

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

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	:	<b>Chapter 11 Case No.</b>
<b>In re</b>	:	
	:	<b>09-50026 (REG)</b>
<b>MOTORS LIQUIDATION COMPANY, et al.</b>	:	
<b>f/k/a General Motors Corp., et al.,</b>	:	
	:	<b>(Jointly Administered)</b>
<b>Debtors.</b>	:	
	:	
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**ORDER GRANTING 279th OMNIBUS OBJECTION TO CLAIMS**  
**(No Liability Claims)**

Upon the 279th Omnibus Objection to expunge certain claims, dated April 27, 2012 (the “**279th Omnibus Objection to Claims**”),<sup>1</sup> of the Motors Liquidation Company GUC Trust (the “**GUC Trust**”), formed by the above-captioned debtors (collectively, the “**Debtors**”) in connection with the Debtors’ Second Amended Joint Chapter 11 Plan, dated March 18, 2011 (as may be amended, supplemented, or modified from time to time, the “**Plan**”), 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 No Liability Claims on the grounds that such claims seek recovery of amounts for which the Debtors are not liable, all as more fully described in the 279th Omnibus Objection to Claims; and due and proper notice of the 279th 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

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<sup>1</sup> Capitalized terms used herein and not otherwise defined herein shall have the meanings ascribed to such terms in the 279th Omnibus Objection to Claims.

sought in the 279th 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 279th Omnibus Objection to Claims establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefore, it is:

ORDERED that the relief requested in the 279th 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 **Exhibits "A", "B" and "C"** annexed hereto under the heading "*Claims to be Disallowed and Expunged*" are disallowed and expunged; and it is further

ORDERED that the 279th Omnibus Objection to Claims is withdrawn with respect to the claims listed on **Exhibits "A" and "B"** annexed hereto under the heading "*Objection Withdrawn*"; and it is further

ORDERED that the 279th Omnibus Objection to Claims is adjourned with respect to the claim listed on **Exhibit "B"** annexed hereto under the heading "*Objection Adjourned*"; and it is further

ORDERED, that nothing contained in this Order or in **Exhibit "B"** annexed hereto shall in any way modify or limit New GM's rights to contest any claim listed on **Exhibit "B"** attached hereto on any grounds; 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 **Exhibits "A", "B" and "C"** annexed to the 279th Omnibus Objection to claims that is not listed on the Order Exhibit annexed hereto; 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: **June 4, 2012**  
New York, New York

**s/ Robert E. Gerber**  
United States Bankruptcy Judge

**Exhibit A*****CLAIMS TO BE DISALLOWED AND EXPUNGED***

<b>Name and Address of Claimant</b>	<b>Claim #</b>	<b>Debtor</b>	<b>Claim Amount and Priority (1)</b>	<b>Grounds For Objection</b>	<b>Objection Page Reference</b>
CLOUGH CHARLES CLOUGH, CHARLES 574 SANTIAGO CANYON WAY BREA, CA 92821-3543	16119	Motors Liquidation Company	\$0.00 (S)	Non-Debtor Claims	Pg. 4
			\$0.00 (A)		
			\$0.00 (P)		
			\$1,320.00 (U)		
			\$1,320.00 (T)		
MARTIN, LINDA A 2205 NE SCANDIA DR APT E-411 KANSAS CITY, MO 64118-5823	30245	Motors Liquidation Company	\$0.00 (S)	Non-Debtor Claims	Pg. 4
			\$0.00 (A)		
			\$0.00 (P)		
			\$1,020.00 (U)		
			\$1,020.00 (T)		
RUNIONS RONALD L RUNIONS, RONALD L 7 E CONGRESS ST STE 1001 SAVANNAH, GA 31401-3357	8312	Motors Liquidation Company	\$0.00 (S)	Non-Debtor Claims	Pg. 4
			\$0.00 (A)		
			\$0.00 (P)		
			\$116,286.00 (U)		
			\$116,286.00 (T)		
<b><i>CLAIMS TO BE DISALLOWED AND EXPUNGED</i></b>	<b>3</b>		<b>\$0.00 (S)</b>		
			<b>\$0.00 (A)</b>		
			<b>\$0.00 (P)</b>		
			<b>\$118,626.00 (U)</b>		
			<b>\$118,626.00 (T)</b>		

(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.

**Exhibit A**

**OBJECTION WITHDRAWN**

Name and Address of Claimant	Claim #	Debtor	Claim Amount and Priority (1)	Grounds For Objection	Objection Page Reference
VALUE FLEET LLC C/O RANDELL & ROACH, PLLC W KEITH RANDELL 176 PASADENA DRIVE, BUILDING ONE LEXINGTON, KY 40503	31315	Motors Liquidation Company	\$0.00 (S)	Non-Debtor Claims	Pg. 4
			\$0.00 (A)		
			\$0.00 (P)		
			\$1,129,167.00 (U)		
			\$1,129,167.00 (T)		

**OBJECTION WITHDRAWN**

1

\$0.00 (S)  
\$0.00 (A)  
\$0.00 (P)  
\$1,129,167.00 (U)  
\$1,129,167.00 (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.

