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and

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Attorneys for GE Capital Corporation and its  
affiliates

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

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<b>In re:</b>	)	<b>Chapter 11</b>
	)	
<b>GENERAL MOTORS CORP., et al.</b>	)	<b>Case No. 09-50026 (REG)</b>
	)	
<b>Debtors.</b>	)	<b>Jointly Administered</b>
	)	
	)	

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**NOTICE OF WITHDRAWAL OF CLAIMS**

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

2. General Electric Canada Management Services and General Electric Capital Corporation (the "Claimants") timely submitted proofs of claim [Claim Nos. 66710, 66711,

66712, 66713, 66714, 66715 and 66722] (the “Claims”) against one or more debtors in these chapter 11 cases. A copy of the file stamped Claims’ cover pages are annexed as Exhibit A.

3. Claimants, by their undersigned counsel, hereby withdraw the Claims without prejudice.

4. The Claims are being withdrawn because the parties have settled the underlying obligations pursuant to (i) that certain Omnibus Agreement, dated as of February 25, 2010, which was approved by the Bankruptcy Court pursuant to the *Order Pursuant to Fed. R. Bankr. P. 9019 and 11 U.S.C. § 365 Approving (I) Omnibus Settlement Agreement and Compromise and (II) Rejection of Certain Personal Property Equipment Lease Agreements* and the *Order Authorizing Rejection of Certain Personal Property Agreements and/or Abandonment of Collateral to Secured Creditors*, both dated as of March 19, 2010, and (ii) that certain Settlement Agreement (GM 1991 A-3, GM 2000 A-1, GM 2000 A-3, GM 2001 A-1, GM 2001 A-2, GM 2001 A-3, GM 2001 A-4, GM 2001 A-5, GM 2001 A-6, GM 2001 A-7, and GM 2001 A-8) dated as of March 1, 2010, which was approved by the Bankruptcy Court pursuant to the *Order Pursuant to Fed. R. Bankr. P. 9019 Approving Global Settlement Agreement and Compromise* and the *Order Authorizing the Debtors to Assume and Assign Certain Unexpired Leases of Equipment and Related Executory Contracts*, both dated as of March 19, 2010.

5. Nothing herein shall limit, abrogate, impair, alter or otherwise affect any claims other than the Claims.

Dated: May 26, 2010  
New York, NY

Respectfully submitted,

**LATHAM & WATKINS LLP**

By: /s/ Douglas Bacon

Keith Simon  
885 Third Avenue, Suite 1000  
New York, New York 10022  
Telephone: (212) 906-1200  
Facsimile: (212) 751-4864

-and-

Douglas Bacon  
233 S. Wacker Drive, Suite 5800  
Chicago, Illinois 60606  
Telephone: (312) 876-7700  
Facsimile: (312) 993-9767

Attorneys for GE Capital Corporation and its  
affiliates

# **EXHIBIT A**



UNITED STATES BANKRUPTCY COURT FOR THE SOUTHERN DISTRICT OF NEW YORK

PROOF OF CLAIM

Your Claim is Scheduled As Follows.

FILED
U.S. BANKRUPTCY COURT
2009 NOV 30 P 1:19
S.D.N.Y.

Name of Debtor (Check Only One)
Case No
MOTORS Liquidation Company (f/k/a General Motors Corporation) 09-50026 (REG)
MLCS, LLC (f/k/a Saturn, LLC) 09-50027 (REG)
MLCS Distribution Corporation (f/k/a Saturn Distribution Corporation) 09-50028 (REG)
MLC of Harlem, Inc (f/k/a Chevrolet-Saturn of Harlem, Inc) 09-13558 (REG)

NOTE 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. § 503.

Name of Creditor (the person or other entity to whom the debtor owes money or property) General Electric Capital Corporation

Name and address where notices should be sent
General Electric Capital Corporation
c/o Latham & Watkins LLP
Max Eisenberg, Esq
233 South Wacker Dr, Ste 5800
Chicago, IL 60606

Check this box to indicate that this claim amends a previously filed claim
Court Claim Number:
Filed on

Telephone number 312-876-7700
Email Address max.eisenberg@lw.com

Name and address where payment should be sent (if different from above)
FILED - 66710
MOTORS LIQUIDATION COMPANY
F/K/A GENERAL MOTORS CORP
SDNY # 09-50026 (REG)
Telephone number

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
Check this box if you are the debtor or trustee in this case

1 Amount of Claim as of Date Case Filed, June 1, 2009. See Attached Exhibit A
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.
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.

