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

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

**WITHDRAWAL OF TOYOTA MOTOR CORPORATION’S RESERVATION OF  
 RIGHTS AND OPPOSITION TO MOTION OF DEBTORS FOR ENTRY OF AN  
 ORDER ESTIMATING MAXIMUM AMOUNT OF CERTAIN CLAIMS FOR  
 PURPOSES OF ESTABLISHING CLAIMS RESERVES UNDER THE DEBTORS’  
AMENDED JOINT CHAPTER 11 PLAN**

Toyota Motor Corporation (“TMC”), by its attorneys, Foley & Lardner LLP,  
 hereby submits this Withdrawal (“Withdrawal”) of its Reservation of Rights and Opposition  
 (“Opposition”) to the Motion of Debtors for Entry of an Order Estimating Maximum Amount of  
 Certain Claims for Purposes of Establishing Claims Reserves Under the Debtors’ Amended Joint  
 Chapter 11 Plan (“Motion”). In support of its Limited Withdrawal of Objections, TMC states as  
 follows:

1. On or about February 11, 2011, Motors Liquidation Corporation (“MLC”) filed the Motion seeking to estimate the maximum amount of TMC’s rejection damages claim at \$3,200,000 for the purpose of setting reserves for plan distributions.

2. On February 22, 2011, TMC filed its Opposition to the Motion. Since filing its Opposition, TMC has endeavored to determine if the \$3,200,000 reserve proposed by MLC in the Motion is a sufficient reserve for Proof of Claim Number 69721 (the “Toyota PRA Claim”) filed by TMC in the amount of \$3,200,000 for damages as a result of MLC’s rejection of the Toyota PRA (as defined in the Opposition).

3. After completing its calculation of the Toyota PRA Claim, TMC has determined that its calculation of the original \$3,200,000 claim remains accurate and does not need to be increased or otherwise amended.

4. Accordingly, TMC hereby withdraws its Opposition to the Motion and consents to the entry of an order setting the maximum amount of the Toyota PRA Claim at \$3,200,000.

Dated: February 28, 2011

FOLEY & LARDNER LLP

/s/ Matthew J. Riopelle

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f/k/a General Motors Corp., *et al.* :  
: (Jointly Administered)  
Debtors :  
: :  
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**AFFIDAVIT OF SERVICE**

STATE OF CALIFORNIA )  
 )  
COUNTY OF SAN DIEGO )

I, Raechelle Hurst, being duly sworn depose and state:


1. I am employed by Foley & Lardner LLP, attorneys for Toyota Motor Corporation in the above-captioned Chapter 11 case. Our business address is 402 W. Broadway, Suite 2100; San Diego, CA 92101.

2. On February 28, 2011, I caused service of the following document filed in the above-captioned case to be effected on the parties listed on **Exhibit A** by Court's ECF Notice and electronic mail: **Withdrawal of Toyota Motor Corporation's reservation of rights and Opposition to motion of Debtors for entry of an order estimating maximum amount of certain claims for purposes of establishing claims reserves under the debtors' amended joint chapter 11 plan**

3. On February 28, 2011, I caused service of the documents listed above to be effected on the parties as noted on **Exhibit B** via electronic mail and first class, postage prepaid by depositing same in a mail box maintained by the U.S. Postal Service.

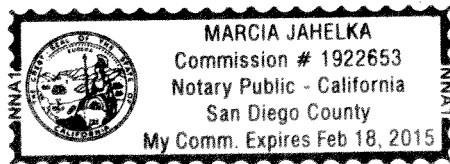
I declare under penalty of perjury under the laws of the United States of America that the following is true and correct.

Dated: 2/28/11

  
\_\_\_\_\_  
Raechelle Hurst

Subscribed and sworn to before me  
this 28<sup>th</sup> day of February 28, 2011

