

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

Harvey R. Miller
Stephen Karotkin
Joseph H. Smolinsky
WEIL, GOTSHAL & MANGES LLP
767 Fifth Avenue
New York, New York 10153
Telephone: (212) 310-8000
Facsimile: (212) 310-8007

Attorneys for Debtors
and Debtors in Possession

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

-----X
: **Chapter 11 Case No.**
: **09-50026 (REG)**
: **(Jointly Administered)**
: **Debtors.**
: **(Jointly Administered)**
: **(Jointly Administered)**
: **(Jointly Administered)**
-----X

NOTICE OF DEBTORS' 213TH OMNIBUS OBJECTION TO CLAIMS
(Duplicate Debt Claims – Wilmington Trust Bonds)

PLEASE TAKE NOTICE that on February 24, 2011, Motors Liquidation Company (f/k/a General Motors Corporation) and its affiliated debtors, as debtors in possession (the “**Debtors**”), filed their 213th omnibus objection to claims (the “**Objection**”), and that a hearing (the “**Hearing**”) to consider the Objection 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 29, 2011 at 9:45 a.m. (Eastern Time)**, or as soon thereafter as counsel may be heard.

This Objection does not affect a Claimant's ability to receive distributions as a beneficial bondholder under the Debtors' Amended Joint Chapter 11 Plan (ECF No. 8015). If a Claimant disagrees with the Objection's treatment of the Claimant's claim, the Claimant may call the Debtors to try and resolve the Claimant's concerns at **1-800-414-9607**. If a Claimant is unable to resolve the Claimant's concerns with the Debtors before the deadline to respond, then the Claimant must file and serve a written response (a "**Response**") to the Objection in accordance with this notice, and the Claimant must appear at the Hearing described below.

A Claimant may participate in the Hearing telephonically provided that the Claimant complies with the Court's instructions, which can be found on the Court's website at www.nysb.uscourts.gov (the official website for the Bankruptcy Court), by clicking on "Directories" on the left hand side, and then clicking on "Telephonic Appearance Provider." A Claimant must also provide prior written notice by mail or e-mail of the Claimant's telephonic appearance to (i) Weil, Gotshal & Manges LLP, attorneys for the Debtors, 767 Fifth Avenue, New York, New York 10153 (Attn: Edward Wu, Esq. (edward.wu@weil.com)) and (ii) Kramer Levin Naftalis & Frankel LLP, attorneys for the statutory committee of unsecured creditors, 1177 Avenue of the Americas, New York, New York 10036 (Attn: Lauren Macksoud, Esq. (lmacksoud@kramerlevin.com)).

If a Claimant does not oppose the disallowance and expungement of the Claimant's claim, then the Claimant does not need to file a Response or appear at the Hearing.

PLEASE TAKE FURTHER NOTICE THAT the deadline to submit a Response is **March 22, 2011 at 4:00 p.m. (Eastern Time)**. Only those Responses that are timely will be considered at the Hearing. A Claimant's Response will be deemed timely only if

it is: (a) filed with the Bankruptcy Court electronically using the Bankruptcy Court's case filing system (the User's Manual for the Electronic Case Filing System can be found at www.nysb.uscourts.gov) before the deadline for Responses **or** (b) **actually** received on a 3.5 inch disk, in text-searchable Portable Document Format (PDF), WordPerfect, or any other Windows-based word processing format **and** in hard copy at each of the following addresses on or before the deadline for response:

- A. Chambers of the Honorable Robert E. Gerber, United States Bankruptcy Court, One Bowling Green, Room 621, New York, New York 10004-1408;
- B. Weil, Gotshal & Manges LLP, attorneys for the Debtors, 767 Fifth Avenue, New York, New York 10153 (Attn: Joseph H. Smolinsky, Esq.); and
- C. Kramer Levin Naftalis & Frankel LLP, attorneys for the statutory committee of unsecured creditors, 1177 Avenue of the Americas, New York, New York 10036 (Attn: Lauren Macksoud, Esq.).

