/ Stefanie Birbrower Greer
Barry N. Seidel (BS-1945)
Stefanie Birbrower Greer (SG-2898)

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Attorneys for Motors Liquidation
Company GUC Trust

Exhibit A

Name and Address of Claimant	Claim #	Debtor	Claim Amount and Priority (1)	Grounds For Objection	Objection Page Reference
ACCIDENT FUND INSURANCE COMPANY C/O GIBSON & SHARPS CHRIS BARNES (640437) GIBSON & SHARPS 9390 BUNSEN PKWY LOUISVILLE, KY 40220	22550	Motors Liquidation Company	\$0.00 (S) \$0.00 (A) \$0.00 (P) \$136,502.97 (U) \$136,502.97 (T)	No Liability: Assumed by General Motors, LLC	Pgs. 4-5
ACCIDENT FUND INSURANCE COMPANY C/O GIBSON & SHARPS CHRIS BARNES (767689) 9390 BUNSEN PKWY LOUISVILLE, KY 40220	22551	Motors Liquidation Company	\$0.00 (S) \$0.00 (A) \$0.00 (P) \$65,269.45 (U) \$65,269.45 (T)	No Liability: Assumed by General Motors, LLC	Pgs. 4-5
ALMETRA BEASLEY C/O BARRY G JOHNSON TED MACHI & ASSOCIATES PC 1521 N COOPER ST STE 550 ARLINGTON, TX 76016	65697	Motors Liquidation Company	\$0.00 (S) \$0.00 (A) \$0.00 (P) \$150,000.00 (U) \$150,000.00 (T)	No Liability: Assumed by General Motors, LLC	Pgs. 4-5
BEARL RILEY WHEELER BARON & BUDD PC THE CENTRUM SUITE 1100 3102 OAK LAWN AVE DALLAS, TX 75219-4281	36843	Motors Liquidation Company		No Liability: Assumed by General Motors, LLC	Pgs. 4-5
			Unliquidated		
BETTY L SAWYER BARON & BUDD PC THE CENTRUM SUITE 1100 3102 OAK LAWN AVE DALLAS, TX 75219-4281	36852	Motors Liquidation Company		No Liability: Assumed by General Motors, LLC	Pgs. 4-5
			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.

Exhibit A

Name and Address of Claimant	Claim #	Debtor	Claim Amount and Priority (1)	Grounds For Objection	Objection Page Reference
BETTY RUSH BARON & BUDD PC THE CENTRUM SUITE 1100 3102 OAK LAWN AVE DALLAS, TX 75219-4281	36853	Motors Liquidation Company		No Liability: Assumed by General Motors, LLC	Pgs. 4-5
			Unliquidated		
BETTY RUTH FIELDS BARON & BUDD PC THE CENTRUM SUITE 1100 3102 OAK LAWN AVE DALLAS, TX 75219-4281	36817	Motors Liquidation Company		No Liability: Assumed by General Motors, LLC	Pgs. 4-5
			Unliquidated		
BETTY SUE HILL BARON & BUDD PC THE CENTRUM SUITE 1100 3102 OAK LAWN AVE DALLAS, TX 75219-4281	36810	Motors Liquidation Company		No Liability: Assumed by General Motors, LLC	Pgs. 4-5
			Unliquidated		
BETTY SUE WEEMS BARON & BUDD PC THE CENTRUM SUITE 1100 3102 OAK LAWN AVE DALLAS, TX 75219-4281	36845	Motors Liquidation Company		No Liability: Assumed by General Motors, LLC	Pgs. 4-5
			Unliquidated		

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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.