  
\_\_\_\_\_  
Marcia Jahelka



**EXHIBIT "A"**  
**Via Court's ECF Notice and Email**

<p>Attorneys for Debtor</p> <p>Harvey R. Miller, Esq.  Stephen Karotkin, Esq.  Joseph H. Smolinsky, Esq.  Weil Gotshal &amp; Manges LLP  767 Fifth Ave  New York, NY 10153  <a href="mailto:harvey.miller@weil.com">harvey.miller@weil.com</a>  <a href="mailto:stephen.karotkin@weil.com">stephen.karotkin@weil.com</a>  <a href="mailto:joseph.smolinsky@weil.com">joseph.smolinsky@weil.com</a></p>	<p>Attorneys for the US Department of Treasury</p> <p>John J. Rapisardi, Esq.  Cadwalader, Wickersham &amp; Taft, LLP  One World Financial Center  New York, NY 10281  <a href="mailto:john.rapisardi@cwt.com">john.rapisardi@cwt.com</a></p>
<p>Attorneys for Export Development Canada</p> <p>Michael J. Edelman, Esq.  Michael L. Schein, Esq.  Vedder Price, P.C.  1633 Broadway, 47<sup>th</sup> Floor  New York, NY 10019  <a href="mailto:MJEdelman@vedderprice.com">MJEdelman@vedderprice.com</a>  <a href="mailto:MSchein@vedderprice.com">MSchein@vedderprice.com</a></p>	<p>Attorneys for Statutory Committee of Unsecured Creditors</p> <p>Thomas Moers Mayer, Esq.  Amy Caton, Esq.  Lauren Macksoud, Esq.  Jennifer Sharret, Esq.  Kramer Levin Naftalis &amp; Frankel LLP  1177 Avenue of the Americas  New York, NY 10036  <a href="mailto:acaton@kramerlevin.com">acaton@kramerlevin.com</a>  <a href="mailto:tmayer@kramerlevin.com">tmayer@kramerlevin.com</a>  <a href="mailto:rschmidt@kramerlevin.com">rschmidt@kramerlevin.com</a>  <a href="mailto:lmacksoud@kramerlevin.com">lmacksoud@kramerlevin.com</a>  <a href="mailto:jsharret@kramerlevin.com">jsharret@kramerlevin.com</a></p>
<p>Attorneys for the Official Committee of Unsecured Creditors Holding Asbestos Related Claims</p> <p>Elihu Inselbuch  Rita C. Tobin  Caplin &amp; Drysdale  375 Park Ave., 35<sup>th</sup> Floor  New York, NY 10152-3500  <a href="mailto:ei@capdale.com">ei@capdale.com</a>  <a href="mailto:rct@capdale.com">rct@capdale.com</a></p>	<p>Attorneys for the Official Committee of Unsecured Creditors Holding Asbestos Related Claims</p> <p>Trevor W. Swett II  Caplin &amp; Drysdale  One Thomas Circle, N.W., Suite 1100  Washington, D.C. 2005  <a href="mailto:twsw@capdale.com">twsw@capdale.com</a></p>

<p>Attorneys for Dean M. Trafelet (Future Claimants' Representative)</p> <p>Sander L. Esserman, Esq.  Robert T. Brousseau, Esq.  Stutzman, Bromberg, Esserman &amp; Plifka  2323 Bryan Street, Suite 2200  Dallas, TX 75201  <a href="mailto:brousseau@sbep-law.com">brousseau@sbep-law.com</a>  <a href="mailto:esserman@sbep-law.com">esserman@sbep-law.com</a></p>	<p>Attorneys for New United Motor Manufacturing, Inc.</p> <p>Richard M. Cieri  Kirkland &amp; Ellis  601 Lexington Ave  New York, NY 10022-4611  <a href="mailto:richard.cieri@kirkland.com">richard.cieri@kirkland.com</a></p>
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**EXHIBIT "B"**  
**Via Email and First Class Mail**

<p>The Debtors c/o Motors Liquidation Company Attn: Ted Stenger 401 S. Old Woodward Ave., Suite 370 Birmingham, MI 48009 <a href="mailto:TStenger@alixpartners.com">TStenger@alixpartners.com</a></p>	<p>General Motors, LLC Attn: Lawrence S. Buonomo, Esq. 300 Renaissance Center Detroit, Michigan 48265 <a href="mailto:lawrence.s.buonomo@gm.com">lawrence.s.buonomo@gm.com</a></p>
<p>United States Department of the Treasury Joseph Samarias, Esq. 1500 Pennsylvania Avenue NW, Room 2312 Washington, DC 20220 <a href="mailto:JOSEPH.SAMARIAS@DO.TREAS.GOV">JOSEPH.SAMARIAS@DO.TREAS.GOV</a></p>	<p>Office of the US Trustee for the Southern District of New York Tracy Hope Davis, Esq. 33 Whitehall Street, 21<sup>st</sup> Floor New York, NY 10004 <a href="mailto:ustrustee.program@usdoj.gov">ustrustee.program@usdoj.gov</a></p>
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