A Claimant's Response, if any, must contain at a minimum the following: (i) a caption setting forth the name of the Bankruptcy Court, the names of the Debtors, the case number, and the number of the Objection to which the Response is directed; (ii) the name of the Claimant and description of the basis for the amount of the claim; (iii) a concise statement setting forth the reasons why the claim should not be disallowed and expunged for the reasons set forth in the Objection, including, but not limited to, the specific factual and legal bases upon which the Claimant will rely in opposing the Objection; (iv) all documentation or other evidence of the claim, to the extent not included with the proof of claim previously filed with the Bankruptcy Court, upon which the Claimant will rely in opposing the Objection; (v) the address(es) to which the Debtors must return any reply to the Claimant's Response, if different from that presented in the proof of claim; and (vi) the name, address, and telephone number of the person that can be contacted in connection with the Objection.

If a Claimant has any questions about this notice or the Objection, please contact the Debtors at **1-800-414-9607**. **CLAIMANTS SHOULD NOT CONTACT THE CLERK OF THE BANKRUPTCY COURT TO DISCUSS THE MERITS OF THEIR CLAIM.**

PLEASE TAKE FURTHER NOTICE THAT the Court may grant the relief requested in the Objection without further notice or a hearing if a Claimant fails to file a timely Response or appear at the Hearing.

Dated: New York, New York
February 24, 2011

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

WEIL, GOTSHAL & MANGES LLP
767 Fifth Avenue
New York, New York 10153
Telephone: (212) 310-8000
Facsimile: (212) 310-8007

Attorneys for Debtors
and Debtors in Possession

Harvey R. Miller
Stephen Karotkin
Joseph H. Smolinsky
WEIL, GOTSHAL & MANGES LLP
767 Fifth Avenue
New York, New York 10153
Telephone: (212) 310-8000
Facsimile: (212) 310-8007

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' 213TH OMNIBUS OBJECTION TO CLAIMS
(Duplicate Debt Claims – Wilmington Trust Bonds)

**THIS OBJECTION SEEKS TO DISALLOW AND EXPUNGE OR RECLASSIFY CERTAIN
FILED PROOFS OF CLAIM. CLAIMANTS RECEIVING THIS OBJECTION SHOULD
LOCATE THEIR NAMES AND CLAIMS ON EXHIBIT "A" 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. Prior to the commencement of these chapter 11 cases, the Debtors issued 24 series of unsecured debt notes (“**Wilmington Trust Bonds**”) pursuant to certain indentures, dated November 15, 1990 and December 7, 1995 between General Motors Corporation, as issuer, and Wilmington Trust Company, as successor-in-interest indenture trustee, to Citibank, N.A. The Debtors’ proposed chapter 11 plan (the “**Plan**”)¹ allows aggregate claims for each series of Wilmington Trust Bonds. This Objection addresses individual proofs of claim that assert claims duplicative of the amounts allowed pursuant to the Plan (collectively, the “**Duplicative Debt Proofs of Claim,**” and each a “**Duplicative Debt Proof of Claim**”).² A list of Duplicative Debt Proofs of Claim is annexed hereto as **Exhibit “A.”**

2. The Debtors submit this 213th Omnibus Objection (the “**213th Omnibus Objection**”) 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**”) and object to the Duplicative Debt Proofs of Claim.³

¹ Debtors’ Amended Joint Chapter 11 Plan, dated December 7, 2010.

² 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.

³ The Debtors also submit that certain of the Duplicative Debt Proofs of Claim were filed after the deadline to file a proof of claim (i.e., November 30, 2009) as an additional basis for disallowance. *See* Order Pursuant to Section 502(b)(9) of the Bankruptcy Code and Bankruptcy Rule 3003(c)(3) Establishing the Deadline for Filing Proofs of Claim (Including Claims under Bankruptcy Code Section 503(b)(9)) and Procedures Relating Thereto and Approving the Form and Manner of Notice Thereof, dated September 16, 2009 (ECF No. 4079).

