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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, *et al.*, : Case No. 09-50026 (REG)  
f/k/a General Motors Corp., *et al.*, : (Jointly Administered)  
: :  
Debtors. :  
: :  
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**NOTICE OF WITHDRAWAL OF CLAIM No. 66026**

1. On June 1, 2009 Motors Liquidation Company (f/k/a General Motors Corporation) ("Motors") and certain of its subsidiaries and affiliated (collectively with Motors, the "Debtors") commenced voluntary cases under chapter 11 of the Bankruptcy Code. The court ordered November 30, 2009 as the deadline to file proofs of claim against the Debtors (the "Bar Date").

2. ICX Corporation (the "Claimant") timely submitted a proof of claim [Claim No. 66026] (the "Claim") against Motors Liquidation Company (f/k/a General Motors Corp.), a debtor in these chapter 11 cases. A copy of the file stamped Claim cover page is annexed as Exhibit A.

3. Claimant, by its undersigned counsel, hereby withdraws the Claim without prejudice.

Dated: New York, NY  
April 9, 2010

**CLIFFORD CHANCE US LLP**

By: /s/ Andrew Brozman

Andrew Brozman, Esq.

Sarah Campbell, Esq.

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New York, New York 10019-6131


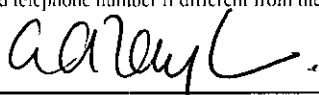
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# **EXHIBIT A**



