

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

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

-----X
: **Chapter 11 Case No.**
: **09-50026 (REG)**
: **(Jointly Administered)**
: **Debtors.**
: **(Jointly Administered)**
: **(Jointly Administered)**
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NOTICE OF DEBTORS' 168th OMNIBUS OBJECTION TO CLAIMS
(Supplemental Executive Retirement Benefits Claims of Former Executive Employees)

PLEASE TAKE NOTICE that on January 26, 2011, Motors Liquidation Company (f/k/a General Motors Corporation) and its affiliated debtors, as debtors in possession (the "**Debtors**"), filed their 168th omnibus objection to expunge certain supplemental executive retirement benefits claims of former executive employees (the "**168th Omnibus Objection to Claims**"), and that a hearing (the "**Hearing**") to consider the 168th 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 **March 1, 2011 at 9:45 a.m. (Eastern Time)**, or as soon thereafter as counsel may be heard.

PARTIES RECEIVING THIS NOTICE SHOULD REVIEW THE 168th 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 or objections to this 168th Omnibus 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-242 (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 3.5 inch disk, preferably in Portable Document Format (PDF), WordPerfect, or any other Windows-based word processing format (with a hard copy delivered directly to Chambers), in accordance with General Order M-182 (which can be found at www.nysb.uscourts.gov), and served in accordance with General Order M-242, and on (i) Weil, Gotshal & Manges LLP, attorneys for the Debtors, 767 Fifth Avenue, New York, New York 10153 (Attn: Harvey R. Miller, Esq., Stephen Karotkin, Esq., and Joseph H. Smolinsky, Esq.); (ii) the Debtors, c/o Motors Liquidation Company, 401 South Old Woodward Avenue, Suite 370, Birmingham, Michigan 48009 (Attn: Ted Stenger); (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.); and (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.); so as to be received no later than **February 22, 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 168th Omnibus Objection to Claims or any claim set forth thereon, the Debtors 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 168th 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
January 26, 2011

/s/ Joseph H. Smolinsky
Harvey R. Miller
Stephen Karotkin
Joseph H. Smolinsky

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Attorneys for Debtors and
Debtors in Possession

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

-----X
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)
: :
-----X

DEBTORS' 168th OMNIBUS OBJECTION TO CLAIMS
(Supplemental Executive Retirement Benefits Claims of Former Executive Employees)

**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:

Motors Liquidation Company (f/k/a General Motors Corporation) (“MLC”) and its
affiliated debtors, as debtors in possession (collectively, the “Debtors”), respectfully represent:

Relief Requested

1. The Debtors file this 168th omnibus objection 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 certain executive retirement benefits claims listed on **Exhibit “A”** annexed hereto (the “**168th Omnibus Objection to Claims**”) ¹ of former executive employees (the “**Former Executive Employees**”).

2. The Debtors have examined the proofs of claim identified on Exhibit “A” hereto filed by the Former Executive Employees (the “**ERP Claims**”) and have determined that the proofs of claim listed under the heading “*Claims to be Disallowed and Expunged*” are claims relating to benefits provided under the General Motors Corporation Executive Retirement Plan (the “**ERP**”), which has been assumed, as modified, by General Motors LLC (“**New GM**”) pursuant to the terms of that certain Amended and Restated Master Sale and Purchase Agreement (the “**Master Purchase Agreement**”), dated as of June 26, 2009, by and among General Motors Corporation, Saturn LLC, Saturn Distribution Corporation, Chevrolet-Saturn of Harlem, Inc., and New GM. The ERP Claims allege the reduction, elimination, or nonpayment of supplemental executive pension benefits provided under the ERP.

3. As described further below, the ERP Claims have either been assumed by New GM pursuant to the Master Purchase Agreement (the “**Assumed ERP Claims**”) or relate to an alleged right to benefits that were unvested (the “**Unvested ERP Claims**”). Therefore, in either case, such claims are not liabilities of MLC or the other Debtors and should be disallowed and expunged.