2 Basis for Claim See Attached Exhibit A (See instruction #2 on reverse side)

3 Last four digits of any number by which creditor identifies debtor
3a Debtor may have scheduled account as

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: Real Estate Motor Vehicle Equipment Other
Describe: See Attached Exhibit A
Value of Property \$ Annual Interest Rate %
Amount of arrearage 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
12-01-09P03:26 RCVD
If the documents are not available, please explain in an attachment

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
Domestic support obligations under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B)
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)
Contributions to an employee benefit plan - 11 U.S.C. § 507(a)(5)
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)
Taxes or penalties owed to governmental units - 11 U.S.C. § 507(a)(8)
Value of goods received by the Debtor within 20 days before the date of commencement of the case - 11 U.S.C. § 503(b)(9) (§ 507(a)(2))
Other - Specify applicable paragraph of 11 U.S.C. § 507(a)( )
Amount entitled to priority
\$
\*Amounts are subject to adjustment on 4/1/10 and every 3 years thereafter with respect to cases commenced after the date of adjustment.

Date 11/25/09
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.
Thomas Eisenberg

FOR COURT USE ONLY
DEC 1 2009



UNITED STATES BANKRUPTCY COURT FOR THE SOUTHERN DISTRICT OF NEW YORK

PROOF OF CLAIM

Name of Debtor (Check Only One)
Motors Liquidation Company (f/k/a General Motors Corporation)
MLCS, LLC (f/k/a Saturn, LLC)
MLCS Distribution Corporation (f/k/a Saturn Distribution Corporation)
MLC of Harlem, Inc (f/k/a Chevrolet-Saturn of Harlem, Inc)
Case No
09-50026 (REG)
09-50027 (REG)
09-50028 (REG)
09-13558 (REG)

Your Claim is Scheduled As Follows.

FILED
U.S. BANKRUPTCY COURT
2009 NOV 30 P 1-19
S.D.N.Y.

NOTE: 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. § 503.

Name of Creditor (the person or other entity to whom the debtor owes money or property) General Electric Capital Corporation

Check this box to indicate that this claim amends a previously filed claim
Court Claim Number:
Filed on

Name and address where notices should be sent
General Electric Capital Corporation
c/o Latham & Watkins LLP
Max Eisenberg, Esq
233 South Wacker Dr, Ste 5800
Chicago, IL 60606
Telephone number 312-876-7700
Email Address max.eisenberg@lw.com

Name and address where payment should be sent (if different from above)
FILED - 66711
MOTORS LIQUIDATION COMPANY
F/K/A GENERAL MOTORS CORP
SDNY # 09-50026 (REG)
Telephone number

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.
Check this box if you are the debtor or trustee in this case.

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.

1 Amount of Claim as of Date Case Filed, June 1, 2009. See Attached Exhibit A
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.
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.

2 Basis for Claim See Attached Exhibit A (See instruction #2 on reverse side)

3. Last four digits of any number by which creditor identifies debtor
3a Debtor may have scheduled account as (See instruction #3a 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: Real Estate, Motor Vehicle, Equipment, Other
Describe: See Attached Exhibit A
Value of Property, Annual Interest Rate, Amount of arrearage and other charges as of time case filed included in secured claim, 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

12-01-09P03:26 RCVD

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
Domestic support obligations under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B)
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)
Contributions to an employee benefit plan - 11 U.S.C. § 507(a)(5)
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)
Taxes or penalties owed to governmental units - 11 U.S.C. § 507(a)(8)
Value of goods received by the Debtor within 20 days before the date of commencement of the case - 11 U.S.C. § 503(b)(9) (§ 507(a)(2))
Other - Specify applicable paragraph of 11 U.S.C. § 507(a)( )
Amount entitled to priority
\$
\*Amounts are subject to adjustment on 4/1/10 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment.

Date 11/25/09
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.

Handwritten signature and name of Max Eisenberg.

