

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)
: :
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BOYD BRYANT, on behalf of himself and : Adversary No. 09-00508 (REG)
: :
all others similarly situated, :
: :
Plaintiffs, :
vs. :
: :
MOTORS LIQUIDATION COMPANY, *et al.*, :
f/k/a General Motors Corp., *et al.* :
: :
Defendant. :
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ORDER OF ESTIMATION

On July 23, 2010, Motors Liquidation Company (f/k/a General Motors Corporation)¹ and its affiliated debtors, as debtors in possession (collectively, the “**Debtors**”), filed their Motion for Preliminary Approval of Settlement, for Conditional Certification of Settlement Class, to Approve Cash Disbursement and Forms of Notice, and to Set Fairness Hearing (the “**Motion**”), concerning the agreement (the “**Settlement Agreement**”), attached to the Motion as **Exhibit “A,”** by and between Debtors and class action plaintiff, Boyd Bryant, on behalf of himself and a nationwide class of similarly situated persons, as more fully set forth in the Motion; and due and proper notice of the Motion having been provided, and it appearing that

¹ Capitalized terms used herein and not otherwise defined herein shall have the meanings ascribed to such terms in the Settlement Agreement.

no other or further notice need be provided; and the Court having found and determined that the relief sought in the Motion 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 Motion establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefore, it is

ORDERED that the Motion is granted as provided herein with respect to the estimation of the Proofs of Claim Nos. 58625, 58626, and 58627 (the “**Proofs of Claim**”); and it is further

ORDERED that pursuant to 11 U.S.C. § 502(c)(3), the Proofs of Claim shall be estimated in the amount of twelve million dollars (\$12,000,000.00) (the “**Estimated Amount**”) for all purposes, including for plan confirmation and establishing reserves for distribution, subject to the Parties’ reservation of rights pursuant to 11 U.S.C. § 502(j), until such time as the Proofs of Claim are allowed pursuant to the Settlement Agreement and approval of this Court. In no event shall the Proofs of Claim be allowed in excess of the Estimated Amount; and it is further

ORDERED that this Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation, and/or enforcement of this Order.

Dated: New York, New York
August 10, 2010

s/Robert E. Gerber
United States Bankruptcy Judge