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

4. 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

5. On June 1, 2009 (the “**Commencement Date**”), 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). On September 15, 2009, the Initial Debtors filed their schedules of assets and liabilities and statements of financial affairs, which were amended on October 4, 2009. On October 15, 2009, the REALM/ENCORE Debtors filed their schedules of assets and liabilities and statements of financial affairs.

6. On September 16, 2009, this Court entered an order (ECF No. 4079) establishing November 30, 2009 as the deadline for each person or entity to file a proof of claim in the Initial Debtors’ cases, including governmental units. On December 2, 2009, this Court entered an order (ECF No. 4586) establishing February 1, 2010 as the deadline for each person or entity to file a proof of claim in the REALM/ENCORE Debtors’ cases (except governmental units, as defined in section 101(27) of the Bankruptcy Code, for which the Court established April 16, 2010 as the deadline to file proofs of claim).

² The Initial Debtors are 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), 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. Furthermore, on October 6, 2009, this Court entered the Procedures Order, which authorizes the Initial 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 claimants that are listed in Exhibit “A” have all filed claims against the Initial Debtors.

The Master Purchase Agreement

8. On July 10, 2009 (the “**Closing Date**”), New GM completed its purchase of certain assets in accordance with the Master Purchase Agreement. Pursuant to Section 6.17(e) of the Master Purchase Agreement (*Assumption of Certain Parent Employee Benefit Plans and Policies*), New GM assumed certain employee benefit plans specified in a disclosure schedule, and the ERP is set forth on that schedule. Section 6.17(e) of the Master Purchase Agreement provides:

As of the Closing Date, *Purchaser or one of its Affiliates shall assume (i) the Parent Employee Benefit Plans and Policies set forth on Section 6.17(e) of the Sellers’ Disclosure Schedule as modified thereon, and all assets, trusts, insurance policies and other Contracts relating thereto, except for any that do not comply in all respects with TARP or as otherwise provided in Section 6.17(h) and (ii) all employee benefit plans, programs, policies, agreements or arrangements (whether written or oral) in which Employees who are covered by the UAW Collective Bargaining Agreement participate and all assets, trusts, insurance and other Contracts relating thereto (the “Assumed Plans”), for the benefit of the Transferred Employees and Sellers and Purchaser shall cooperate with each other to take all actions and execute and deliver all documents and furnish all notices necessary to establish Purchaser or one of its Affiliates as the sponsor of such Assumed Plans including all assets, trusts, insurance policies and other Contracts relating thereto. Other than with respect to any Employee who was or is covered by the UAW Collective Bargaining Agreement, Purchaser shall have no Liability with respect to any modifications or changes to Benefit Plans contemplated by Section 6.17(e) of the Sellers’ Disclosure Schedule, or changes made by Parent prior to the Closing Date, and Purchaser shall not assume any Liability with respect to any such decisions or actions related thereto, and Purchaser shall only assume the Liabilities for benefits provided pursuant to the written terms and*

conditions of the Assumed Plan as of the Closing Date. Notwithstanding the foregoing, the assumption of the Assumed Plans is subject to Purchaser taking all necessary action, including reduction of benefits, to ensure that the Assumed Plans comply in all respects with TARP. Notwithstanding the foregoing, but subject to the terms of any Collective Bargaining Agreement to which Purchaser or one of its Affiliates is a party, Purchaser and its Affiliates may, in its sole discretion, amend, suspend or terminate any such Assumed Plan at any time in accordance with its terms.

(emphasis added). As a result, New GM assumed the ERP Claims to the extent required to be provided under the Employee Retirement Income Security Act of 1974, as amended (“ERISA”) (29 U.S.C. §§ 1003, 1051, 1081, 1101) in effect on the Closing Date, including ERP Claims relating to nonpayment of supplemental executive pension benefits under the terms of the ERP (as they existed at that time) assumed by New GM. Therefore, the Debtors do not have any liability for such portion of the ERP Claims (i.e., the Assumed ERP Claims).