Jurisdiction

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

Background

4. On June 1, 2009 (“**Commencement Date**”), four of the Debtors (the “**Initial Debtors**”)⁴ 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**”)⁵ 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.

5. 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,⁶ 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 “**Procedures Order**”).

⁴ 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.).

⁵ The REALM/ENCORE Debtors are Remediation and Liability Management Company, Inc., and Environmental Corporate Remediation Company, Inc.

⁶ Order Pursuant to 11 U.S.C. § 105(a) and Fed. R. Bankr. P. 3007 and 9019(b) Authorizing the Debtors to (I) File Omnibus Claims Objections and (II) Establishing Procedures for Settling Certain Claims, dated October 6, 2009 (ECF No. 4180).

The Wilmington Trust Bonds

6. Prior to the commencement of the Debtors' chapter 11 cases, the Debtors issued 24 series of Wilmington Trust Bonds, of which approximately \$22.86 billion in principal amount remained outstanding as of the Commencement Date. The Debtors issued the Wilmington Trust Bonds pursuant to two indentures:

- (a) the Indenture, dated as of November 15, 1990, between General Motors Corporation, as issuer, and Wilmington Trust Company, as successor-in-interest Indenture Trustee to Citibank, N.A., as such Indenture may have been amended, supplemented, or modified (the "**1990 Indenture**"), pursuant to which (i) \$299,795,000 of 9.40% Debentures due July 15, 2021 were issued on July 22, 1991, (ii) \$600,000,000 of 8.80% Notes due March 1, 2021 were issued on March 12, 1991, (iii) \$500,000,000 of 7.40% Debentures due September 1, 2025 were issued on September 11, 1995, (iv) \$15,000,000 of 9.40% Medium Term Notes due July 15, 2021 were issued on July 22, 1991, and (v) \$48,175,000 of 9.45% Medium Term Notes due November 1, 2011 were issued on December 21, 1990, and
- (b) the Indenture, dated as of December 7, 1995, between General Motors Corporation, as issuer, and Wilmington Trust Company, as successor-in-interest Indenture Trustee to Citibank, N.A., as such Indenture may have been amended, supplemented, or modified (the "**1995 Indenture**"), pursuant to which (i) \$377,377,000 of 7.75% Discount Debentures due March 15, 2036 were issued on March 20, 1996, (ii) \$500,000,000 of 7.70% Debentures due April 15, 2016 were issued on April 15, 1996, (iii) \$400,000,000 of 8.10% Debentures due June 15, 2024 were issued on June 10, 1996, (iv) \$600,000,000 of 6.75% Debentures due May 1, 2028 were issued on April 29, 1998, (v) \$1,500,000,000 of 7.20% Notes due January 15, 2011 were issued on January 11, 2001, (vi) \$575,000,000 of 7.25% Quarterly Interest Bonds due April 15, 2041 were issued on April 30, 2001, (vii) \$718,750,000 of 7.25% Senior Notes due July 15, 2041 were issued on July 9, 2001, (viii) \$690,000,000 of 7.375% Senior Notes due October 1, 2051 were issued on October 3, 2001, (ix) \$875,000,000 of 7.25% Senior Notes due February 15, 2052 were issued on February 14, 2002, (x) \$1,150,000,000 of 4.50% Series A Convertible Senior Debentures due March 6, 2032 were issued on March 6, 2002, (xi) \$2,600,000,000 of 5.25% Series B Convertible Senior Debentures due March 6, 2032 were issued on March 6, 2002, (xii) \$1,115,000,000 of 7.375% Senior Notes due May 15, 2048 were issued on May 19, 2003, (xiii) \$425,000,000 of 7.375% Senior Notes due May 23, 2048 were issued on May 23, 2003, (xiv) \$3,000,000,000 of 8.375% Senior Debentures due July 15, 2033 were issued on July 3, 2003, (xv) \$4,300,000,000 of 6.25% Series C Convertible Senior Debentures due July 15, 2033 were issued on July 2, 2003, (xvi) \$1,250,000,000 of 8.250% Senior Debentures due July 15, 2023 were issued on July 3, 2003, (xvii) \$1,000,000,000 of 7.125% Senior Notes due July

15, 2013 were issued on July 3, 2003, (xviii) \$720,000,000 of 7.50% Senior Notes due July 1, 2044 were issued on June 30, 2004, and (xix) \$1,500,000,000 of 1.50% Series D Convertible Senior Debentures due June 1, 2009 were issued on May 31, 2007.

