

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

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Attorneys for Debtors
and Debtors in Possession

**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

NOTICE OF DEBTORS' 199TH OMNIBUS OBJECTION TO CLAIMS
(Claims for Preferred Stock)

PLEASE TAKE NOTICE that on January 27, 2011, Motors Liquidation Company (f/k/a General Motors Corporation) and its affiliated debtors, as debtors in possession (the "**Debtors**"), filed their 199th omnibus objection to disallow certain claims¹ (the "**199th Omnibus Objection to Claims**"), and that a hearing (the "**Hearing**") to consider the 199th

¹ Capitalized terms used herein and not otherwise defined herein shall have the meanings ascribed to such terms in the 199th Omnibus Objection to Claims.

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 199TH OMNIBUS OBJECTION TO CLAIMS TO SEE IF THEIR NAME(S) AND/OR CLAIM(S) ARE LOCATED IN THE OMNIBUS OBJECTION AND/OR IN EXHIBIT "A" ANNEXED THERETO.

PLEASE TAKE FURTHER NOTICE that any responses to the 199th 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-399 (which can be found at www.nysb.uscourts.gov) by registered users of the Bankruptcy Court's filing system, and (b) by all other parties in interest, on a CD-ROM or 3.5 inch disk, in text-searchable portable document format (PDF) (with a hard copy delivered directly to Chambers), in accordance with the customary practices of the Bankruptcy Court and General Order M-399, to the extent applicable, and served in accordance with General Order M-399 and on (i) 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: Thomas Morrow); (iii) General Motors LLC, 400 Renaissance Center, Detroit, Michigan 48265 (Attn: Lawrence S. Buonomo, Esq.); (iv) Cadwalader, Wickersham & Taft LLP, attorneys for the United States Department of the Treasury, One World Financial Center, New York, New York 10281 (Attn: John J. Rapisardi, Esq.); (v) the United States Department of the Treasury, 1500 Pennsylvania Avenue NW, Room 2312, Washington, D.C.

20220 (Attn: Joseph Samarias, Esq.); (vi) Vedder Price, P.C., attorneys for Export Development Canada, 1633 Broadway, 47th Floor, New York, New York 10019 (Attn: Michael J. Edelman, Esq. and Michael L. Schein, Esq.); (vii) Kramer Levin Naftalis & Frankel LLP, attorneys for the statutory committee of unsecured creditors, 1177 Avenue of the Americas, New York, New York 10036 (Attn: Thomas Moers Mayer, Esq., Robert Schmidt, Esq., Lauren Macksoud, Esq., and Jennifer Sharret, Esq.); (viii) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, 21st Floor, New York, New York 10004 (Attn: Tracy Hope Davis, Esq.); (ix) the U.S. Attorney's Office, S.D.N.Y., 86 Chambers Street, Third Floor, New York, New York 10007 (Attn: David S. Jones, Esq. and Natalie Kuehler, Esq.); (x) Caplin & Drysdale, Chartered, attorneys for the official committee of unsecured creditors holding asbestos-related claims, 375 Park Avenue, 35th Floor, New York, New York 10152-3500 (Attn: Elihu Inselbuch, Esq. and Rita C. Tobin, Esq.) and One Thomas Circle, N.W., Suite 1100, Washington, DC 20005 (Attn: Trevor W. Swett III, Esq. and Kevin C. Maclay, Esq.); 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 199th 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 199th 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 27, 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**

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

DEBTORS' 199TH OMNIBUS OBJECTION TO CLAIMS
(Claims for Preferred Stock)

**THIS OBJECTION SEEKS TO DISALLOW 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 199th omnibus objection (the “**199th Omnibus Objection to Claims**”) pursuant to section 502(b) of title 11 of the United States Code (the “**Bankruptcy Code**”) and Rule 3007(d) of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), seeking entry of an order disallowing the claims listed on **Exhibit “A,”** annexed hereto, under the heading “*Claims to be Disallowed*” (collectively, the “**Claims for Preferred Stock**”), and reclassifying the Claims for Preferred Stock as equity interests.¹

2. The Claims for Preferred Stock assert claims on account of “preferred stock” issued by the Debtors. However, the Debtors have not issued any preferred stock, and after careful review, the Debtors have determined that none of the Claims for Preferred Stock provide any detail or support for the issuance of preferred stock by the Debtors, or provide any other detail that would allow the Debtors to conclude that the holders of Claims for Preferred Stock intended to assert a claim on account of a debt security issued by the Debtors.