FOR COURT USE ONLY
THE GREEN CITY GROUP INC
DEC 1 2009



UNITED STATES BANKRUPTCY COURT FOR THE SOUTHERN DISTRICT OF NEW YORK

PROOF OF CLAIM

Name of Debtor (Check Only One)
MOTORS Liquidation Company (f/k/a General Motors Corporation)
MLCS, LLC (f/k/a Saturn, LLC)
MLCS Distribution Corporation (f/k/a Saturn Distribution Corporation)
MLC of Harlem, Inc (f/k/a Chevrolet-Saturn of Harlem, Inc )
Case No
09-50026 (REG)
09-50027 (REG)
09-50028 (REG)
09-13558 (REG)

Your Claim is Scheduled As Follows.

FILED
S. BANKRUPTCY COURT
S.D.N.Y.
2009 NOV 30 P 1:19

NOTE 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. § 503.

Name of Creditor (the person or other entity to whom the debtor owes money or property) General Electric Capital Corporation

Name and address where notices should be sent
General Electric Capital Corporation
c/o Latham & Watkins LLP
Max Eisenberg, Esq
233 South Wacker Dr , Ste 5800
Chicago, IL 60606
Telephone number 312-876-7700
Email Address max.eisenberg@lw.com

Check this box to indicate that this claim amends a previously filed claim
Court Claim Number (if known)
Filed on

Name and address where payment should be sent (if different from above)
FILED - 66712
MOTORS LIQUIDATION COMPANY
F/K/A GENERAL MOTORS CORP
SDNY # 09-50026 (REG)
Telephone number

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
Check this box if you are the debtor or trustee in this case

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

1 Amount of Claim as of Date Case Filed, June 1, 2009 See Attached Exhibit A
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
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

2. Basis for Claim See Attached Exhibit A (See instruction #2 on reverse side)

3. Last four digits of any number by which creditor identifies debtor
3a. Debtor may have scheduled account as (See instruction #3a 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 Real Estate Motor Vehicle Equipment Other
Describe See Attached Exhibit A
Value of Property \$ Annual Interest Rate %
Amount of arrearage 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

12-01-09P03:25 RCVD

Date 11/25/09
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

FOR COURT USE ONLY
THE CLERK OF THE COURT
DEC 1 2009

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 (GCG) (12/08)



UNITED STATES BANKRUPTCY COURT FOR THE SOUTHERN DISTRICT OF NEW YORK

PROOF OF CLAIM

Name of Debtor (Check Only One)
Motors Liquidation Company (f/k/a General Motors Corporation)
MLCS, LLC (f/k/a Saturn, LLC)
MLCS Distribution Corporation (f/k/a Saturn Distribution Corporation)
MLC of Harlem, Inc (f/k/a Chevrolet-Saturn of Harlem, Inc )
Case No
09-50026 (REG)
09-50027 (REG)
09-50028 (REG)
09-13558 (REG)

Your Claim is Scheduled As Follows.

NOTE 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. § 503

FILED
U.S. BANKRUPTCY COURT
2009 NOV 30 P 1:19
S.D.N.Y.

Name of Creditor (the person or other entity to whom the debtor owes money or property) General Electric Capital Corporation

Check this box to indicate that this claim amends a previously filed claim
Court Claim Number:
Filed on

Name and address where notices should be sent
General Electric Capital Corporation
c/o Latham & Watkins LLP
Max Eisenberg, Esq
233 South Wacker Dr , Ste 5800
Chicago, IL 60606
Telephone number 312-876-7700
Email Address max.eisenberg@lw.com

Name and address where payment should be sent (if different from above)
FILED - 66713
MOTORS LIQUIDATION COMPANY
F/K/A GENERAL MOTORS CORP
SDNY # 09-50026 (REG)
Telephone number

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
Check this box if you are the debtor or trustee in this case

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

1 Amount of Claim as of Date Case Filed, June 1, 2009: §See Attached Exhibit A
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
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

2 Basis for Claim. See Attached Exhibit A (See instruction #2 on reverse side)

Specify the priority of the claim
Domestic support obligations under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B)

3. Last four digits of any number by which creditor identifies debtor
3a Debtor may have scheduled account as

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)

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 Real Estate Motor Vehicle Equipment Other
Describe. See Attached Exhibit A
Value of Property \$ Annual Interest Rate %
Amount of arrearage and other charges as of time case filed included in secured claim, if any \$
Basis for perfection
Amount of Secured Claim \$ Amount Unsecured \$

Contributions to an employee benefit plan - 11 U.S.C. § 507(a)(5)
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)
Taxes or penalties owed to governmental units - 11 U.S.C. § 507(a)(8)