7. Wilmington Trust Company, as indenture trustee under the 1990 Indenture and the 1995 Indenture, filed proof of claim 65793 and proof of claim 65729 asserting claims arising under the 1990 Indenture and the 1995 Indenture, respectively, on behalf of all noteholders thereunder. The Debtors have reconciled the amounts asserted in proofs of claim 65729 and 65793 and such amounts have been allowed pursuant to that certain stipulation, dated August 5, 2010.⁷ Proof of claim 65793 is allowed in the amount of \$1,419,471,545.22 subject to appropriate reserves and/or reductions in connection with any Court-authorized setoff exercised by an individual bondholder. Proof of claim 65729 is allowed in the amount of \$21,928,183,895.36 subject to appropriate reserves and/or reductions in connection with any Court-authorized setoff exercised by an individual bondholder.

8. Section 4.3(e) of Article IV of the Plan, entitled “*Treatment of Claims and Equity Interests*” also acknowledges the validity of the claims arising from the Wilmington Trust Bonds and provides in pertinent part that:

The [Wilmington Trust Bond Debt] Claims shall be Allowed in the respective amounts listed next to each Indenture set forth in Exhibit “F” annexed hereto (the “**Fixed Allowed Note Claims**”).⁸ The Fixed Allowed Note Claims shall override and supersede (i) any individual Claims filed by Registered Holders or beneficial owners of debt securities with respect to the Note Claims and (ii) solely with respect to the Allowed

⁷ Stipulation and Agreed Order Among the Debtors, Wilmington Trust Company, Citibank, N.A., Solely in its Capacity as Paying Agent, Regarding Proofs of Claim Nos. 47871, 47872, 65729, 65793, and 66723, dated August 5, 2010 and ordered on August 9, 2010 (ECF No. 6595). After the entry of the stipulation, the parties to the stipulation agreed to modify the amounts asserted in proof of claim 65793 and proof of claim 65729 to exclude the applicable original initial discount attributable to each debt instrument. The total allowed amounts have been revised and reflected in the Debtors’ Plan.

⁸ A copy of the list with the Fixed Allowed Note Claims is annexed herein as **Exhibit “B.”**

amount of the Note Claims, any stipulation or agreement between the Debtors and any Indenture Trustee, Registered Holder, or beneficial owner of the debt securities with respect to the Note Claims. For the avoidance of doubt, the terms of any stipulation or agreement between the Debtors and any Indenture Trustee, Registered Holder, or beneficial owner of debt securities with respect to the Note Claims shall continue in full force and effect except with respect to the Allowed amount of the Note Claims contained therein. Distributions to holders of Note Claims shall be made in accordance with Section 5.3(b) hereof.

**Duplicative Debt Proofs of Claims Arising from the
Wilmington Trust Bonds Are Duplicative and Should be Expunged**

9. A filed proof of claim is “deemed allowed, unless a party in interest . . . objects.” 11 U.S.C. § 502(a). If an objection refuting at least one of the claim’s essential allegations is asserted, the claimant has the burden to demonstrate the validity of the claim. *See In re Oneida Ltd.*, 400 B.R. 384, 389 (Bankr. S.D.N.Y. 2009); *In re 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).

10. 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.” Applicable law provides that “in bankruptcy, multiple recoveries for an identical injury are generally disallowed.” *In re Finley, Kumble, Wagner, Heine, Underberg, Manley, Myerson, & Casey*, 160 B.R. 882, 894 (Bankr. S.D.N.Y. 1993) (“to allow one creditor to assert two dollars in claims for every one dollar of loss from the same debtor violates principles of ratable distribution and offends notions of uniform treatment for creditors”) (quoting *In re Chateaugay Corp.*, 130 B.R. 690, 698 (S.D.N.Y. 1991)).