3. In other instances not represented by the Claims for Preferred Stock on Exhibit “A,” where a claim was submitted on account of preferred stock, the Debtors were able to determine through an examination of the proofs of claim that the claimants intended to assert a claim on account of those certain bonds issued by the Debtors under one of two senior indentures, dated November 15, 1990 and December 7, 1995, respectively, with respect to which

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.

Wilmington Trust Company currently serves as indenture trustee (collectively, the “**WTC Debt Claims**”).²

4. Here, however, the Debtors are unable to link the Claims for Preferred Stock with any debt security issued by the Debtors, and as such, are left to conclude that the holders of Claims for Preferred Stock are asserting claims for equity interest that were issued by the Debtors. Accordingly, the Claims for Preferred Stock should be disallowed as claims and reclassified as equity interests, which will preserve for the holders of such claims any entitlement to a distribution solely on account of the ownership of equity interests. To the extent the Claims for Preferred Stock represent current holders of public debt securities, disallowance of such claims will not impair the rights of such claimant to receive distributions under the Debtors’ proposed chapter 11 plan.

Jurisdiction

5. 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

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

² The Debtors have objected to the WTC Debt Claims, but only on the basis that such claims, which were submitted by individual bondholders, are duplicative of the global proofs of claim nos. 65793 and 65729 filed by Wilmington Trust Company, which have been allowed under a stipulation approved and entered by the Court on August 9, 2010 (ECF No. 6595). The Debtors’ objection to the WTC Debt Claims will not affect the right of a holder of a WTC Debt Claim from receiving distributions as a beneficial bondholder under the claims filed by the indenture trustee of the Debtors’ public debentures.

³ The Initial Debtors are MLC, MLCS, LLC (f/k/a Saturn, LLC), MLCS Distribution Corporation (f/k/a Saturn Distribution Corporation), and MLC of Harlem, Inc. (f/k/a Chevrolet-Saturn of Harlem, Inc.).

2009, two additional Debtors (the “**REALM/ENCORE Debtors**”)⁴ 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. 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.

7. On October 6, 2010, this Court entered an 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), which authorized the Debtors to file omnibus objections to claims on several grounds that are in addition to those grounds permitted under Bankruptcy Rule 3007(d).

The Relief Requested Should Be Approved by the Court

8. A filed proof of claim is “deemed allowed, unless a party in interest . . . objects.” 11 U.S.C. § 502(a). If an objection refuting at least one of the claim’s essential allegations is asserted, the claimant has the burden to demonstrate the validity of the claim. *See In re Oneida Ltd.*, 400 B.R. 384, 389 (Bankr. S.D.N.Y. 2009); *In re Adelpia Commc’ns Corp.*, No. 02-41729, 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).

9. Bankruptcy Rule 3007(d)(7) allows a debtor to file an omnibus objection to claims that are “are interests, rather than claims.” Fed. R. Bankr. P. 3007(d)(7). The rationale behind allowing a debtor to object to such claims is obvious. The Bankruptcy Code differentiates between a “claim” and an “equity security.” *See* 11 U.S.C. §§ 101(5), 101(16).

⁴ The REALM/ENCORE Debtors are Remediation and Liability Management Company, Inc., and Environmental Corporate Remediation Company, Inc.

Under the Bankruptcy Code, those who have “claims” against the Debtors are called “creditors” while those who hold “equity securities” are called “equity security holders.” *See id.* §§ 101(10), 101(17). While creditors were entitled to file proofs of claim to preserve their rights to distributions on account of their claims, equity security holders were not entitled to file proofs of claim to preserve their rights, if any, based solely on their ownership of equity interests. The filing of a proof of claim by an equity security holder for that purpose was neither necessary nor sufficient. *See McGimsey v. USA Capital Diversified Trust Deed Fund, LLC (In re USA Commercial Mortg. Co.)*, 377 B.R. 608, 615 (9th Cir. B.A.P. 2007) (“It is axiomatic that an allowed proof of claim requires something more than mere equity ownership”). While equity security holders in these chapter 11 cases were entitled, to the extent they held “claims” against the Debtors, to file a proof of claim to preserve such “claims,” which are distinct from rights arising solely from the ownership of equity interests, each of the Claims for Preferred Stock assert only equity interests. As such, the Claims for Preferred Stock should be disallowed and reclassified as equity interests. The reclassification of the Claims for Preferred Stock to equity interests will preserve any entitlement the holders of Claims for Preferred Stock have to a distribution, if any, solely on account of the ownership of equity interests.