Name and Address of Claimant	Claim #	Debtor	Claim Amount and Priority (I)	Grounds For Objection	Objection Page Reference
BILLIE J CLACK BARON & BUDD, PC THE CENTRUM SUITE 1100 3102 OAK LAWN AVE DALLAS, TX 75219-4281 UNITED STATES OF AMERICA	36831	Moters Liquidation Company		No Liability: Assumed by General Motors, LLC	Pgs. 4-5
			Unliquidated		
BROMAGEN, JOHN C/O LARRY J WAGNER, ATTORNEY AT LAW 416 SOUTH SIXTH STREET TERRE HAUTE, IN 47807	59015	Moters Liquidation Company	\$0.00 (S) \$0.00 (A) \$0.00 (P) \$1,500,000.00 (U) \$1,500,000.00 (T)	No Liability: Assumed by General Motors, LLC	Pgs. 4-5
			Unliquidated		
CALVIN J SPEARS BARON & BUDD PC THE CENTRUM SUITE 1100 3102 OAK LAWN AVE DALLAS, TX 75219-4281	36850	Moters Liquidation Company		No Liability: Assumed by General Motors, LLC	Pgs. 4-5
			Unliquidated		
CHARLES MITCHELL PHILLIPS BARON & BUDD PC THE CENTRUM SUITE 1100 3102 OAK LAWN AVE DALLAS, TX 75219-4281	36801	Moters Liquidation Company		No Liability: Assumed by General Motors, LLC	Pgs. 4-5
			Unliquidated		
CLEOLA F WARE BARON & BUDD PC THE CENTRUM SUITE 1100 3102 OAK LAWN AVE DALLAS, TX 75219-4281	36846	Moters Liquidation Company		No Liability: Assumed by General Motors, LLC	Pgs. 4-5
			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.

Exhibit A

Name and Address of Claimant	Claim #	Debtor	Claim Amount and Priority (1)	Grounds For Objection	Objection Page Reference
CLIFORD FERMAN LEWIS BARON & BUDD PC THE CENTRUM STE 1100 3102 OAK LAWN AVE DALLAS, TX 75219-4281	36807	Motors Liquidation Company		No Liability: Assumed by General Motors, LLC	Pgs. 4-5
			Unliquidated		
CLIFTON JAMES CAUSEY SR BARON & BUDD, PC THE CENTRUM SUITE 1100 3102 OAK LAWN AVE DALLAS, TX 75219-4281 UNITED STATES OF AMERICA	36832	Motors Liquidation Company		No Liability: Assumed by General Motors, LLC	Pgs. 4-5
			Unliquidated		
DOROTHY JEAN ATKINS C/O BARON & BUDD PC THE CENTRUM SUITE 1100 3102 OAK LAWN AVE DALLAS, TX 75219-4281	36838	Motors Liquidation Company		No Liability: Assumed by General Motors, LLC	Pgs. 4-5
			Unliquidated		
DRAYS, DENISE MILLER & OGORCHOCK SC 1110 N OLD WORLD 3RD ST STE 505 MILWAUKEE, WI 53203-1118	23545	Motors Liquidation Company	\$0.00 (S)	No Liability: Assumed by General Motors, LLC	Pgs. 4-5
			\$0.00 (A)		
			\$0.00 (P)		
			\$24,296.50 (U)		
			\$24,296.50 (T)		
DWIGHT DAVID ROGERS BARON & BUDD PC THE CENTRUM SUITE 1100 3102 OAK LAWN AVE DALLAS, TX 75219-4281	36854	Motors Liquidation Company		No Liability: Assumed by General Motors, LLC	Pgs. 4-5
			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".

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Exhibit A

Name and Address of Claimant	Claim #	Debtor	Claim Amount and Priority (1)	Grounds For Objection	Objection Page Reference
EDDIE LEE GORUM JR BARON & BUDD PC THE CENTRUM SUITE 1100 3102 OAK LAWN AVE DALLAS, TX 75219-4281	36815	Motors Liquidation Company		No Liability: Assumed by General Motors, LLC	Pgs. 4-5
			Unliquidated		
EDNA L HESTER BARON & BUDD PC THE CENTRUM SUITE 1100 3102 OAK LAWN AVE DALLAS, TX 75219-4281	36811	Motors Liquidation Company		No Liability: Assumed by General Motors, LLC	Pgs. 4-5
			Unliquidated		
ERNEST GOLEMAN BARON & BUDD PC THE CENTRUM SUITE 1100 3102 OAK LAWN AVE DALLAS, TX 75219-4281	36816	Motors Liquidation Company		No Liability: Assumed by General Motors, LLC	Pgs. 4-5
			Unliquidated		
FLORDEN S ROBERSON BARON & BUDD PC THE CENTRUM SUITE 1100 3102 OAK LAWN AVE DALLAS, TX 75219-4281	36800	Motors Liquidation Company		No Liability: Assumed by General Motors, LLC	Pgs. 4-5
			Unliquidated		
FORD ROSIE FORD, ROSIE 24750 LAHSER RD SOUTHFIELD, MI 48033-6044	62044	Motors Liquidation Company	\$0.00 (S) \$0.00 (A) \$0.00 (P) \$1,000,000.00 (U) \$1,000,000.00 (T)	No Liability: Assumed by General Motors, LLC	Pgs. 4-5

(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".