**Exhibit B****CLAIMS TO BE DISALLOWED AND EXPUNGED**

Name and Address of Claimant	Claim #	Debtor	Claim Amount and Priority (1)	Grounds For Objection	Objection Page Reference
ATEL LEASING CORPORATION, AS AGENT ATTN V MORAIS OR R WILDER 600 CALIFORNIA STREET, 6TH FLOOR SAN FRANCISCO, CA 94108-2733	70872	Motors Liquidation Company	\$0.00 (S)	New GM Claims	Pg. 5
			\$13,782.87 (A)		
			\$0.00 (P)		
			\$0.00 (U)		
			\$13,782.87 (T)		
			Unliquidated		
CORVUS TROTWOOD LLC PO BOX 110599 LAKEWOOD RCH, FL 34211-0008	15632	Motors Liquidation Company	\$0.00 (S)	New GM Claims	Pg. 5
			\$0.00 (A)		
			\$0.00 (P)		
			\$13,825,666.42 (U)		
			\$13,825,666.42 (T)		
			Unliquidated		
CTRE NAT DE LA RECHERCHE SCIEN 74 RUE DE PARIS RENNES FR 35000 FRANCE	16456	Motors Liquidation Company	\$0.00 (S)	New GM Claims	Pg. 5
			\$0.00 (A)		
			\$0.00 (P)		
			\$20,000.00 (U)		
			\$20,000.00 (T)		
			Unliquidated		
DANA HOLDING CORPORATION AND ITS SUBSIDIARIES AND AFFILIATES ATTN LISA WURSTER 3939 TECHNOLOGY DRIVE MAUMEE, OH 43537	65896	Motors Liquidation Company	\$0.00 (S)	New GM Claims	Pg. 5
			\$0.00 (A)		
			\$0.00 (P)		
			\$10,034.72 (U)		
			\$10,034.72 (T)		
			Unliquidated		
FREUDENBERG-NOK GENERAL PARTNERSHIP BODMAN LLP C/O COLIN R DARKE ESQ 6TH FLOOR AT FORD FIELD 1901 ST ANTOINE STREET DETROIT, MI 48226	64695	Motors Liquidation Company	\$0.00 (S)	New GM Claims	Pg. 5
			\$0.00 (A)		
			\$0.00 (P)		
			\$29,928.56 (U)		
			\$29,928.56 (T)		
			Unliquidated		

(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
GERDES BVBA BAKHUISSTRAAT 2 LOMMEL BE 3920 BELGIUM	21067	Motors Liquidation Company	\$0.00 (S)	New GM Claims	Pg. 5
			\$0.00 (A)		
			\$0.00 (P)		
			\$135,910.97 (U)		
			\$135,910.97 (T)		
GMAC RESIDENTIAL HOLDING LLC ATTN JONATHAN N HELFAT OTTERBOURG STEINDLER HOUSTON & ROSEN PC 230 PARK AVENUE NEW YORK, NY 10169	63745	Motors Liquidation Company	\$0.00 (S)	New GM Claims	Pg. 5
			\$0.00 (A)		
			\$0.00 (P)		
			\$1,740,864.14 (U)		
			\$1,740,864.14 (T)		
LIFE TIME FITNESS, INC C/O JESSICA MONSON 2902 CORPORATE PL CHANHASSEN, MN 55317-4560	30039	MLCS, LLC	\$0.00 (S)	New GM Claims	Pg. 5
			\$0.00 (A)		
			\$0.00 (P)		
			\$16,670.00 (U)		
			\$16,670.00 (T)		
ROBERT J WILSON SR C/O PAUL WILLIAM BELTZ PC 36 CHURCH STREET BUFFALO, NY 14202	60584	Motors Liquidation Company	\$0.00 (S)	New GM Claims	Pg. 5
			\$0.00 (A)		
			\$0.00 (P)		
			\$2,000,000.00 (U)		
			\$2,000,000.00 (T)		
RUBY HERNANDEZ INDIVIDUALLY AND AS NEXT FRIEND OF SELENA HERNANDEZ A MINOR C/O CLAY LEWIS JENKINS, JENKINS AND KENKINS 516 WEST MAIN ST WAXAHACHIE, TX 75165	16874	Motors Liquidation Company	\$0.00 (S)	New GM Claims	Pg. 5
			\$0.00 (A)		
			\$0.00 (P)		
			\$60,000.00 (U)		
			\$60,000.00 (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.