11. The Debtors have reviewed the Duplicative Debt Proofs of Claim and believe that the Duplicative Debt Proofs of Claim are duplicative and unnecessary, because

claims arising from the Wilmington Trust Bonds will be fixed and allowed under the Debtors' Plan. If the Duplicative Debt Proofs of Claim were to be allowed, an individual bondholder could impermissibly recover twice – once pursuant to the Duplicative Debt Proof of Claim and again pursuant to the allowed amount provided under the Plan. Moreover, the Debtors are unable to confirm that any individual bondholder is a beneficial holder of one or more of the Wilmington Trust Bonds on the relevant dates.

12. Individual bondholders, to the extent they are beneficial holders of Wilmington Trust Bonds as of the record date under the Debtors' Plan, will receive distributions from Wilmington Trust Company, in its capacity as indenture trustee. To avoid the possibility of multiple recoveries, the Debtors request that the Court disallow and expunge the Duplicative Debt Proofs of Claim subject to the occurrence of the effective date of the Plan.

Reservation of Rights

13. The Debtors reserve the right to object to any of the Duplicative Debt Proofs of Claim that are not disallowed in their entirety for any reason.

Notice

14. Notice of this 213th 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).

15. 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
February 24, 2011

/s/ Joseph H. Smolinsky

Harvey R. Miller
Stephen Karotkin
Joseph H. Smolinsky

WEIL, GOTSHAL & MANGES LLP
767 Fifth Avenue
New York, New York 10153
Telephone: (212) 310-8000
Facsimile: (212) 310-8007

Attorneys for Debtors
and Debtors in Possession

Exhibit “A”

CLAIMS TO BE DISALLOWED AND EXPUNGED

Name and Address of Claimant	Claim #	Debtor	Claim Amount	Grounds For Objection	Objection Page Reference
A S JOHNSTON DRILLING CP ATTENTION: BETH KIMME SHEVIN SEC/TSY FRED NORD PRES 500 LAVER WAY NEWPORT BEACH, CA 92660	69745	Moters Liquidation Company	\$0.00 Unliquidated	Claim is Duplicative of Debt Claim Filed by Wilmington Trust Company	Pgs. 1-5
Additional Claim Information					
Official Claim Date: 1/11/2010					
AB LIVING TRUST JAMES A KONING TTEE ADRIANA KONING TTEE U/A DTD 08/17/2001 11411 N 40TH WAY PHOENIX, AZ 85028	6640	Moters Liquidation Company	\$12,000.00	Claim is Duplicative of Debt Claim Filed by Wilmington Trust Company	Pgs. 1-5
Additional Claim Information					
Official Claim Date: 10/8/2009					
ALEXANDER, BOBBIE L 16819 ASPEN WAY SOUTHGATE, MI 48195	65282	Moters Liquidation Company	\$0.00 Unliquidated	Claim is Duplicative of Debt Claim Filed by Wilmington Trust Company	Pgs. 1-5
Additional Claim Information					
Official Claim Date: 11/30/2009					
ALTON GARDNER FRANCES GARDNER JT TEN ALTON GARDNER 793 HILLCREST DR SMITHLAND, KY 42081	6579	Moters Liquidation Company	\$10,418.00	Claim is Duplicative of Debt Claim Filed by Wilmington Trust Company	Pgs. 1-5
Additional Claim Information					
Official Claim Date: 10/8/2009					
BARBARA J DOMBROWSKI 1706 FRANKLIN ST VALPARAISO, IN 46383	10548	Moters Liquidation Company	\$5,000.00	Claim is Duplicative of Debt Claim Filed by Wilmington Trust Company	Pgs. 1-5
Additional Claim Information					
Official Claim Date: 10/15/2009					

(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 proof 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 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