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Name and Address of Claimant	Claim #	Debtor	Claim Amount and Priority (1)	Grounds For Objection	Objection Page Reference
FRANKIE JEAN DANIELS BARON & BUDD, PC THE CENTRUM SUITE 1100 3102 OAK LAWN AVE DALLAS, TX 75219-4281 UNITED STATES OF AMERICA	36830	Motors Liquidation Company		No Liability: Assumed by General Motors, LLC	Pgs. 4-5
			Unliquidated		
GARY DODD VANDERBERG BARON & BUDD PC THE CENTRUM SUITE 1100 3102 OAK LAWN AVE DALLAS, TX 75219-4281	36847	Motors Liquidation Company		No Liability: Assumed by General Motors, LLC	Pgs. 4-5
			Unliquidated		
GEORGIA KINCH C/O LAW OFFICES OF MICHAEL W SICKLES PLLC 37611 RADDE ST CLINTON TOWNSHIP, MI 48036	1159	Motors Liquidation Company	\$0.00 (S) \$0.00 (A) \$0.00 (P) \$25,000.00 (U) \$25,000.00 (T)	No Liability: Assumed by General Motors, LLC	Pgs. 4-5
			Unliquidated		
GERALD M BLOXHAM C/O BARON & BUDD PC THE CENTRUM SUITE 1100 3102 OAK LAWN AVE DALLAS, TX 75219-4281	36836	Motors Liquidation Company		No Liability: Assumed by General Motors, LLC	Pgs. 4-5
			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".

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Exhibit A

Name and Address of Claimant	Claim #	Debtor	Claim Amount and Priority (1)	Grounds For Objection	Objection Page Reference
HERBERT EUGENE ALEXANDER BARON & BUDD PC THE CENTRUM STE 1100 3102 OAK LAWN AVE DALLAS, TX 75219-4281	36829	Motors Liquidation Company		No Liability: Assumed by General Motors, LLC	Pgs. 4-5
Unliquidated					
HOBSON, HERBERT C/O THE THURSWELL LAW FIRM 1000 TOWN CTR STE 500 SOUTHFIELD, MI 48075-1221	23448	Motors Liquidation Company	\$0.00 (S) \$0.00 (A) \$0.00 (P) \$500,000.00 (U) \$500,000.00 (T)	No Liability: Assumed by General Motors, LLC	Pgs. 4-5
Unliquidated					
IRENE GREER BARON & BUDD PC THE CENTRUM SUITE 1100 3102 OAK LAWN AVE DALLAS, TX 75219-4281	36813	Motors Liquidation Company		No Liability: Assumed by General Motors, LLC	Pgs. 4-5
Unliquidated					
JAMES CLAYTON SUTTERFIELD BARON & BUDD PC THE CENTRUM SUITE 1100 3102 OAK LAWN AVE DALLAS, TX 75219-4281	36849	Motors Liquidation Company		No Liability: Assumed by General Motors, LLC	Pgs. 4-5
Unliquidated					
JAMES E HOERIG C/O JUDITH R HERMAN (P40477) THE SAM BERNSTEIN LAW FIRM PLLC 31731 NORTHWESTERN HWY SUITE 333 FARMINGTON HILLS, MI 48334	70241	Motors Liquidation Company	\$0.00 (S) \$0.00 (A) \$0.00 (P) \$350,000.00 (U) \$350,000.00 (T)	No Liability: Assumed by General Motors, LLC	Pgs. 4-5

(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.