The Debtors Reserved the Right to Amend or Terminate ERP Benefits

9. New GM did not assume any liability for modifications of benefits (i.e., any reduction or elimination of supplemental executive pension benefits) by the Debtors prior to the Closing Date. However, the ERP is an unfunded plan providing supplemental pension benefits in excess of the amounts permitted under a tax-qualified pension plan,⁴ and accordingly, the ERP is exempt from vesting, fiduciary, and many other substantive requirements of ERISA. Participants in the ERP are not entitled to statutory vesting (i.e., a nonforfeitable right) of their accrued benefits under the ERP, and such unvested benefits may be subject to forfeiture in accordance with the contractual terms of the ERP.

⁴ Article I, Section I of the ERP documents provides: “It is intended that this Plan, in relevant part, qualify as an ‘excess benefit plan’ under Section 3(36) of ERISA and, in relevant part, as a plan ‘providing deferred compensation for a select group of management or highly compensated employees’ under Section 201(2) of ERISA, commonly called a ‘top hat’ plan.”

10. Prior to the Commencement Date, MLC modified certain of the ERP Benefits. Under the terms of the ERP documents, MLC properly reserved the right to amend or terminate the ERP and the benefits thereunder, in its sole discretion. Article I, Section II of the ERP documents specifically provides that “*benefits under this Plan are not guaranteed.*” The ERP documents further provides in Article I, Section I:

It is intended that this Plan, in relevant part, qualify as an “excess benefit plan” under Section 3(36) of ERISA and, in relevant part, as a plan “providing deferred compensation for a select group of management or highly compensated employees” under Section 201(2) of ERISA, commonly called a “top hat” plan.”

Plan document, Article I, Section I.

11. Article IV, Section I of the ERP documents provides that “the Corporation reserves the right, by and through the Executive Compensation Committee of the Board of Directors or its delegate, to amend, modify, suspend, or terminate this Plan in whole or in part, at any time.”

12. Claimants have not provided any documentation or extrinsic evidence of any agreements superseding the terms of the ERP documents with respect to MLC’s reservation of rights to reduce or eliminate benefits or otherwise amend or terminate the ERP. Accordingly, MLC and the Debtors have no obligation with respect to the Assumed ERP Claims and the Unvested ERP Claims. Such claims have either been assumed by New GM pursuant to the Master Purchase Agreement or relate to an expectation for benefits that were not vested and for which MLC and the Debtors have no obligation. The ERP Claims in their entirety should therefore be disallowed and expunged.

The Relief Requested Should Be Approved by the Court

13. 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), *aff’d*, No. 09 Civ. 2229 (DC), 2010 WL 234827 (S.D.N.Y. Jan. 22, 2010); *In re Adelpia 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).

14. 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). As described herein, the Debtors have compared their books and records with the proofs of claim identified on Exhibit “A” and have determined that the ERP Claims are not the responsibility of MLC or the other Debtors, having been assumed by New GM as described above, and are otherwise capable of termination. To avoid the possibility of recoveries by a creditor where no recovery is due, the Debtors request that the Court disallow and expunge in their entirety the ERP Claims.

Notice

15. Notice of this 168th Omnibus Objection to Claims has been provided to each claimant listed on Exhibit "A" and parties in interest in accordance with the Fifth 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 January 3, 2011 (ECF No. 8360).

16. No previous request for the relief sought herein has been made by the Debtors to this or any other Court.

WHEREFORE the Debtors respectfully request entry of an order granting the relief requested herein and such other and further relief as is just.