Reservation of Rights

10. The Debtors reserve the right to object to any of the Claims for Preferred Stock that are not disallowed in their entirety for any reason and to object on any basis to any of the Claims for Preferred Stock that are reclassified as equity interests.

Notice

11. Notice of this 199th Omnibus Objection to Claims has been provided 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). The Debtors submit that such notice is sufficient and no other or further notice need be provided.

12. 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 27, 2011

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

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CLAIMS TO BE DISALLOWED AND EXPUNGED

Name and Address of Claimant	Claim #	Debtor	Claim Amount	Grounds For Objection	Objection Page Reference
JAMES F. DAVIS (ROTH IRA) FCC AS CUSTODIAN 7079 BISTIAN CT WEEKI WACHEE, FL 34613	9524	Motors Liquidation Company	\$25,000.00	Preferred Stock Claim	Pgs. 1-5
JAMES R HASLER IRA ROLLOVER FCC AS CUSTODIAN 2801 ROBINS BOW BLOOMINGTON, IN 47401	19915	Motors Liquidation Company	\$25,453.13	Preferred Stock Claim	Pgs. 1-5
JAMES R LEONARD (IRA) FCC AS CUSTODIAN PO BOX 82367 LAFAYETTE, LA 70598	15380	Motors Liquidation Company	\$25,000.00 Unliquidated	Preferred Stock Claim	Pgs. 1-5
JAMES R LEONARD PENSION PO BOX 82367 LAFAYETTE, LA 70598	6586	Motors Liquidation Company	\$25,000.00	Preferred Stock Claim	Pgs. 1-5
JAY MEYERS 171 DERSAM RD ALDEN, NY 14004	3748	Motors Liquidation Company	\$8,956.20	Preferred Stock Claim	Pgs. 1-5
JEAN E BRODEUR 4128 HILDRING DR EAST FORTH WORTH, TX 76109	11497	Motors Liquidation Company	\$0.00 Unliquidated	Preferred Stock Claim	Pgs. 1-5
JEROME K GROSSMAN TTEE TRUST FBO RUTH V. LEVIN U/A DTD 08/17/1961 1000 WEST STREET 17TH FLOOR WILMINGTON, DE 19801	12951	Motors Liquidation Company	\$0.00 Unliquidated	Preferred Stock Claim	Pgs. 1-5
JEROME N RADENBAUGH 2903 WILLA DR SAINT JOSEPH, MI 49085	5414	Motors Liquidation Company	\$20,000.00	Preferred Stock Claim	Pgs. 1-5
JIM YORK AND MARY ANN YORK 5749 S EUNICE AVE FRESNO, CA 93706	39327	Motors Liquidation Company	\$3,850.00	Preferred Stock Claim	Pgs. 1-5

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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

JOAN F & JACQUES E LINDER TRUSTEES C/O LINDER FAMILY REVOCABLE TRUST 4639 CHANDLERS FORDE SARASOTA, FL 34235 UNITED STATES OF AMERICA	16138	Motors Liquidation Company	\$19,639.38	Preferred Stock Claim	Pgs. 1-5
JOHN F. TRACY EILEE TRACY 27 PROSPECT ST BLOOMFIELD, CT 06002	19135	Motors Liquidation Company	\$10,000.00	Preferred Stock Claim	Pgs. 1-5
JOHN ISLER 6509 BROOKHAVEN CT ROANOKE, VA 24018 UNITED STATES OF AMERICA	20512	Motors Liquidation Company	\$5,000.00	Preferred Stock Claim	Pgs. 1-5
JOHN PRAGER 74 DUERO ST ST AUGUSTINE, FL 32084	23575	Motors Liquidation Company	\$25,000.00	Preferred Stock Claim	Pgs. 1-5
JOHN S BOOTH REVOCABLE TRUST HARRIET D BOOTH, TRUSTEE 8400 VAMO RD #309 SARASOTA, FL 34231	62510	Motors Liquidation Company	\$25,000.00	Preferred Stock Claim	Pgs. 1-5
JOHN SPERO CRANIAS TTEE JOHN CRANIAS JOHN S CRANIAS TRUST, U/A DTD 10/21/2008 370 BUSH HILL CT LAKE MARY, FL 32746	21659	Motors Liquidation Company	\$5,850.00	Preferred Stock Claim	Pgs. 1-5
JON P THOMPSON PO BOX 69 GALLIPOLIS FERRY, WV 25515	6155	Motors Liquidation Company	\$1,674.89	Preferred Stock Claim	Pgs. 1-5
JOSEPH W ZIELINSKI & ELIZABETH J ZIELINSKI JT WROS 14460 ROBINWOOD DR PLYMOUTH, MI 48170	6658	Motors Liquidation Company	\$48,750.00	Preferred Stock Claim	Pgs. 1-5
JOYCE L NITES TOD ACCOUNT 2039 CELESTIAL NE WARREN, OH 44484	10653	Motors Liquidation Company	\$3,350.00	Preferred Stock Claim	Pgs. 1-5
JOYCE REEVES 107 BAY TREE DR DESTIN, FL 32550	22733	Motors Liquidation Company	\$5,854.33	Preferred Stock Claim	Pgs. 1-5