**Exhibit B*****CLAIMS TO BE DISALLOWED AND EXPUNGED***

<b>Name and Address of Claimant</b>	<b>Claim #</b>	<b>Debtor</b>	<b>Claim Amount and Priority (1)</b>	<b>Grounds For Objection</b>	<b>Objection Page Reference</b>
SIGMA VIBRACOUSTIC (INDIA) PRIVATE LIMITED	64696	Motors	\$0.00 (S)	New GM Claims	Pg. 5
BODMAN LLP		Liquidation	\$0.00 (A)		
C/O COLIN T DARKE ESQ		Company	\$0.00 (P)		
1901 ST ANTOINE STREET			\$31,223.63 (U)		
FORD FIELD 6TH FL			\$31,223.63 (T)		
DETROIT, MI 48226					
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SN & JN LP	71052	Motors	\$0.00 (S)	New GM Claims	Pg. 5
C/O METRO COMMERCIAL REAL ESTATE INC		Liquidation	\$0.00 (A)		
ATTN: STEVE NIGGEMAN		Company	\$0.00 (P)		
303 FELLOWSHIP ROAD, SUITE 202			\$369,234.42 (U)		
MT LAUREL, NJ 08054			\$369,234.42 (T)		
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VALLEY TRANSPORTATION AUTHORITY	64401	Motors	\$0.00 (S)	New GM Claims	Pg. 5
3331 N 1ST		Liquidation	\$0.00 (A)		
SAN JOSE, CA 95134-1906		Company	\$0.00 (P)		
			\$7,716.13 (U)		
			\$7,716.13 (T)		
<hr/>					
<b><i>CLAIMS TO BE DISALLOWED AND EXPUNGED</i></b>	<b>13</b>		<b>\$0.00 (S)</b>		
			<b>\$13,782.87 (A)</b>		
			<b>\$0.00 (P)</b>		
			<b>\$18,247,248.99 (U)</b>		
			<b>\$18,261,031.86 (T)</b>		

(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.



**Exhibit B**

**OBJECTION ADJOURNED**

Name and Address of Claimant	Claim #	Debtor	Claim Amount and Priority (1)	Grounds For Objection	Objection Page Reference
H E BAHER INCORPORATED C/O RUTTER HOBBS & DAVIDOFF INCORPORATED ATTN: C JOHN M MELISSINOS 1901 AVENUE OF THE STARS, SUITE 1700 LOS ANGELES, CA 90067	71165	Motors Liquidation Company	\$0.00 (S) \$0.00 (A) \$0.00 (P) \$125,000.00 (U) \$125,000.00 (T)  Unliquidated	New GM Claims	Pg. 5

**OBJECTION ADJOURNED**

1

\$0.00 (S)  
\$0.00 (A)  
\$0.00 (P)  
\$125,000.00 (U)  
\$125,000.00 (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.

**Exhibit B****OBJECTION WITHDRAWN**

Name and Address of Claimant	Claim #	Debtor	Claim Amount and Priority (1)	Grounds For Objection	Objection Page Reference
CAPITAL ASSOCIATES INTL INC ATTN MICHELLE YOUNG 3300 S PARKER RD STE 500 RMV CN VEND CTGY 7/10/08 CP AURORA, CO 80014-3522	60791	Motors Liquidation Company	\$31,493.06 (S)	New GM Claims	Pg. 5
			\$0.00 (A)		
			\$0.00 (P)		
			\$0.00 (U)		
			\$31,493.06 (T)		
CAROL L CLARK 162 WARREN STREET APT 2 GLENS FALLS, NY 12801	786	Motors Liquidation Company	\$0.00 (S)	New GM Claims	Pg. 5
			\$0.00 (A)		
			\$0.00 (P)		
			\$24,685.16 (U)		
			\$24,685.16 (T)		
Unliquidated					
JEFFERIES LEVERAGED CREDIT PRODUCTS, re: GENE LATTA BUICK, INC ONE STATION PLACE THREE NORTH STAMFORD, CT 06902	1215	Motors Liquidation Company	\$0.00 (S)	New GM Claims	Pg. 5
			\$0.00 (A)		
			\$0.00 (P)		
			\$100,000.00 (U)		
			\$100,000.00 (T)		
<b>OBJECTION WITHDRAWN</b>	<b>3</b>		<b>\$31,493.06 (S)</b>		
			<b>\$0.00 (A)</b>		
			<b>\$0.00 (P)</b>		
			<b>\$124,685.16 (U)</b>		
			<b>\$156,178.22 (T)</b>		

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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.

**Exhibit C**

***CLAIMS TO BE DISALLOWED AND EXPUNGED***

Name and Address of Claimant	Claim #	Debtor	Claim Amount and Priority (1)	Grounds For Objection	Objection Page Reference
MULLENDORE JOHN KENT MULLENDORE, RANDAL K 205 PARK CENTRAL EAST, SUITE 511 SPRINGFIELD, MO 65806-1324	6338	Motors Liquidation Company	\$0.00 (S)	Adjudicated Claims	Pg. 6
			\$0.00 (A)		
			\$0.00 (P)		
			\$25,000.00 (U)		
			\$25,000.00 (T)		
			Unliquidated		

***CLAIMS TO BE DISALLOWED AND EXPUNGED***

1

\$0.00 (S)

\$0.00 (A)

\$0.00 (P)

\$25,000.00 (U)

\$25,000.00 (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.