Dated: New York, New York
January 26, 2011

/s/ Joseph H. Smolinsky
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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
ALFRED P DEBUHR 8211 DUNHAM RD DOWNERS GROVE, IL 60516	43375	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)		
			\$31,541.66 (U)		
			\$31,541.66 (T)		
ALFRED P DEBUHR 8211 DUNHAM RD DOWNERS GROVE, IL 60516	46061	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)		
			\$31,541.66 (U)		
			\$31,541.66 (T)		
ALLEN GREEN 6800 DEERHILL DRIVE CLARKSTON, MI 48346 UNITED STATES OF AMERICA	62345	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)		
			\$529,776.00 (U)		
			\$529,776.00 (T)		
ANTHONY WROBLEWSKI 1047 HEMLOCK DR. ROCHESTER, MI 48307 UNITED STATES OF AMERICA	30985	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)		
			\$434,364.00 (U)		
			\$434,364.00 (T)		
ARMSTRONG, HAROLD S 785 FOX RIVER DRIVE BLOOMFIELD, MI 48304	64069	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)		
			\$41,400.76 (U)		
			\$41,400.76 (T)		

(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
ARMSTRONG, JAMES A 1976 N SALISBURY DR GLADWIN, MI 48624	4233	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)		
			\$117,023.00 (P)		
			\$0.00 (U)		
			\$117,023.00 (T)		
AUGUSTINE M BEIRNE 4957 CHAMPIONSHIP CUP LN BROOKSVILLE, FL 34609	70528	Motors Liquidation Company		No Liability; Claims seek recovery of amounts for which the Debtors are not liable	Pgs. 1-5
			Unliquidated		
BOTWICK, WILLIAM S 711 KNOTT RD ESSEXVILLE, MI 48732	63171	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)		
			\$988,650.97 (U)		
			\$988,650.97 (T)		
BURKE, DENNIS W 37550 SHIRE CT STERLING HEIGHTS, MI 48312 UNITED STATES OF AMERICA	45151	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)		
			\$22,744.00 (U)		
			\$22,744.00 (T)		
CARL FREEMAN 1031 PARKER'S FORT GREENSBORO, GA 30642	45951	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)		
			\$967,535.00 (U)		
			\$967,535.00 (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.

CLAIMS TO BE DISALLOWED AND EXPUNGED

Name and Address of Claimant	Claim #	Debtor	Claim Amount and Priority (1)	Grounds For Objection	Objection Page Reference
CHRISTINE HASSETT 5322 PENTWATER DR HOWELL, MI 48843	64268	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)		
			\$29,613.92 (U)		
			\$29,613.92 (T)		
COATS III, GEORGE H 3 VISTA CT CLAYTON, NC 27527	37227	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)		
			\$21,138.49 (U)		
			\$21,138.49 (T)		
COLVIN, FRANK L 28862 JEFFERSON AVE ST CLR SHORES, MI 48081	44506	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)		
			\$1,192,000.00 (U)		
			\$1,192,000.00 (T)		
Unliquidated					
CURREY, JOHN L 2506 WALLACE PATE DR GEORGETOWN, SC 29440	22994	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)		
			\$45,446.28 (U)		
			\$45,446.28 (T)		
DARRYL J DELEONARDIS 5775 S HIGHWAY A1A MELBOURNE BEACH, FL 32951	22947	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)		
			\$595,128.38 (U)		
			\$595,128.38 (T)		
DAVID ALDORFER 876 NORTHGATE RD ROCHESTER, MI 48306	8958	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)		
			\$213,923.00 (U)		
			\$213,923.00 (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.