UNITED STATES BANKRUPTCY COURT FOR THE SOUTHERN DISTRICT OF NEW YORK		PROOF OF CLAIM
Name of Debtor (Check Only One) <span style="float: right;">Case No</span> <input checked="" type="checkbox"/> Motors Liquidation Company (f/k/a General Motors Corporation) <span style="float: right;">09-50026 (REG)</span> <input type="checkbox"/> MLCS LLC (f/k/a Saturn LLC) <span style="float: right;">09-50027 (REG)</span> <input type="checkbox"/> MLCS Distribution Corporation (f/k/a Saturn Distribution Corporation) <span style="float: right;">09-50028 (REG)</span> <input type="checkbox"/> MLC of Harlem Inc (f/k/a Chevrolet Saturn of Harlem Inc) <span style="float: right;">09-13558 (REG)</span>		<u>Your Claim is Scheduled As Follows</u>  <div style="text-align: center;">  </div>
NOT: This form should not be used to make a claim for an administrative expense arising after the commencement of the case, but may be used for purposes of asserting a claim under 11 U.S.C. § 503(b)(9) (see item # 5). All other requests for payment of an administrative expense should be filed pursuant to 11 U.S.C. § 505.		
Name of Creditor (the person or other entity to whom the debtor owes money or property) <b>ICX Corporation</b>	<input type="checkbox"/> Check this box to indicate that this claim amends a previously filed claim  Court Claim Number _____ (If known)  Filed on _____	If an amount is identified above, you have a claim scheduled by one of the Debtors as shown. (This scheduled amount of your claim may be an amendment to a previously scheduled amount.) If you agree with the amount and priority of your claim as scheduled by the Debtor and you have no other claim against the Debtor, you do not need to file this proof of claim form EXCEPT AS FOLLOWS: If the amount shown is listed as DISPUTED, UNLIQUIDATED, or CONTINGENT, a proof of claim MUST be filed in order to receive any distribution in respect of your claim. If you have already filed a proof of claim in accordance with the attached instructions, you need not file again.
Name and address where notices should be sent <b>RBS Citizens NA (see attached for additional notice parties)</b> <b>Global Restructuring Group</b> <b>53 State Street, 9th Floor</b> <b>Boston, MA 02109</b> Attention: Gavin A Taylor Telephone number: (617) 994-7362 Email Address: Gavin.A.Taylor@CITIZENSBANK.com	<input type="checkbox"/> Check this box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars.  <input type="checkbox"/> Check this box if you are the debtor or trustee in this case.	
Name and address where payment should be sent (if different from above)  <div style="text-align: center;"> <b>FILED - 66026</b>  <b>MOTORS LIQUIDATION COMPANY</b>  <b>F/K/A GENERAL MOTORS CORP</b>  <b>SDNY # 09-50026 (REG)</b> </div> Telephone number: _____	<input type="checkbox"/> Check this box if claim includes interest or other charges in addition to the principal amount of claim. Attach itemized statement of interest or charges.	
1. Amount of Claim as of Date Case Filed: <b>June 1 2009</b> <span style="float: right;">\$ See Attached</span> If all or part of your claim is secured, complete item 4 below. However, if all of your claim is unsecured, do not complete item 4. If all or part of your claim is entitled to priority, complete item 5. If all or part of your claim is asserted pursuant to 11 U.S.C. § 503(b)(9), complete item 5. <input type="checkbox"/> Check this box if claim includes interest or other charges in addition to the principal amount of claim. Attach itemized statement of interest or charges.	5. Amount of Claim Entitled to Priority under 11 U.S.C. § 507(a). If any portion of your claim falls in one of the following categories, check the box and state the amount.  Specify the priority of the claim: <input type="checkbox"/> Domestic support obligations under 11 U.S.C. § 507(a)(1)(A) or (1)(B) <input type="checkbox"/> Wages, salaries, or commissions (up to \$10,950*) earned within 180 days before filing of the bankruptcy petition or cessation of the debtor's business, whichever is earlier - 11 U.S.C. § 507(a)(4) <input type="checkbox"/> Contributions to an employee benefit plan - 11 U.S.C. § 507(a)(5) <input type="checkbox"/> Up to \$2,425* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use - 11 U.S.C. § 507(a)(7) <input type="checkbox"/> Taxes or penalties owed governmental units - 11 U.S.C. § 507(a)(8) <input type="checkbox"/> Value of goods received by the Debtor within 20 days before the date of commencement of the case - 11 U.S.C. § 507(a)(9) <input type="checkbox"/> Other - Specify applicable paragraph of 11 U.S.C. § 507(a): _____ Amount entitled to priority: \$ _____ *Amounts are subject to adjustment 4/1/10 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment.	
2. Basis for Claim: <u>Lease Transactions</u> (See instruction #2 on reverse side)	3. List four digits of my number by which creditor identifies debtor: _____ 3. Debtor may have scheduled account is: _____ (See instruction #3 on reverse side)	
4. Secured Claim (See instruction #4 on reverse side). Check the appropriate box if your claim is secured by a lien on property or a right of setoff and provide the requested information.  Nature of property or right of setoff: <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Equipment <input type="checkbox"/> Other Describe: _____  Value of Property: \$ _____ Annual Interest Rate: _____%  Amount of principal and other charges as of time case filed included in secured claim, if any: \$ _____  Basis for perfection: _____  Amount of Secured Claim: \$ _____ Amount Unsecured: \$ _____	6. Credits: The amount of all payments on this claim has been credited for the purpose of making this proof of claim. 7. Documents: Attach redacted copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements or running accounts, contracts, judgments, mortgages, and security agreements. You may also attach a summary. Attach redacted copies of documents providing evidence of perfection of a security interest. You may also attach a summary. (See instruction 7 and definition of "redacted" on reverse side). DO NOT SEND ORIGINAL DOCUMENTS. ATTACHED DOCUMENTS MAY BE DESTROYED AFTER SCANNING.  If the documents are not available, please explain in an attachment: _____	
Date: <u>11/23/09</u>	Signature: The person filing this claim must sign it. Sign and print name and title, if any, of the creditor or other person authorized to file this claim and state address and telephone number if different from the notice address above. Attach copy of power of attorney, if any.  <div style="text-align: center;">  </div>	FOR COURT USE ONLY

Penalty for presenting fraudulent claim: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571. Modified B10 (C.C.G.) (12/08)

11-30-09A11:13 RCVD