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CLAIMS TO BE DISALLOWED AND EXPUNGED

JUAN CAROLS CARRERA CUST FOR CHRISTIAN A CARRERA UGMA/CT 1076 HULLS HIGHWAY SOUTHPORT, CT 06890	18981	Motors Liquidation Company	\$1,030.00	Preferred Stock Claim	Pgs. 1-5
K & I LOHNBERG REVOCABLE TRUST / KLAU & ILSE LOHNBERG C/O KLAUS LOHNBERG 7525 N DESERT TREE DR TUCSON, AZ 85704	1203	Motors Liquidation Company	\$30,000.00	Preferred Stock Claim	Pgs. 1-5
KATHERINE T MCMENAMIN TOD BENEFICIARIES ON FILE 48 DUNCAN LN SPRINGFIELD, PA 19064	11720	Motors Liquidation Company	\$6,073.88	Preferred Stock Claim	Pgs. 1-5
KATHLEEN D SCHUSTER 56 ARNER RD CHESTER, WV 26034	62508	Motors Liquidation Company	\$405.00	Preferred Stock Claim	Pgs. 1-5
KATHLEEN F. ANDERSON CGM IRA CUSTODIAN 371 MERRICK DRIVE BEAVERCREEK, OH 45434	4166	Motors Liquidation Company	\$7,725.00	Preferred Stock Claim	Pgs. 1-5
KATHRYN ELLERTHORPE 49 KING RD LANDING, NJ 07850	68326	Motors Liquidation Company	\$783.80	Preferred Stock Claim	Pgs. 1-5
KATHY VILLARREAL 27860 LAUREN EAST HARRISON TWP, MI 48045	4650	Motors Liquidation Company	\$5,000.00	Preferred Stock Claim	Pgs. 1-5
KENNETH J WOLFE & SANDRA J WOLFE JTWROS 2168 S PINE GROVE ST LEBANON, PA 17046	3623	Motors Liquidation Company	\$7,500.00	Preferred Stock Claim	Pgs. 1-5
KENNETH MCLENNAN 1620 HARBOR RD WILLIAMSBURG, VA 23185	4844	Motors Liquidation Company	\$4,725.00	Preferred Stock Claim	Pgs. 1-5
KENNETH RUSH 1482 NOTTINGHAM RD. WARREN, OH 44485	6140	Motors Liquidation Company	\$25,000.00	Preferred Stock Claim	Pgs. 1-5

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CLAIMS TO BE DISALLOWED AND EXPUNGED

KLEIN, LEE F KLEIN, BETTY R 4271 BEACH RIDGE RD NORTH TONAWANDA, NY 14120	20166	Motors Liquidation Company	\$7,000.00	Preferred Stock Claim	Pgs. 1-5
LAI FAMILY REVOCABLE TRUST U/A DTD 11/20/96 YEE & CHRISTINA LAI TTEES 4835 W MONTE VERDE CT VISALIA, CA 93277	4309	Motors Liquidation Company	\$20,000.00	Preferred Stock Claim	Pgs. 1-5
LARRY W MARSHALL & VICY MARSHALL JTWROS PO BOX 126 WALKERTOWN, NC 27051	50093	Motors Liquidation Company	\$17,866.00	Preferred Stock Claim	Pgs. 1-5
LAURA M LUPHER PO BOX 34 TOWNVILLE, PA 16360	12523	Motors Liquidation Company	\$9,700.00	Preferred Stock Claim	Pgs. 1-5
LEANN BIRKHEIMER 1417 NOTTINGHAM NW WARREN, OH 44485	3852	Motors Liquidation Company	\$5,000.00	Preferred Stock Claim	Pgs. 1-5
LEROY WALLINGFORD CGM IRA CUSTODIAN 568 JERSEY RIDGE MAYSVILLE, KY 41056	23095	Motors Liquidation Company	\$7,000.00	Preferred Stock Claim	Pgs. 1-5
LILLIAM MCCURDY 27 C MONTROSE MANER CT CATONSVILLE, MD 21228	36967	Motors Liquidation Company	\$4,484.04	Preferred Stock Claim	Pgs. 1-5
LINDA SUE BEATY TTEE FBO LINDA SUE BEATY REV TRUST U/A/D 03-30-2007 304 S 11TH PL ROGERS, AR 72756	68216	Motors Liquidation Company	\$10,000.00	Preferred Stock Claim	Pgs. 1-5
LINDSAY D (BERRY) DUNCAN 50 MOUNTAIN VIEW RD BUFFALO, NY 82834	4471	Motors Liquidation Company	\$7,500.00	Preferred Stock Claim	Pgs. 1-5