CLAIMS TO BE DISALLOWED AND EXPUNGED

Name and Address of Claimant	Claim #	Debtor	Claim Amount and Priority (1)	Grounds For Objection	Objection Page Reference
DAVID TURNER 2210 KERRI LYNN LANE KOKOMO, IN 46902 UNITED STATES OF AMERICA	27063	Motors Liquidation Company	\$0.00 (S) \$0.00 (A) \$0.00 (P) \$14,222.58 (U) \$14,222.58 (T)	No Liability; Claims seek recovery of amounts for which the Debtors are not liable	Pgs. 1-5
DONALD B MAKELIM 4675 LANCELOT CT GLADWIN, MI 48624	7584	Motors Liquidation Company		No Liability; Claims seek recovery of amounts for which the Debtors are not liable	Pgs. 1-5
			Unliquidated		
DONALD PARKINSON 4223 GULL COVE NEW SMYRNA BEACH, FL 32169 UNITED STATES OF AMERICA	37596	Motors Liquidation Company	\$0.00 (S) \$0.00 (A) \$0.00 (P) \$475,763.24 (U) \$475,763.24 (T)	No Liability; Claims seek recovery of amounts for which the Debtors are not liable	Pgs. 1-5
DONALD PARKINSON 4223 GULL COVE NEW SMYRNA BEACH, FL 32169	37597	Motors Liquidation Company	\$0.00 (S) \$0.00 (A) \$0.00 (P) \$82,300.64 (U) \$82,300.64 (T)	No Liability; Claims seek recovery of amounts for which the Debtors are not liable	Pgs. 1-5
DOUGLAS JOHN HERBERGER 7547 MOORGAE POINT WAY NAPLES, FL 34113	18369	Motors Liquidation Company	\$0.00 (S) \$0.00 (A) \$0.00 (P) \$1,070,656.00 (U) \$1,070,656.00 (T)	No Liability; Claims seek recovery of amounts for which the Debtors are not liable	Pgs. 1-5

(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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CLAIMS TO BE DISALLOWED AND EXPUNGED

