

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

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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

**NOTICE OF DEBTORS' 148TH OMNIBUS OBJECTION TO CLAIMS**  
**(Claims for Equity Interests)**

**PLEASE TAKE NOTICE** that on January 25, 2011, Motors Liquidation Company (f/k/a General Motors Corporation) and its affiliated debtors, as debtors in possession (the "**Debtors**"), filed their 148th omnibus objection to disallow certain claims<sup>1</sup> (the "**148th Omnibus Objection to Claims**"), and that a hearing (the "**Hearing**") to consider the 148th

<sup>1</sup> Capitalized terms used herein and not otherwise defined herein shall have the meanings ascribed to such terms in the 148th Omnibus Objection to Claims.

Omnibus Objection to Claims 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 1, 2011 at 9:45 a.m. (Eastern Time)**, or as soon thereafter as counsel may be heard.

**PARTIES RECEIVING THIS NOTICE SHOULD REVIEW THE 148TH OMNIBUS OBJECTION TO CLAIMS TO SEE IF THEIR NAME(S) AND/OR CLAIM(S) ARE LOCATED IN THE OMNIBUS OBJECTION AND/OR IN EXHIBIT "A" ANNEXED THERETO.**

**PLEASE TAKE FURTHER NOTICE** that any responses to the 148th Omnibus Objection to Claims must be in writing, shall conform to the Federal Rules of Bankruptcy Procedure and the Local Rules of the Bankruptcy Court, and shall be filed with the Bankruptcy Court (a) electronically in accordance with General Order M-399 (which can be found at [www.nysb.uscourts.gov](http://www.nysb.uscourts.gov)) by registered users of the Bankruptcy Court's filing system, and (b) by all other parties in interest, on a CD-ROM or 3.5 inch disk, in text-searchable portable document format (PDF) (with a hard copy delivered directly to Chambers), in accordance with the customary practices of the Bankruptcy Court and General Order M-399, to the extent applicable, and served in accordance with General Order M-399 and on (i) Weil, Gotshal & Manges LLP, attorneys for the Debtors, 767 Fifth Avenue, New York, New York 10153 (Attn: Harvey R. Miller, Esq., Stephen Karotkin, Esq., and Joseph H. Smolinsky, Esq.); (ii) the Debtors, c/o Motors Liquidation Company, 401 South Old Woodward Avenue, Suite 370, Birmingham, Michigan 48009 (Attn: Thomas Morrow); (iii) General Motors LLC, 400 Renaissance Center, Detroit, Michigan 48265 (Attn: Lawrence S. Buonomo, Esq.); (iv) Cadwalader, Wickersham & Taft LLP, attorneys for the United States Department of the Treasury, One World Financial Center, New York, New York 10281 (Attn: John J. Rapisardi, Esq.); (v) the United States Department of the Treasury, 1500 Pennsylvania Avenue NW, Room 2312, Washington, D.C.

20220 (Attn: Joseph Samarias, Esq.); (vi) Vedder Price, P.C., attorneys for Export Development Canada, 1633 Broadway, 47th Floor, New York, New York 10019 (Attn: Michael J. Edelman, Esq. and Michael L. Schein, Esq.); (vii) Kramer Levin Naftalis & Frankel LLP, attorneys for the statutory committee of unsecured creditors, 1177 Avenue of the Americas, New York, New York 10036 (Attn: Thomas Moers Mayer, Esq., Robert Schmidt, Esq., Lauren Macksoud, Esq., and Jennifer Sharret, Esq.); (viii) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, 21st Floor, New York, New York 10004 (Attn: Tracy Hope Davis, Esq.); (ix) the U.S. Attorney's Office, S.D.N.Y., 86 Chambers Street, Third Floor, New York, New York 10007 (Attn: David S. Jones, Esq. and Natalie Kuehler, Esq.); (x) Caplin & Drysdale, Chartered, attorneys for the official committee of unsecured creditors holding asbestos-related claims, 375 Park Avenue, 35th Floor, New York, New York 10152-3500 (Attn: Elihu Inselbuch, Esq. and Rita C. Tobin, Esq.) and One Thomas Circle, N.W., Suite 1100, Washington, DC 20005 (Attn: Trevor W. Swett III, Esq. and Kevin C. Maclay, Esq.); and (xi) Stutzman, Bromberg, Esserman & Plifka, A Professional Corporation, attorneys for Dean M. Trafelet in his capacity as the legal representative for future asbestos personal injury claimants, 2323 Bryan Street, Suite 2200, Dallas, Texas 75201 (Attn: Sander L. Esserman, Esq. and Robert T. Brousseau, Esq.), so as to be received no later than **February 22, 2011 at 4:00 p.m. (Eastern Time)** (the "**Response Deadline**").