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CLAIMS TO BE DISALLOWED AND EXPUNGED

LOUIS J SCHWARTZ TOD STANLEY SCHWARTZ, RANDYE SCHWARTZ, DEBBY SCHWARTZ SUBJECT TO STA TOD RULES 339 QUIET DR CHECK, VA 24072	44606	Motors Liquidation Company	\$20,000.00	Preferred Stock Claim	Pgs. 1-5
LYDIA ANN KING SUCC TTEE DTD 11/2/94 FBO FRANK L BATOR LIVING TRUST CLAIRE PAULINE BATOR POA 6569 RANIER DRIVE UNIT A INDIANAPOLIS, IN 46214	25451	Motors Liquidation Company	\$0.00 Unliquidated	Preferred Stock Claim	Pgs. 1-5
MABEL M ARCHBOLD TRUST UAD 05/28/96 MARKLE BANK TTEE 10405 LEO ROAD FT WAYNE, IN 46825	14293	Motors Liquidation Company	\$48,985.50	Preferred Stock Claim	Pgs. 1-5
MAE AND SANFORD SHULSON PO BOX 156 ST THOMAS, ND 58276	9792	Motors Liquidation Company	\$11,375.00	Preferred Stock Claim	Pgs. 1-5
MANUEL MARTINEZ GONZALEZ & ESTHER V DE MARTINEZ JTEN CALLE OCHOA 442 COL ZONA CENTRO 32000 CD JUAREZ CHIH,MEXICO MEXICO	18982	Motors Liquidation Company	\$500,000.00	Preferred Stock Claim	Pgs. 1-5
MARGARET M SUMMERALL CGM IRA CUSTODIAN 2729 CHERYLE LANE SARASOTA, FL 34237	7455	Motors Liquidation Company	\$11,624.52	Preferred Stock Claim	Pgs. 1-5
MARGARET P TAYLOR 8495 REYNOLDA RD PFAFFTOWN, NC 27040	50095	Motors Liquidation Company	\$24,915.00	Preferred Stock Claim	Pgs. 1-5
MARGUERITE E DOMAN OAKWOOD COMMONS 16351 ROTUNDA DR APT 323 DEARBORN, MI 48120	20861	Motors Liquidation Company	\$58,814.47	Preferred Stock Claim	Pgs. 1-5
MARJORIE M GALLAGHER UNITED STATES OF AMERICA	11416	Motors Liquidation Company	\$5,271.00	Preferred Stock Claim	Pgs. 1-5