Name and Address of Claimant	Claim #	Debtor	Claim Amount and Priority (1)	Grounds For Objection	Objection Page Reference
E MICHAEL MUTCHLER 6000 ROYAL MARCO WAY #553 MARCO ISLAND, FL 34145	15171	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)		
			\$1,659,000.00 (U)		
			\$1,659,000.00 (T)		
			Unliquidated		
EDWARD MERTZ 30600 N PIMA RD #115 SCOTTSDALE, AZ 85266	31299	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)		
			\$1,584,403.80 (U)		
			\$1,584,403.80 (T)		
ENDRES THOMAS E 4294 DOMINION BLVD BRIGHTON, MI 48114	48422	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)		
			\$137,135.00 (U)		
			\$137,135.00 (T)		
ENDRES, THOMAS E 4294 DOMINION BLVD BRIGHTON, MI 48114	6879	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)		
			\$145,557.09 (U)		
			\$145,557.09 (T)		
FABUS, THOMAS P 16501 SCHOFIELD RD HERSEY, MI 49639	22741	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)		
			\$290,512.00 (U)		
			\$290,512.00 (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
FAUGHNAN THOMAS J 1 ROYAL PALM WAY APT 206 BOCA RATON, FL 33432	15141	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)		
			\$4,277.03 (U)		
			\$4,277.03 (T)		
FOLDEN JOHN R 3580 BROOKSIDE DR BLOOMFIELD HILLS, MI 48302	64140	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)		
			\$21,560.81 (U)		
			\$21,560.81 (T)		
FRUECHTE ROGER D 2691 TOWER HILL LN ROCHESTER HILLS, MI 48306	69653	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)		
			\$320,611.00 (U)		
			\$320,611.00 (T)		
GEORGE W BAUMANN JR 2290 HEMMETER ROAD SAGINAW, MI 48603	61092	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)		
			\$3,417.08 (U)		
			\$3,417.08 (T)		
GORDON LAMPHERE JR 1153 BRAEBURY WAY TRAVERSE CITY, MI 49685	29898	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)		
			\$19,817.66 (U)		
			\$19,817.66 (T)		
HEINEMANN DENNIS G 3007 CHARLOTTE ST THOUSAND OAKS, CA 91320	28778	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)		
			\$4,151.11 (U)		
			\$4,151.11 (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
IMBODEN, JERRY B 4001 LAKEWOOD DR WATERFORD, MI 48329	61563	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)		
			\$253,964.70 (U)		
			\$253,964.70 (T)		
JAMES GAUNT 359 STONELEDGE TRAIL ARDEN, NC 28704	29038	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)		
			\$231,537.00 (U)		
			\$231,537.00 (T)		
JAMES GAVIN 20226 COUNTRY CLUB DRIVE ESTERO, FL 33928 UNITED STATES OF AMERICA	44630	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)		
			\$9,287.85 (U)		
			\$9,287.85 (T)		
JAMES M WILLIAMS 21301 S TAMiami TRAIL STE 320 PMB 329 ESTERO, FL 33928	63586	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)		
			\$1,418,310.19 (U)		
			\$1,418,310.19 (T)		
JAMES N ELLIS PO BOX 338 HARBOR SPRINGS, MI 49740	36542	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)		
			\$160,076.00 (U)		
			\$160,076.00 (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 WELTON 800 PEACHTREE LANE ROCHESTER HILLS, MI 48306 UNITED STATES OF AMERICA	22670	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)		
			\$6,293.16 (U)		
			\$6,293.16 (T)		
JENKINS JR, WILLIAM A 4522 MARSH WOOD CT SE SOUTHPORT, NC 28461	31254	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)		
			\$25,116.00 (U)		
			\$25,116.00 (T)		
JERRY GILLESPIE 57287 COVINGTON DR WASHINGTON TWP, MI 48094	9618	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)		
			\$970,681.93 (U)		
			\$970,681.93 (T)		
JERRY TAYLOR 15484 TEALWOOD LN FRISCO, TX 75035	62420	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)		
			\$32,195.94 (U)		
			\$32,195.94 (T)		
JOHN D MACK 1625 COLGATE DR COLORADO SPRINGS, CO 80918 UNITED STATES OF AMERICA	30511	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)		
			\$19,301.00 (U)		
			\$19,301.00 (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
JOHN KARRAS 809 TURTLECREEK COURT BEL AIR, MD 21014 UNITED STATES OF AMERICA	44223	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)		
			\$22,328.24 (U)		
			\$22,328.24 (T)		
JOHN R PATTERSON 28505 CHIANTI TERRACE BONITA SPRINGS, FL 34135	28083	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)		
			\$353,072.59 (U)		
			\$353,072.59 (T)		
KALA, WILLIAM B 1326 FRICK RD LEONARD, MI 48367	62207	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)		
			\$500,232.00 (U)		
			\$500,232.00 (T)		
KENNEDY, ALAN W 47183 SUNNYBROOK LN NOVI, MI 48374	21964	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)		
			\$206,583.51 (U)		
			\$206,583.51 (T)		
LARRY HAID 44 CHANCELLORSVILLE CIR MIDDLETOWN, DE 19709	22250	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)		
			\$539,120.00 (U)		
			\$539,120.00 (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
LARRY RODGERS 54523 WHITE SPRUCE LANE SHELBY TWP, MI 48315 UNITED STATES OF AMERICA	26637	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)		
			\$3,218.00 (U)		