Exhibit A

Name and Address of Claimant	Claim #	Debtor	Claim Amount and Priority (1)	Grounds For Objection	Objection Page Reference
JAMES E HOERIG C/O JUDITH R HERMAN (P40477) THE SAM BERNSTEIN LAW FIRM PLLC 31731 NORTHWESTERN HWY SUITE 333 FARMINGTON HILLS, MI 48334	70273	Motors Liquidation Company	\$0.00 (S) \$0.00 (A) \$0.00 (P) \$350,000.00 (U) \$350,000.00 (T)	No Liability: Assumed by General Motors, LLC	Pgs. 4-5
JAMES E WILLIAMSON BARON & BUDD OC THE CENTRUM SUITE 1100 3102 OAK LAWN AVE DALLAS, TX 75219-4281	36840	Motors Liquidation Company		No Liability: Assumed by General Motors, LLC	Pgs. 4-5
			Unliquidated		
JOHN WALTER PARROTT BARON & BUDD PC THE CENTRUM SUITE 1100 3102 OAK LAWN AVE DALLAS, TX 75219-4281	36802	Motors Liquidation Company		No Liability: Assumed by General Motors, LLC	Pgs. 4-5
			Unliquidated		
JOHNSON ROGER 22 SOUTH JACKSON STREET JANESVILLE, WI 53548-3838	27530	Motors Liquidation Company	\$0.00 (S) \$0.00 (A) \$0.00 (P) \$354,479.00 (U) \$354,479.00 (T)	No Liability: Assumed by General Motors, LLC	Pgs. 4-5
JOSEPH WILLIAMS BARON & BUDD PC THE CENTRUM SUITE 1100 3102 OAK LAWN AVE DALLAS, TX 75219-4281	36841	Motors Liquidation Company		No Liability: Assumed by General Motors, LLC	Pgs. 4-5
			Unliquidated		

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Exhibit A

Name and Address of Claimant	Claim #	Debtor	Claim Amount and Priority (1)	Grounds For Objection	Objection Page Reference
JOYCE P JONES BARON & BUDDS PC THE CENTRUM STE 1100 3102 OAK LAWN AVE DALLAS, TX 75219-4281	36808	Moters Liquidation Company		No Liability: Assumed by General Motors, LLC	Pgs. 4-5
			Unliquidated		
JUNE LENORE WELLS BARON & BUDD PC THE CENTRUM SUITE 1100 3102 OAK LAWN AVE DALLAS, TX 75219-4281	36844	Moters Liquidation Company		No Liability: Assumed by General Motors, LLC	Pgs. 4-5
			Unliquidated		
KATHLEEN HOLLER ATTN RICHARD P WEISBECK JR ESQ LIPSITZ GREEN SCIME CAMBRIA LLP 42 DELAWARE AVE STE 120 BUFFALO, NY 14202	10901	Moters Liquidation Company	\$0.00 (S) \$0.00 (A) \$0.00 (P) \$2,000,000.00 (U) \$2,000,000.00 (T)	No Liability: Assumed by General Motors, LLC	Pgs. 4-5
KENDALL IPHIGENIA F KENDALL, EDWIN J WHITE CHOATE WATKINS & MROCZKO LLC 100 WEST CHEROKEE AVENUE CARTERSVILLE, GA 30120-3157	16773	Moters Liquidation Company	\$0.00 (S) \$0.00 (A) \$0.00 (P) \$525,000.00 (U) \$525,000.00 (T)	No Liability: Assumed by General Motors, LLC	Pgs. 4-5
LARRY WAYNE GREENE BARON & BUDD PC THE CENTRUM SUITE 1100 3102 OAK LAWN AVE DALLAS, TX 75219-4281	36814	Moters Liquidation Company		No Liability: Assumed by General Motors, LLC	Pgs. 4-5
			Unliquidated		

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Name and Address of Claimant	Claim #	Debtor	Claim Amount and Priority (1)	Grounds For Objection	Objection Page Reference
LC SHAW C/O ALEX S LYONS 400 TRAVIS ST STE 1309 SHREVEPORT, LA 71101	63671	Motors Liquidation Company	\$0.00 (S) \$0.00 (A) \$0.00 (P) \$125,000.00 (U) \$125,000.00 (T)	No Liability: Assumed by General Motors, LLC	Pgs. 4-5
LILLIAN M DOUGLAS BARON & BUDD P C THE CENTRUM SUITE 1100 3102 OAK LAWN AVE DALLAS, TX 75219-4281	36819	Motors Liquidation Company	Unliquidated	No Liability: Assumed by General Motors, LLC	Pgs. 4-5
LOARREN T GILLUM C/O ROCHELLE MCCULLOUGH LLP ATTN GREG BEVEL ESQ 325 N ST PAUL STREET SUITE 4500 DALLAS, TX 75201	1550	Motors Liquidation Company	\$0.00 (S) \$0.00 (A) \$0.00 (P) \$250,000.00 (U) \$250,000.00 (T)	No Liability: Assumed by General Motors, LLC	Pgs. 4-5
MICHAEL RAY BROWER BARON & BUDD, PC THE CENTRUM SUITE 1100 3102 OAK LAWN AVE DALLAS, TX 75219-4281 UNITED STATES OF AMERICA	36834	Motors Liquidation Company	Unliquidated	No Liability: Assumed by General Motors, LLC	Pgs. 4-5
PARDO SOPHIA SUITE 270 SKYLIGHT OFFICE TOWER R 1660 WEST SECOND STREET CLEVELAND, OH 44113-1454 UNITED STATES OF AMERICA	67325	Motors Liquidation Company	\$0.00 (S) \$0.00 (A) \$0.00 (P) \$100,000.00 (U) \$100,000.00 (T)	No Liability: Assumed by General Motors, LLC	Pgs. 4-5