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MARVIN & ROBERTA ADKINS JTWROS RT 2 BOX 2499 WAYNE, WV 25570	3887	Motors Liquidation Company	\$26,000.00	Preferred Stock Claim	Pgs. 1-5
MARY C & RICHARD J DICENSO 15 KILEY DR RANDOLPH, MA 02368	8705	Motors Liquidation Company	\$1,233.85	Preferred Stock Claim	Pgs. 1-5
MARY C DICENSO 15 KILEY DR RANDOLPH, MA 02368	8704	Motors Liquidation Company	\$2,261.27	Preferred Stock Claim	Pgs. 1-5
MARY K ROLEKE 96 GALLOPING HILL RD COLTS NECK, NJ 07722	14748	Motors Liquidation Company	\$6,814.30	Preferred Stock Claim	Pgs. 1-5
MAX E FOX & BARBARA F FOX JT WROS 904 BERT DR ARLINGTON, TX 76012	4483	Motors Liquidation Company	\$25,090.00	Preferred Stock Claim	Pgs. 1-5
MELBA CHADWICK 46 BROOKLYN DR DALLAS, GA 30132	16056	Motors Liquidation Company	\$20,000.00 Unliquidated	Preferred Stock Claim	Pgs. 1-5
MELVIN KADISH 11933 FOUNTAINSIDE CIRCLE BOYNTON BCH, FL 33437	67872	Motors Liquidation Company	\$25,000.00	Preferred Stock Claim	Pgs. 1-5
MICHAEL G DECKER 55682 LORDONA LN SHELBY TOWNSHIP, MI 48315	20164	Motors Liquidation Company	\$100,000.00	Preferred Stock Claim	Pgs. 1-5
MILDRED JESSE 5106 ROMAN DR FERN CREEK, KY 10291	12958	Motors Liquidation Company	\$2,242.98	Preferred Stock Claim	Pgs. 1-5
MIRCEA ABRAMOVICI IRA FCC AS CUSTODIAN 30 SPICE DR WASHINGTON TP, NJ 07676	18182	Motors Liquidation Company	\$9,290.00	Preferred Stock Claim	Pgs. 1-5

(1) In the "Claim Amount" column, 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". For claims filed in a foreign currency, "Foreign Currency" is displayed in the "Claim Amount" column.

(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

MONTYNA M KELLY & KAREN W DOAK C/O MONTYNA KELLY 1018 W 12TH STREET PANAMA CITY, FL 32401	596	Motors Liquidation Company	\$5,316.10	Preferred Stock Claim	Pgs. 1-5
MR MILTON ISRAEL CGM IRA CUSTODIAN 233 S 6TH STREET APT 1711 PHILADELPHIA, PA 19106	22590	Motors Liquidation Company	\$15,000.00	Preferred Stock Claim	Pgs. 1-5
MR NICHOLAS PASSALACQUA 77 KNOLLS DRIVE STONY BROOK, NY 11790	12178	Motors Liquidation Company	\$34,588.95	Preferred Stock Claim	Pgs. 1-5
MR ROBERT NANN 4744 70TH ST UNIT 2 LA MESA, CA 91942	3141	Motors Liquidation Company	\$25,000.00	Preferred Stock Claim	Pgs. 1-5
MR WILLIAM S ZIELINSKI JR 71 HUNTINGTON HLS S ROCHESTER, NY 14622	19747	Motors Liquidation Company	\$9,648.00	Preferred Stock Claim	Pgs. 1-5
MRS LINDA W ISRAEL 233 S 6TH ST APT 1711 PHILADELPHIA, PA 19106	22591	Motors Liquidation Company	\$15,246.00	Preferred Stock Claim	Pgs. 1-5
MRS MARY C RICHTER TTEE FBO MARY C RICHTER TRUST U/A/D 10-18-1995 25 EAST CORRAL DR SAGINAW, MI 48638	17573	Motors Liquidation Company	\$5,152.05	Preferred Stock Claim	Pgs. 1-5
MS GAIL COLWELL CGM IRA CUSTODIAN DTD 08/01/02 230 RAVENNASIDE DR NW CALABASH, NC 28467	44601	Motors Liquidation Company	\$15,000.00	Preferred Stock Claim	Pgs. 1-5
MS&CO C/F GERALD N ROUNDS IRA STD/ROLLOVER DTD 05/14/86 7332 SOUTH CAMINO CIRCLE SALT LAKE CTY, UT 84121	4400	Motors Liquidation Company	\$17,500.00	Preferred Stock Claim	Pgs. 1-5

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CLAIMS TO BE DISALLOWED AND EXPUNGED

