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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

**QUARTERLY REPORT OF CLAIMS SETTLED BY THE DEBTORS PURSUANT
TO ORDER ESTABLISHING PROCEDURES FOR SETTLING CERTAIN
CLAIMS DURING THE FISCAL QUARTER ENDING MARCH 31, 2010**

PLEASE TAKE NOTICE THAT on October 6, 2009, the Court entered the Order Pursuant to Section 105(a) of title 11 of the United States Code (the “**Bankruptcy Code**”) and Rules 3007 and 9019(b) of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”) Authorizing the Debtors to (i) File Omnibus Claim Objections and (ii) Establish Procedures for Settling Certain Claims [Docket No. 4180] (the “**Settlement Procedures Order**”).¹ The Settlement Procedures Order authorized the Debtors to implement procedures to settle certain claims absent Court approval.

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

PLEASE TAKE FURTHER NOTICE THAT pursuant to the Settlement Procedures Order, on or before the 30th day after the commencement of each fiscal quarter, the Debtors are required to file a quarterly report of all settlements of claims into which the Debtors entered during the previous quarter pursuant to the Settlement Procedures Order, but are not required to report settlements if they were the subject of a separate motion pursuant to Bankruptcy Rule 9019.

PLEASE TAKE FURTHER NOTICE THAT the Debtors hereby report that, during the fiscal quarter ending March 31, 2010, the Debtors entered into the settlements of claims pursuant to the Settlement Procedures Order as set forth on Exhibit A hereto.

Dated: New York, New York
May 4, 2010

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

	Date of Settlement	Claimant(s)	Type of Claim	Settlement Amount/ Terms of Settlement	Proof of Claim No.
1	March 1, 2010	Wilmington Trust Company (“ Wilmington Trust ”), Wells Fargo Bank Northwest, National Association (“ Wells Fargo ” or “ Indenture Trustee ”), Export Development Canada (“ EDC ”), ICX Corporation (“ ICX ”)	Unsecured claim relating to lease of railroad equipment	The Indenture Trustee, as beneficiary, shall receive an allowed general unsecured claim calculated as follows: \$42,813,897.02 <i>plus</i> certain fees and expenses incurred by the Indenture Trustee <i>minus</i> the proceeds of the sale of the related equipment. The resulting allowed claim is contingent on the sale of equipment and, therefore, remains unliquidated.	66668 (EDC) 66667 (Wells Fargo) 66026 (ICX) 63954 (Wilmington Trust)
2	March 1, 2010	Wilmington Trust, Wells Fargo, EDC, Wachovia	Unsecured claim relating to lease of railroad equipment	The Indenture Trustee, as beneficiary, shall receive an allowed general unsecured claim calculated as follows: \$31,531,711.22 <i>plus</i> certain fees and expenses incurred by the Indenture Trustee <i>minus</i> the proceeds of the sale of the related equipment. The resulting allowed claim is contingent on the sale of equipment and, therefore, remains unliquidated.	66666 (EDC) 66665 (Wells Fargo) 29239 (Wachovia) 63954 (Wilmington Trust)

3	March 1, 2010	Wilmington Trust, Wells Fargo, EDC, Banc of America Leasing & Capital, LLC (“ Banc of America ”)	Unsecured claim relating to lease of railroad equipment	<p>The Indenture Trustee, as beneficiary, shall receive an allowed general unsecured claim calculated as follows:</p> <p>\$18,359,771.68 <i>plus</i> certain fees and expenses incurred by the Indenture Trustee <i>minus</i> the proceeds of the sale of the related equipment. The resulting allowed claim is contingent on the sale of equipment and, therefore, remains unliquidated.</p>	<p>66664 (EDC) 66663 (Wells Fargo) 63954 (Wilmington Trust) 45623 (Banc of America)</p>
4	February 3, 2010	Broadway in Chicago, LLC	Unsecured claim for prepetition rejection damages and administrative priority claim relating to rejection of contract.	Claimant to receive (i) an allowed general unsecured claim in the amount of \$267,800.50, (ii) \$78,500 in cash, and (iii) payment in kind by transfer to Claimant of vehicle associated with rejected contract.	38924