BOBBIE ALEXANDER 16819 ASPEN WAY SOUTHGATE, MI 48195	65285	Moters Liquidation Company	\$0.00 Unliquidated	Claim is Duplicative of Debt Claim Filed by Wilmington Trust Company	Pgs. 1-5
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Additional Claim Information

Official Claim Date: 11/30/2009

CARLOS CORRALES IRA DCG & T TTEE 21331 NE 23RD AVE MIAMI, FL 33180	13175	Moters Liquidation Company	\$74,768.50	Claim is Duplicative of Debt Claim Filed by Wilmington Trust Company	Pgs. 1-5
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Additional Claim Information

Official Claim Date: 10/20/2009

CAROL ANDERSON SELIG 2893 HAMPTON CIRCLE WEST DELRAY BEACH, FL 33445	2720	Moters Liquidation Company	\$15,000.00	Claim is Duplicative of Debt Claim Filed by Wilmington Trust Company	Pgs. 1-5
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Additional Claim Information

Official Claim Date: 10/2/2009

CAROL I MASON & JAMES J MASON 2151 ARLINGTON RD COLUMBUS TWP, MI 48063	70966	Moters Liquidation Company	\$1,701.76	Claim is Duplicative of Debt Claim Filed by Wilmington Trust Company	Pgs. 1-5
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Additional Claim Information

Official Claim Date: 2/17/2011

CECIL A BENJAMIN 347 MT HOPE BLVD HASTINGS ON HUDSON, NY 10706	70938	Moters Liquidation Company	\$50,000.00	Claim is Duplicative of Debt Claim Filed by Wilmington Trust Company	Pgs. 1-5
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Additional Claim Information

Official Claim Date: 2/14/2011

CHARLENE A RASKOSKI 6347 LITTLE DECE LANE COLUMBUS, OH 43213	12019	Moters Liquidation Company	\$58,000.00	Claim is Duplicative of Debt Claim Filed by Wilmington Trust Company	Pgs. 1-5
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Additional Claim Information

Official Claim Date: 10/19/2009

(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 proof 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 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

DIANA L BURRUS 251 S 500 E VALPARAISO, IN 46383	10549	Motors Liquidation Company	\$3,000.00	Claim is Duplicative of Debt Claim Filed by Wilmington Trust Company	Pgs. 1-5
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Additional Claim Information

Official Claim Date: 10/15/2009

ELIZABETH O BARBOUR (IRA) FCC AS CUSTODIAN 58 WHITE BIRCH COURT LUMBERTON, NJ 08048	14594	Motors Liquidation Company	\$19,600.00	Claim is Duplicative of Debt Claim Filed by Wilmington Trust Company	Pgs. 1-5
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Additional Claim Information

Official Claim Date: 10/22/2009

EVELYN GREENE TTEE FBO EVELYN GREENE LIVING TRUST U/A/D 08/19/97 9692 SILLS DRIVE E. #104 BOYNTON BEACH, FL 33437	12887	Motors Liquidation Company	\$10,000.00	Claim is Duplicative of Debt Claim Filed by Wilmington Trust Company	Pgs. 1-5
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Additional Claim Information

Official Claim Date: 10/19/2009

FREDERIC & BARBARA NORD TTEES 999019 500 LAVER WAY NEWPORT BEACH, CA 92660	69744	Motors Liquidation Company	\$0.00 Unliquidated	Claim is Duplicative of Debt Claim Filed by Wilmington Trust Company	Pgs. 1-5
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Additional Claim Information

Official Claim Date: 1/11/2010

GOTTSACKER, RONALD J PO BOX 226 HARBOR SPRINGS, MI 49740	8276	Motors Liquidation Company	\$8,160.00	Claim is Duplicative of Debt Claim Filed by Wilmington Trust Company	Pgs. 1-5
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Additional Claim Information

Official Claim Date: 10/12/2009

(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 proof 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 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