(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.

Exhibit A

Name and Address of Claimant	Claim #	Debtor	Claim Amount and Priority (1)	Grounds For Objection	Objection Page Reference
PATRICIA KATHLEEN ALLAN C/O BARON & BUDD PC THE CENTRUM SUITE 1100 3102 OAK LAWN AVE DALLAS, TX 75219-4281	36839	Motors Liquidation Company		No Liability: Assumed by General Motors, LLC	Pgs. 4-5
			Unliquidated		
PATSY S MOORE BARON & BUDD PC THE CENTRUM STE 1100 3102 OAK LAWN AVE DALLAS, TX 75219-4281	36806	Motors Liquidation Company		No Liability: Assumed by General Motors, LLC	Pgs. 4-5
			Unliquidated		
R MANSON BLACKWELL C/O BARON & BUDD PC THE CENTRUM SUITE 1100 3102 OAK LAWN AVE DALLAS, TX 75219-4281	36837	Motors Liquidation Company		No Liability: Assumed by General Motors, LLC	Pgs. 4-5
			Unliquidated		
RALPH T WHITAKER BARON & BUDD PC THE CENTRUM SUITE 1100 3102 OAK LAWN AVE DALLAS, TX 75219-4281	36842	Motors Liquidation Company		No Liability: Assumed by General Motors, LLC	Pgs. 4-5
			Unliquidated		

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Exhibit A

Name and Address of Claimant	Claim #	Debtor	Claim Amount and Priority (1)	Grounds For Objection	Objection Page Reference
RICKY W HART C/O BARON & BUDD PC THE CENTRUM SUITE 1100 3102 OAK LAWN AVE DALLAS, TX 75219-4281	36812	Motors Liquidation Company		No Liability: Assumed by General Motors, LLC	Pgs. 4-5
			Unliquidated		
ROGER ANDREW BLOXHAM C/O BARON & BUDD PC THE CENTRUM SUITE 1100 3102 OAK LAWN AVE DALLAS, TX 75219-4281	36835	Motors Liquidation Company		No Liability: Assumed by General Motors, LLC	Pgs. 4-5
			Unliquidated		
ROSE I MYERS BARON & BUDD PC THE CENTRUM SUITE 1100 3102 OAK LAWN AVE DALLAS, TX 75219-4281	36804	Motors Liquidation Company		No Liability: Assumed by General Motors, LLC	Pgs. 4-5
			Unliquidated		
RUSSELL L CABINESS BARON & BUDD, PC THE CENTRUM SUITE 1100 3102 OAK LAWN AVE DALLAS, TX 75219-4281 UNITED STATES OF AMERICA	36833	Motors Liquidation Company		No Liability: Assumed by General Motors, LLC	Pgs. 4-5
			Unliquidated		