6 Credits The amount of all payments on this claim has been credited for the purpose of making this proof of claim

Value of goods received by the Debtor within 20 days before the date of commencement of the case - 11 U.S.C. § 503(b)(9) (§ 507(a)(2))

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

Other - Specify applicable paragraph of 11 U.S.C. § 507(a)
Amount entitled to priority
\*Amounts are subject to adjustment on 4/1/10 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment

12-01-09P03:25 RCVD

Date 11/25/09
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

FOR COURT USE ONLY
DEC 1 2009





UNITED STATES BANKRUPTCY COURT FOR THE SOUTHERN DISTRICT OF NEW YORK

PROOF OF CLAIM

Name of Debtor (Check Only One):
M Motors Liquidation Company (f/k/a General Motors Corporation)
MLCS, LLC (f/k/a Saturn, LLC)
MLCS Distribution Corporation (f/k/a Saturn Distribution Corporation)
MLC of Harlem, Inc. (f/k/a Chevrolet-Saturn of Harlem, Inc.)
Case No.
09-50026 (REG)
09-50027 (REG)
09-50028 (REG)
09-13558 (REG)

Your Claim is Scheduled As Follows:
FILED
U.S. BANKRUPTCY COURT
2009 NOV 30 P 1:19
S.D.N.Y.

NOTE: 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. § 503.

Name of Creditor (the person or other entity to whom the debtor owes money or property): General Electric Canada Management Services
Name and address where notices should be sent: General Electric Canada Management Services, c/o Latham & Watkins LLP, Max Eisenberg, Esq., 233 South Wacker Dr., Ste. 5800, Chicago, IL 60606
Telephone number: 312-876-7700
Email Address: max.eisenberg@lw.com
Check this box to indicate that this claim amends a previously filed claim.
Court Claim Number:
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 payment should be sent (if different from above):
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.
Check this box if you are the debtor or trustee in this case.

1. Amount of Claim as of Date Case Filed, June 1, 2009: See Attached Exhibit A
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.
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.
Domestic support obligations under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B).
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).
Contributions to an employee benefit plan - 11 U.S.C. § 507(a)(5).
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).
Taxes or penalties owed to governmental units - 11 U.S.C. § 507(a)(8).
Value of goods received by the Debtor within 20 days before the date of commencement of the case - 11 U.S.C. § 503(b)(9) (§ 507(a)(2))
Other - Specify applicable paragraph of 11 U.S.C. § 507(a)(\_\_\_).
Amount entitled to priority: \$

2. Basis for Claim: See Attached Exhibit A (See instruction #2 on reverse side.)

3. Last four digits of any number by which creditor identifies debtor:
3a. Debtor may have scheduled account as: (See instruction #3a 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: Real Estate Motor Vehicle Equipment Other
Describe: See Attached Exhibit A
Value of Property: \$ Annual Interest Rate %
Amount of arrearage 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.

\*Amounts are subject to adjustment on 4/1/10 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment.

Date: 11/25/09
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.
Manjit K. Sharma
Director & V.P., Finance

FOR COURT USE ONLY



UNITED STATES BANKRUPTCY COURT FOR THE SOUTHERN DISTRICT OF NEW YORK

PROOF OF CLAIM

Name of Debtor (Check Only One):
Mortors Liquidation Company (f/k/a General Motors Corporation)
MLCS, LLC (f/k/a Saturn, LLC)
MLCS Distribution Corporation (f/k/a Saturn Distribution Corporation)
MLC of Harlem, Inc. (f/k/a Chevrolet-Saturn of Harlem, Inc.)
Case No.
09-50026 (REG)
09-50027 (REG)
09-50028 (REG)
09-13558 (REG)

Your Claim is Scheduled As Follows:

FILED
U.S. BANKRUPTCY COURT
2009 NOV 30 P 1:19
S.D.N.Y.

NOTE: 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. § 503.

Name of Creditor (the person or other entity to whom the debtor owes money or property): General Electric Canada Management Services

Name and address where notices should be sent:
General Electric Canada Management Services
c/o Latham & Watkins LLP
Max Eisenberg, Esq.
233 South Wacker Dr., Ste. 5800
Chicago, IL 60606

Check this box to indicate that this claim amends a previously filed claim.

Court Claim Number: (If known)

Filed on:

Telephone number: 312-876-7700
Email Address: max.eisenberg@lw.com

Name and address where payment should be sent (if different from above):

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.

Check this box if you are the debtor or trustee in this case.

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.