			\$3,218.00 (T)		
LEE DAVID N 8362 PRESTWICK LN WASHINGTON, MI 48095	20312	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)		
			\$13,881.76 (U)		
			\$13,881.76 (T)		
LEMAN, JERRY W 452 CAMBRIDGE WAY BLOOMFIELD, MI 48304	27179	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)		
			\$848,059.21 (U)		
			\$848,059.21 (T)		
LUSCOMB, KAREN M 625 AUGUSTA DR ROCHESTER HLS, MI 48309	23013	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)		
			\$27,695.00 (U)		
			\$27,695.00 (T)		
MARGARET GRATHWOHL 106 E. Maple St. Alexandria, VA 22301 UNITED STATES OF AMERICA	37160	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)		
			\$15,313.44 (U)		
			\$15,313.44 (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
MAURICE J FREY 1957 EASTWOOD AVE JANESVILLE, WI 53545	61355	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)		
			\$75,349.00 (U)		
			\$75,349.00 (T)		
MAX MILLER JR 6299 QUAIL ST HASLETT, MI 48840	61274	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)		
			\$638,797.78 (U)		
			\$638,797.78 (T)		
MC GARRY RAYMOND G 2932 BIRNAM CT OAKLAND TOWNSHIP, MI 48306	27132	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)		
			\$163,836.00 (U)		
			\$163,836.00 (T)		
Unliquidated					
MCCABE, CAROLE A 27113 WALLOON WAY BROWNSTOWN, MI 48134	37086	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)		
			\$30,658.15 (U)		
			\$30,658.15 (T)		
MCMANAMA, RICHARD P 1033 DEVONSHIRE RD GROSSE POINTE PARK, MI 48230	38359	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)		
			\$213,371.00 (U)		
			\$213,371.00 (T)		
MEHALL, DAVID L 3408 WHEATLAND LN PLANO, TX 75025	45092	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)		
			\$12,794.45 (U)		
			\$12,794.45 (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
MUELLER, DONALD E 5300 E TWIN LAKE RD ROSE CITY, MI 48654	20246	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)		
			\$5,004.00 (P)		
			\$0.00 (U)		
			\$5,004.00 (T)		
PHILIP M ANDREWS 7551 SANDPIPER TRAIL GAYLORD, MI 49735 UNITED STATES OF AMERICA	36113	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)		
			\$11,068.83 (U)		
			\$11,068.83 (T)		
RALPH HARTING JR 7399 WHITTINGHAM WAY WEST BLOOMFIELD, MI 48322	20687	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)		
			\$2,180,111.00 (U)		
			\$2,180,111.00 (T)		
RANKA ROBERT W 18099 PARKE LN GROSSE ILE, MI 48138	3076	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)		
			\$42,389.00 (U)		
			\$42,389.00 (T)		
RENNIX VICTOR E 33618 N 64TH PL SCOTTSDALE, AZ 85266	61136	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)		
			\$3,639.08 (U)		
			\$3,639.08 (T)		
RICHARD C. WEIERMILLER 9823 BURNING TREE GRAND BLANC, MI 48439	26633	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)		
			\$398,591.00 (U)		
			\$398,591.00 (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
RICHARD POMPA 3652 EDINBORGH DR ROCHESTER HILLS, MI 48306 UNITED STATES OF AMERICA	62827	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)		
			\$760,526.00 (U)		
			\$760,526.00 (T)		
ROBERT ANDERSON 4330 COURTSIDE DR WILLIAMSTON, MI 48895	61372	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)		
			\$265,375.00 (U)		
			\$265,375.00 (T)		
ROBERT E ANNIS 3393 GENTRY RD HOWELL, MI 48843	22502	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)		
			\$10,590.36 (U)		
			\$10,590.36 (T)		
ROBERT JOHNSON 6019 NORTHSTAR RD GAYLORD, MI 49735	23973	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)		
			\$17,265.00 (U)		
			\$17,265.00 (T)		
RONALD A ROGERS 755 REGENCY RESERVE CIRCLE UNIT 5001 NAPLES, FL 34119	37247	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)		
			\$1,090,159.08 (U)		
			\$1,090,159.08 (T)		
RONALD FRIZZELL 187 MEADOW LANE CIR ROCHESTER HILLS, MI 48307	29393	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)		
			\$1,225,680.50 (U)		
			\$1,225,680.50 (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
ROSICKY, GERALD J 2232 RUTGERS DR TROY, MI 48085	23353	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)		
			\$21,176.22 (U)		
			\$21,176.22 (T)		
SAMUEL A LEONARD 4200 COASTAL PKWY WHITE LAKE, MI 48386	21400	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)		
			\$107,485.15 (U)		
			\$107,485.15 (T)		
SCOTT DAVID I 862 SAINT ANDREWS WAY FRANKFORT, IL 60423	21812	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)		
			\$868,546.35 (U)		
			\$868,546.35 (T)		
SEATON, STEPHEN J 1051 AUTUMNVIEW CT ROCHESTER, MI 48307	32797	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)		
			\$148,407.02 (U)		
			\$148,407.02 (T)		
SHEIPE ROBERT 484 E CARMEL DR PMB 311 CARMEL, IN 46032	36501	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)		
			\$429,845.76 (U)		
			\$429,845.76 (T)		
SMITH, P MICHAEL 20299 HILLANDALE RD WHITE PIGEON, MI 49099	7341	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)		
			\$1,036,000.00 (U)		
			\$1,036,000.00 (T)		