IRVING KRAMER 15217 LAKE OF DELRAY BLVD APT 119 DELRAY BEACH, FL 33484 UNITED STATES OF AMERICA	70531	Motors Liquidation Company	\$10,000.00	Claim is Duplicative of Debt Claim Filed by Wilmington Trust Company	Pgs. 1-5
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Additional Claim Information

Official Claim Date: 1/6/2011

JACK HARDING BADY 14 RUE DU CASTELET 06740 CHATEAUNEUF DE GRASSE FRANCE FRANCE	60956	Motors Liquidation Company	\$54,335.10	Claim is Duplicative of Debt Claim Filed by Wilmington Trust Company	Pgs. 1-5
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Additional Claim Information

Official Claim Date: 11/27/2009

JERRY LAMPLEY 555 TURNER DR LOUISVILLE, IL 62858	6327	Motors Liquidation Company	\$500.00	Claim is Duplicative of Debt Claim Filed by Wilmington Trust Company	Pgs. 1-5
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Additional Claim Information

Official Claim Date: 10/8/2009

JOHN D CECH IRA 1275 S PALISADE DR COTTONWOOD, AZ 86326	9224	Motors Liquidation Company	\$5,000.00	Claim is Duplicative of Debt Claim Filed by Wilmington Trust Company	Pgs. 1-5
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Additional Claim Information

Official Claim Date: 10/13/2009

JUDITH L NISSEN, TRUSTEE OF THE JUDITH L NISSEN TRUST DTD 10/16/90 PO BOX 87 BEECHER, IL 60401	70568	Motors Liquidation Company	\$34,379.00	Claim is Duplicative of Debt Claim Filed by Wilmington Trust Company	Pgs. 1-5
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Additional Claim Information

Official Claim Date: 1/11/2011

LEO PERKS 5 TURNBRIDGE ROW MANCHESTER, NJ 08759 UNITED STATES OF AMERICA	70606	Motors Liquidation Company	\$6,000.00	Claim is Duplicative of Debt Claim Filed by Wilmington Trust Company	Pgs. 1-5
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Additional Claim Information

Official Claim Date: 1/18/2011

(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 proof 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 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

LLOYD J WIEBOLD INDIVIDUAL RETIREMENT ACCOUNT RBD CAPITAL MARKETS CORP CUST 2433 H AVE WILLIAMSBURG, IA 52361	4827	Moters Liquidation Company	\$17,000.00	Claim is Duplicative of Debt Claim Filed by Wilmington Trust Company	Pgs. 1-5
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Additional Claim Information

Official Claim Date: 10/5/2009

MANOJ PUNAMIA 3047 BADGER DRIVE PLEASANTON, CA 94566	7445	Moters Liquidation Company	\$5,000.00	Claim is Duplicative of Debt Claim Filed by Wilmington Trust Company	Pgs. 1-5
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Additional Claim Information

Official Claim Date: 10/9/2009

MARRINER R & BETTY I BAILEY TRUST 8 HORTON HILL CHITTENDEN, VT 05737	6732	Moters Liquidation Company	\$500.00	Claim is Duplicative of Debt Claim Filed by Wilmington Trust Company	Pgs. 1-5
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Additional Claim Information

Official Claim Date: 10/8/2009

MARSHA ILG, IRA ACCOUNT 1213 VIA VISALIA SAN CLEMENTE, CA 92672	70611	Moters Liquidation Company	\$6,747.00	Claim is Duplicative of Debt Claim Filed by Wilmington Trust Company	Pgs. 1-5
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Additional Claim Information

Official Claim Date: 1/18/2011

MAYNARD MCMAHON & PATRICIA MCMAHON TTEES 210 SHERMAN DR RED BLUFF, CA 96080	4684	Moters Liquidation Company	\$20,000.00	Claim is Duplicative of Debt Claim Filed by Wilmington Trust Company	Pgs. 1-5
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Additional Claim Information

Official Claim Date: 10/5/2009

MS & CO C/F FRED FINK - IRA DATED 8/1/94 17333 CITRONIA ST NORTHBRIDGE, CA 91325	70689	Moters Liquidation Company	\$20,000.00	Claim is Duplicative of Debt Claim Filed by Wilmington Trust Company	Pgs. 1-5
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Additional Claim Information