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Exhibit A

Name and Address of Claimant	Claim #	Debtor	Claim Amount and Priority (1)	Grounds For Objection	Objection Page Reference
SCHARBA MICHAEL	64800	Motors	\$0.00 (S)	No Liability: Assumed by General Motors, LLC	Pgs. 4-5
SCHARBA, NANCY		Liquidation	\$0.00 (A)		
PO BOX 129		Company	\$0.00 (P)		
CANFIELD, OH 44406-0129			\$50,000.00 (U)		
			\$50,000.00 (T)		
			Unliquidated		
SCHARBA, NANCY	64799	Motors	\$0.00 (S)	No Liability: Assumed by General Motors, LLC	Pgs. 4-5
BETRAS, DAVID		Liquidation	\$0.00 (A)		
PO BOX 129		Company	\$0.00 (P)		
CANFIELD, OH 44406-0129			\$50,000.00 (U)		
			\$50,000.00 (T)		
			Unliquidated		
SHIRLEY JEAN EPPINETTE	36818	Motors		No Liability: Assumed by General Motors, LLC	Pgs. 4-5
BARON & BUDD P C		Liquidation			
THE CENTRUM SUITE 1100		Company			
3102 OAK LAWN AVE					
DALLAS, TX 75219-4281					
			Unliquidated		
SKINNER MARK A	64678	Motors	\$0.00 (S)	No Liability: Assumed by General Motors, LLC	Pgs. 4-5
900 HILLSBORO SUITE 10		Liquidation	\$0.00 (A)		
EDWARDSVILLE, IL 62025-1202		Company	\$0.00 (P)		
UNITED STATES OF AMERICA			\$1,000,000.00 (U)		
			\$1,000,000.00 (T)		
			Unliquidated		
TERESA N MURPHY	36805	Motors		No Liability: Assumed by General Motors, LLC	Pgs. 4-5
BARON & BUDD PC		Liquidation			
THE CENTRUM STE 1100		Company			
3102 OAK LAWN AVE					
DALLAS, TX 75219-4281					
			Unliquidated		

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Exhibit A

Name and Address of Claimant	Claim #	Debtor	Claim Amount and Priority (I)	Grounds For Objection	Objection Page Reference
TERRY R SAWYER BARON & BUDD PC THE CENTRUM SUITE 1100 3102 OAK LAWN AVE DALLAS, TX 75219-4281	36851	Motors Liquidation Company		No Liability: Assumed by General Motors, LLC	Pgs. 4-5
			Unliquidated		
THOMAS C NELSON BARON & BUDD PC THE CENTRUM SUITE 1100 3102 OAK LAWN AVE DALLAS, TX 75219-4281	36803	Motors Liquidation Company		No Liability: Assumed by General Motors, LLC	Pgs. 4-5
			Unliquidated		
TOWN CENTER AT COBB, LLC C/O GEORGE DUNCAN DUNCAN & ADAIR, P.C. 7000 CENTRAL PARKWAY SUITE 220 ATLANTA, GA 30328-4553	17567	Motors Liquidation Company	\$0.00 (S) \$0.00 (A) \$0.00 (P) \$100,000.00 (U) \$100,000.00 (T)	No Liability: Assumed by General Motors, LLC	Pgs. 4-5
			Unliquidated		
WILLIAM H VALENTINE BARON & BUDD PC THE CENTRUM SUITE 1100 3102 OAK LAWN AVE DALLAS, TX 75219-4281	36848	Motors Liquidation Company		No Liability: Assumed by General Motors, LLC	Pgs. 4-5
			Unliquidated		

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Exhibit A

Name and Address of Claimant	Claim #	Debtor	Claim Amount and Priority (1)	Grounds For Objection	Objection Page Reference
WILLIE JAMES JENKINS SR BARON & BUDD PC THE CENTRUM STE 1100 3102 OAK LAWN AVE DALLAS, TX 75219-4281	36809	Motors Liquidation Company		No Liability: Assumed by General Motors, LLC	Pgs. 4-5
Unliquidated					
	66		\$0.00 (S)		
			\$0.00 (A)		
			\$0.00 (P)		
			\$8,655,547.92 (U)		
			\$8,655,547.92 (T)		

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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.

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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

ORDER GRANTING THE 250TH OMNIBUS OBJECTION TO CLAIMS
(No Liability: Claims Assumed by General Motors LLC)

Upon the 250th omnibus objection to expunge certain claims, dated September 23, 2011 (the “**250th 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 Assumed Claims listed on the Order Exhibit (as defined below) on the ground that each Assumed Claim is for an obligation for which the Debtors have no liability, all as more fully described in the 250th Omnibus Objection to Claims; and due and proper notice of the 250th Omnibus Objection to Claims having been provided, and it appearing

¹ Capitalized terms used herein and not otherwise defined herein shall have the meanings ascribed to such terms in the 250th Omnibus Objection to Claims

that no other or further notice need be provided; and the Court having found and determined that the relief sought in the 250th 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 250th 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 250th 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 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 **Exhibit "A"** annexed to the 250th Omnibus Objection to Claims that is not listed on the Order Exhibit 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: New York, New York
_____, 2011

United States Bankruptcy Judge