MS&CO C/F FRANK N ORRIS IRA ROLLOVER DATED 02/28/96 7535 HEARD RD CUMMING, GA 30041	5738	Motors Liquidation Company	\$50,000.00	Preferred Stock Claim	Pgs. 1-5
MS&CO C/F DONALD E BLAIR IRA ROLLOVER DATED 03/02/01 407 WISSEMAN AVE MILFORD, DE 19963	11246	Motors Liquidation Company	\$0.00 Unliquidated	Preferred Stock Claim	Pgs. 1-5
MS&CO C/F SHIRLEY M NELSON IRA ROLLOVER DATED 11/20/07 133 HAWTHORNE VILLAGE ROAD NASHUA, NH 03062	13442	Motors Liquidation Company	\$44,287.00	Preferred Stock Claim	Pgs. 1-5
MS&CO C/F ELEANOR RUBIN IRA STANDARD DATED 01/24/08 3016 TOWNESIDE LANE WOODSTOCK, GA 30189	18220	Motors Liquidation Company	\$13,150.00	Preferred Stock Claim	Pgs. 1-5
MS&CO C/F ROBERT LOURIE IRA ROLLOVER DATED 04/18/91 210 EAST BROADWAY APT 4H LONG BEACH, NY 11561	19005	Motors Liquidation Company	\$25,000.00	Preferred Stock Claim	Pgs. 1-5
MS&CO C/F JOHN A COLIN IRA STANDARD DATED 02/04/08 888 THOMAS AVENUE BALDWIN, NY 11510	20777	Motors Liquidation Company	\$7,500.00	Preferred Stock Claim	Pgs. 1-5
MS&CO C/F DEBORAH D COLE IRA STANDARD DATED 01/31/08 1421 HOLLYHOCK CIRCLE APOPKA, FL 32703	29026	Motors Liquidation Company	\$19,000.00	Preferred Stock Claim	Pgs. 1-5
NANCY L DAY TOD ACCOUNT 2147 CELESTIAL DRIVE NE WARREN, OH 44484	12505	Motors Liquidation Company	\$3,350.00	Preferred Stock Claim	Pgs. 1-5
NELL N HURLEY 805 NORTH ARTHUR LITTLE ROCK, AR 72205	14721	Motors Liquidation Company	\$2,215.00	Preferred Stock Claim	Pgs. 1-5

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CLAIMS TO BE DISALLOWED AND EXPUNGED					
NEVA G PRATT 116 GLENN SHADOWS DR KERRVILLE, TX 78028	17671	Motors Liquidation Company	\$13,750.00	Preferred Stock Claim	Pgs. 1-5
NORMAN C SHAFER MARGARET L SHAFER 100 S 18TH STREET EASTON, PA 18042	2045	Motors Liquidation Company	\$17,627.00	Preferred Stock Claim	Pgs. 1-5
PATRICIA A GUSTAFSON PO BOX 831 FARIBAULT, MN 55021	23474	Motors Liquidation Company	\$15,000.00	Preferred Stock Claim	Pgs. 1-5
PATRICIA MEYER 2469 WILEY STREET HOLLYWOOD, FL 33020	44607	Motors Liquidation Company	\$0.00 Unliquidated	Preferred Stock Claim	Pgs. 1-5
PATRICIA MEYER 2469 WILEY ST HOLLYWOOD, FL 33020	67868	Motors Liquidation Company	\$10,000.00	Preferred Stock Claim	Pgs. 1-5
PAUL W MILLER TOD REGISTRATION 2951 NW 209TH TERRACE MIAMI GARDENS, FL 33056	4473	Motors Liquidation Company	\$4,750.00	Preferred Stock Claim	Pgs. 1-5
PETER WEBB MD PROFIT SHARING PLAN 505 SAN MATEO DR #350 SAN MATEO, CA 94401	38847	Motors Liquidation Company	\$10,000.00	Preferred Stock Claim	Pgs. 1-5
PHYLLIS A PLATE 2213 NE 40TH AVE OCALA, FL 34470 UNITED STATES OF AMERICA	44603	Motors Liquidation Company	\$12,500.00	Preferred Stock Claim	Pgs. 1-5
PRESTON SCROGGIN 796 PHEASANT TRAIL ST CHARLES, IL 60174 UNITED STATES OF AMERICA	18707	Motors Liquidation Company	\$2,656.25	Preferred Stock Claim	Pgs. 1-5
R EUGENE TATUM & JUANITA A TATUM JTWROS JTWROS 2231 VIENNA-DOZIER RD PFAFFTOWN, NC 27040	50094	Motors Liquidation Company	\$2,453.25	Preferred Stock Claim	Pgs. 1-5

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CLAIMS TO BE DISALLOWED AND EXPUNGED