Official Claim Date: 1/28/2011

(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 proof 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 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

MS&CO C/F FRED FINK IRA STANDARD DATED 08/01/94 17333 CITRONIA AVENUE NORTHRIDGE, CA 91325	70690	Motors Liquidation Company	\$20,000.00	Claim is Duplicative of Debt Claim Filed by Wilmington Trust Company	Pgs. 1-5
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Additional Claim Information

Official Claim Date: 1/28/2011

NELLIE VANDYKE 715 EAGLE RD LOUISVILLE, IL 62858	6328	Motors Liquidation Company	\$1,500.00	Claim is Duplicative of Debt Claim Filed by Wilmington Trust Company	Pgs. 1-5
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Additional Claim Information

Official Claim Date: 10/8/2009

RAYMOND H MATSCHAT CGM IRA ROLLOVER CUSTODIAN 5121 LYNNGATE ROAD COLUMBIA, MD 21044	4949	Motors Liquidation Company	\$7,500.00	Claim is Duplicative of Debt Claim Filed by Wilmington Trust Company	Pgs. 1-5
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Additional Claim Information

Official Claim Date: 10/5/2009

ROBERT D FORTH 5105 JEFFERSON CIR GUNTERSVILLE, AL 35976	6333	Motors Liquidation Company	\$500.00	Claim is Duplicative of Debt Claim Filed by Wilmington Trust Company	Pgs. 1-5
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Additional Claim Information

Official Claim Date: 10/8/2009

RUTH BLEECKER TRUST PO BOX 690425 ORLANDO, FL 32869	8702	Motors Liquidation Company	\$26,000.00	Claim is Duplicative of Debt Claim Filed by Wilmington Trust Company	Pgs. 1-5
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Additional Claim Information

Official Claim Date: 10/13/2009

SYLVIA AUERBACH 3890 NOBEL DRIVE #506 SAN DIEGO, CA 92122	12042	Motors Liquidation Company	\$90,000.00	Claim is Duplicative of Debt Claim Filed by Wilmington Trust Company	Pgs. 1-5
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Additional Claim Information

Official Claim Date: 10/19/2009

(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 proof 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 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

WALT AND SHARON NEISER 211 REGENCY COURT BENTONVILLE, AR 72712	70982	Moters Liquidation Company	\$1,571.40	Claim is Duplicative of Debt Claim Filed by Wilmington Trust Company	Pgs. 1-5
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Additional Claim Information

Official Claim Date: 2/19/2011

WILLIAM D & VIOLA BURD WILLIAM D BURD 7350 PINEVILLE DR JACKSONVILLE, FL 32244 UNITED STATES OF AMERICA	62579	Moters Liquidation Company	\$5,000.00	Claim is Duplicative of Debt Claim Filed by Wilmington Trust Company	Pgs. 1-5
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Additional Claim Information

Official Claim Date: 11/28/2009

(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 proof 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 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.

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)
: :
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ORDER GRANTING DEBTORS' 213TH OMNIBUS OBJECTION TO CLAIMS
(Duplicate Debt Claims – Wilmington Trust Bonds)

Upon the 213th omnibus objection, dated February 24, 2011 (the “**213th Omnibus Objection**”),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**”) and Rule 3007(d) of the Federal Rules of Bankruptcy Procedure, seeking entry of an order that disallowing and expunging certain proofs of claim as duplicative, all as more fully described in the 213th Omnibus Objection; and due and proper notice of the 213th Omnibus Objection 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 213th Omnibus Objection 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 213th Omnibus Objection 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 213th Omnibus Objection.

ORDERED that the relief requested in the 213th Omnibus Objection 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 (the "**Order Exhibit**") annexed hereto are disallowed and expunged in their entirety subject to the occurrence of the effective date of the Plan; 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 213th Omnibus Objection that are not disallowed pursuant to this Order; 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