1. Amount of Claim as of Date Case Filed, June 1, 2009: See Attached Exhibit A
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.
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.

2. Basis for Claim: See Attached Exhibit A (See instruction #2 on reverse side.)

Specify the priority of the claim.

3. Last four digits of any number by which creditor identifies debtor:
3a. Debtor may have scheduled account as: (See instruction #3a on reverse side.)

Domestic support obligations under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B).

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).

Contributions to an employee benefit plan - 11 U.S.C. § 507(a)(5).

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).

Taxes or penalties owed to governmental units - 11 U.S.C. § 507(a)(8).

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: Real Estate Motor Vehicle Equipment Other
Describe: See Attached Exhibit A
Value of Property: \$ Annual Interest Rate %
Amount of arrearage and other charges as of time case filed included in secured claim, if any: \$
Basis for perfection:
Amount of Secured Claim: \$ Amount Unsecured: \$

Value of goods received by the Debtor within 20 days before the date of commencement of the case - 11 U.S.C. § 503(b)(9) (§ 507(a)(2))

Other - Specify applicable paragraph of 11 U.S.C. § 507(a)( ). Amount entitled to priority:

\$
\*Amounts are subject to adjustment on 4/1/10 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment.

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: 11/25, 2009
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.
Manjit K. Sharma
Director & V.P., Finance

FOR COURT USE ONLY



UNITED STATES BANKRUPTCY COURT FOR THE SOUTHERN DISTRICT OF NEW YORK

PROOF OF CLAIM

Name of Debtor (Check Only One)
Motors Liquidation Company (f/k/a General Motors Corporation)
MLCS, LLC (f/k/a Saturn, LLC)
MLCS Distribution Corporation (f/k/a Saturn Distribution Corporation)
MLC of Harlem, Inc (f/k/a Chevrolet-Saturn of Harlem, Inc)
Case No
09-50026 (REG)
09-50027 (REG)
09-50028 (REG)
09-13558 (REG)

Your Claim is Scheduled As Follows.

S.D.N.Y.
FILED
U.S. BANKRUPTCY COURT
2009 NOV 30 P 1:19

NOTE 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. § 503

Name of Creditor (the person or other entity to whom the debtor owes money or property) General Electric Capital Corporation

Check this box to indicate that this claim amends a previously filed claim
Court Claim Number
Filed on

Name and address where notices should be sent
General Electric Capital Corporation
c/o Latham & Watkins LLP
Max Eisenberg, Esq
233 South Wacker Dr, Ste 5800
Chicago, IL 60606
Telephone number 312-876-7700
Email Address max.eisenberg@lw.com

Name and address where payment should be sent (if different from above)
FILED - 66722
MOTORS LIQUIDATION COMPANY
F/K/A GENERAL MOTORS CORP
SDNY # 09-50026 (REG)
Telephone number

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
Check this box if you are the debtor or trustee in this case

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

1 Amount of Claim as of Date Case Filed, June 1, 2009 See Attached Exhibit A
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
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

2 Basis for Claim See Attached Exhibit A (See instruction #2 on reverse side)

Specify the priority of the claim
Check Domestic support obligations under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B)

3 Last four digits of any number by which creditor identifies debtor
3a Debtor may have scheduled account as:

Check 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)

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 Real Estate Motor Vehicle Equipment Other
Describe: See Attached Exhibit A
Value of Property \$ Annual Interest Rate %
Amount of arrearage and other charges as of time case filed included in secured claim, if any \$
Basis for perfection
Amount of Secured Claim: \$ Amount Unsecured \$

Check Contributions to an employee benefit plan - 11 U.S.C. § 507(a)(5)
Check 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)
Check Taxes or penalties owed to governmental units - 11 U.S.C. § 507(a)(8)

6 Credits The amount of all payments on this claim has been credited for the purpose of making this proof of claim

Check Value of goods received by the Debtor within 20 days before the date of commencement of the case - 11 U.S.C. § 503(b)(9) (§ 507(a)(2))

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)

Check Other - Specify applicable paragraph of 11 U.S.C. § 507(a)( )
Amount entitled to priority \$

DO NOT SEND ORIGINAL DOCUMENTS ATTACHED DOCUMENTS MAY BE DESTROYED AFTER SCANNING
If the documents are not available, please explain in an attachment

\*Amounts are subject to adjustment on 4/1/10 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment

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
Date 11/25/09