RHODA & EUGENE AXELRAD 1604 ABACO DR D-3 COCONUT CREEK, FL 33066 UNITED STATES OF AMERICA	20628	Motors Liquidation Company	\$46,498.00	Preferred Stock Claim	Pgs. 1-5
RICHARD AND IRENE HAMEL 2215 W HOWARD PL CITRUS SPRING, FL 34434	19083	Motors Liquidation Company	\$0.00 Unliquidated	Preferred Stock Claim	Pgs. 1-5
RICHARD E KIELB 24875 WOODSIDE LN LAKE FOREST, CA 92630	15591	Motors Liquidation Company	\$10,640.00	Preferred Stock Claim	Pgs. 1-5
RICHARD J DICENSO 15 KILEY DR RANDOLPH, MA 02368	8703	Motors Liquidation Company	\$2,261.27	Preferred Stock Claim	Pgs. 1-5
RICHARD J DICENSO 15 KILEY DR RANDOLPH, MA 02368	8706	Motors Liquidation Company	\$3,283.16	Preferred Stock Claim	Pgs. 1-5
RICHARD T EDWARD JR 27 W 186 CARREL WINFIELD, IL 60190	36982	Motors Liquidation Company	\$1,000.00	Preferred Stock Claim	Pgs. 1-5
ROBERT C COOK 393 SOUTH MARSHALL ROAD BEULAH, MI 49617	12285	Motors Liquidation Company	\$9,875.00	Preferred Stock Claim	Pgs. 1-5
ROBERT C COOK CGM IRA CUSTODIAN 393 SOUTH MARSHALL ROAD BEULAH, MI 49617	12286	Motors Liquidation Company	\$10,000.00	Preferred Stock Claim	Pgs. 1-5
ROBERT C COOK DONALD E COOK AND 393 SOUTH MARSHALL ROAD BEULAH, MI 49617	12287	Motors Liquidation Company	\$25,000.00	Preferred Stock Claim	Pgs. 1-5
ROBERT G JOYCE & AGNES A JOYCE JTWROS 1929 RIVERDALE RD PFAFFTOWN, NC 27040	50107	Motors Liquidation Company	\$25,424.00	Preferred Stock Claim	Pgs. 1-5

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CLAIMS TO BE DISALLOWED AND EXPUNGED

ROBERT GLOVER AND PEGGY GLOVER JT TEN WROS P O BOX 154 TRENTON, KY 42286	4359	Motors Liquidation Company	\$1,053.00	Preferred Stock Claim	Pgs. 1-5
ROBERT HENSIK 5915 W FILLMORE DR WEST ALLIS, WI 53219 UNITED STATES OF AMERICA	67791	Motors Liquidation Company	\$15,993.63	Preferred Stock Claim	Pgs. 1-5
ROBERT J KRAEGER 1828 S 56 ST W BILLINGS, MT 59106	8416	Motors Liquidation Company	\$20,000.00	Preferred Stock Claim	Pgs. 1-5
ROLAND RONALD WARD CGM IRA CUSTODIAN 4718 BATES DRIVE ELLCOTT CITY, MD 21043	65249	Motors Liquidation Company	\$10,000.00	Preferred Stock Claim	Pgs. 1-5
SHELDON WOLT AND JOYCE WOLT JTWROS 2010 NW 34TH AVENUE COCONUT CREEK, FL 33066 UNITED STATES OF AMERICA	68668	Motors Liquidation Company	\$27,500.00	Preferred Stock Claim	Pgs. 1-5

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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

ORDER GRANTING DEBTORS' 199TH OMNIBUS OBJECTION TO CLAIMS
(Claims for Preferred Stock)

Upon the 199th omnibus objection, dated January 27, 2011 (the “**199th Omnibus Objection to Claims**”), 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**”), seeking entry of an order disallowing the Claims for Preferred Stock,¹ and reclassifying those Claims for Preferred Stock as equity interests, all as more fully described in the 199th Omnibus Objection to Claims; and due and proper notice of the 199th 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 199th Omnibus Objection to Claims is in the best interests of the Debtors, their estates, creditors, and all parties in interest and that the legal and factual bases set forth in the 199th Omnibus Objection to Claims establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is

¹ Capitalized terms used herein and not otherwise defined herein shall have the meanings ascribed to such terms in the 199th Omnibus Objection to Claims.

ORDERED that the relief requested in the 199th Omnibus Objection to Claims is granted to the extent provided herein; and it is further

ORDERED that, pursuant to section 502(b) of the Bankruptcy Code, the claims listed on **Exhibit “A”** (the “**Order Exhibit**”) annexed hereto under the heading “*Claims to be Disallowed*” are disallowed and reclassified as equity interests; 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 claims listed on Exhibit “A” annexed to the 199th Omnibus Objection to Claims under the heading “*Claims to be Disallowed*” that are not disallowed pursuant to this Order, and any of the Claims for Preferred Stock that are reclassified as equity interests; 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