(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
SOBECK SUSAN L 110 DAWSON CREEK DR BALL GROUND, GA 30107	6413	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)		
			\$9,644.94 (U)		
			\$9,644.94 (T)		
STROHMAIER, ALAN H 5303 RIVER RIDGE DR BRIGHTON, MI 48116	19892	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)		
			\$47,083.00 (U)		
			\$47,083.00 (T)		
THOMAS CARPENTER 25040 GOLDCREST DR BONITA SPRINGS, FL 34134	62085	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)		
			\$17,533.08 (P)		
			\$0.00 (U)		
			\$17,533.08 (T)		
THOMAS MCLEAN 15957 ORCHARD POINT DR SPRING LAKE, MI 49456	43930	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)		
			\$249,650.00 (U)		
			\$249,650.00 (T)		
THOMAS WILSON BOX 20 BANGLAMUNG POST OFFICE CHONBURI 20150 THAILAND , THAILAND	31184	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)		
			\$266,299.05 (U)		
			\$266,299.05 (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.

CLAIMS TO BE DISALLOWED AND EXPUNGED

Name and Address of Claimant	Claim #	Debtor	Claim Amount and Priority (1)	Grounds For Objection	Objection Page Reference
VALDEZ ALBERT T 10060 SAINT BERNARD DR SHREVEPORT, LA 71106	30688	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)		
			\$19,969.60 (U)		
			\$19,969.60 (T)		
VALDEZ ALBERT T 10060 SAINT BERNARD DR SHREVEPORT, LA 71106	23195	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)		
			\$19,969.60 (U)		
			\$19,969.60 (T)		
VAUGHAN, CLIFFORD J PO BOX 399 WALLOON LAKE, MI 49796	3327	Motors Liquidation Company		No Liability; Claims seek recovery of amounts for which the Debtors are not liable	Pgs. 1-5
			Unliquidated		
VOLKER HARHAUS 66555 MT. VERNON ROAD WASHINGTON, MI 48095 UNITED STATES OF AMERICA	29177	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)		
			\$52,804.00 (U)		
			\$52,804.00 (T)		
WASENKO, JOHN K 4699 CHAREST AVENUE WATERFORD, MI 48327	63436	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)		
			\$130,025.76 (U)		
			\$130,025.76 (T)		

(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
<i>CLAIMS TO BE DISALLOWED AND EXPUNGED</i>	86		\$0.00 (S)		
			\$0.00 (A)		
			\$139,560.08 (P)		
			\$27,181,564.36 (U)		
			\$27,321,124.44 (T)		

(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.

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)**
:
-----X

ORDER GRANTING DEBTORS' 168th OMNIBUS OBJECTION TO CLAIMS
(Supplemental Executive Retirement Benefits Claims of Former Executive Employees)

Upon the 168th omnibus objection to expunge certain executive retirement benefits claims of former executive employees, dated January 26, 2011 (the “**168th Omnibus Objection to Claims**”),¹ of Motors Liquidation Company (f/k/a General Motors Corporation) and its affiliated debtors, as debtors in possession (collectively, the “**Debtors**”), 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 ERP Claims on the grounds that each ERP Claim is for an obligation for which the Debtors have no liability, all as more fully described in the 168th Omnibus Objection to Claims; and due and proper notice of the 168th 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 168th Omnibus

¹ Capitalized terms used herein and not otherwise defined herein shall have the meanings ascribed to such terms in the 168th Omnibus Objection to Claims.

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 168th 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 168th 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”** annexed hereto under the heading “*Claims to be Disallowed and Expunged*” 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 168th Omnibus Objection to Claims under the heading “*Claims to be Disallowed and Expunged*” that is not disallowed or expunged; 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