**PLEASE TAKE FURTHER NOTICE** that if no responses are timely filed and served with respect to the 148th Omnibus Objection to Claims or any claim set forth thereon, the Debtors may, on or after the Response Deadline, submit to the Bankruptcy Court an order substantially in the form of the proposed order annexed to the 148th Omnibus Objection to Claims, which order may be entered with no further notice or opportunity to be heard offered to any party.

Dated: New York, New York  
January 25, 2011

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

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**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

**DEBTORS' 148TH OMNIBUS OBJECTION TO CLAIMS**  
**(Claims for Equity Interests)**

**THIS OBJECTION SEEKS TO DISALLOW CERTAIN FILED PROOFS OF CLAIM.  
CLAIMANTS RECEIVING THIS OBJECTION SHOULD LOCATE THEIR NAMES AND CLAIMS ON THE  
EXHIBIT 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 commencing these chapter 11 cases, the Debtors had issued hundreds of millions of shares of common equity that were held by a wide range of investors. In these chapter 11 cases, approximately 1,000 proofs of claim were filed against the Debtors that assert nothing more than the mere ownership of equity interests in the Debtors (the “**Claims for Equity Interests**”). The vast majority of the Claims for Equity Interests apparently were filed by holders of equity interests who erroneously believed that filing a proof of claim was necessary to preserve an entitlement to a potential distribution on account of their equity interests or erroneously believed that they could assert a claim for the purchase price of their equity interests. The Claims for Equity Interests are, however, objectionable because only a creditor may file a proof of claim, and an equity interest holder is not a creditor. Accordingly, the Claims for Equity Interests should be disallowed as claims and reclassified as equity interests, which will preserve for the holders of such claims any entitlement to a distribution solely on account of the ownership of equity interests.

2. The Debtors file this 148th omnibus objection (the “**148th Omnibus Objection to Claims**”) 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**”), seeking entry of an order disallowing the Claims for Equity Interests listed on **Exhibit “A”** annexed hereto, under the heading “*Claims to be Disallowed,*”<sup>1</sup> and reclassifying those Claims for Equity Interests as equity interests.

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<sup>1</sup> 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](http://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.

### **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, four of the Debtors (the “**Initial Debtors**”)<sup>2</sup> 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**”)<sup>3</sup> 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 (the “**Procedures Order**”) (ECF No. 4180), 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 Relief Requested Should Be Approved by the Court**

6. 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*

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<sup>2</sup> 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.).

<sup>3</sup> The REALM/ENCORE Debtors are Remediation and Liability Management Company, Inc., and Environmental Corporate Remediation Company, Inc.

*In re Oneida Ltd.*, 400 B.R. 384, 389 (Bankr. S.D.N.Y. 2009); *In re Adelphia 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).

7. Bankruptcy Rule 3007(d)(7) allows a debtor to file an omnibus objection to claims that are “are interests, rather than claims.” Fed. R. Bankr. P. 3007(d)(7). The rationale behind allowing a debtor to object to such claims is obvious. The Bankruptcy Code differentiates between a “claim” and an “equity security.” *See* 11 U.S.C. §§ 101(5), 101(16). Under the Bankruptcy Code, those who have “claims” against the Debtors are called “creditors” while those who hold “equity securities” are called “equity security holders.” *See id.* §§ 101(10), 101(17). While creditors were entitled to file proofs of claim to preserve their rights to distributions on account of their claims, equity security holders were not entitled to file proofs of claim to preserve their rights, if any, based solely on their ownership of equity interests. The filing of a proof of claim by an equity security holder for that purpose was neither necessary nor sufficient. *See McGimsey v. USA Capital Diversified Trust Deed Fund, LLC (In re USA Commercial Mortg. Co.)*, 377 B.R. 608, 615 (9th Cir. B.A.P. 2007) (“It is axiomatic that an allowed proof of claim requires something more than mere equity ownership”). While equity security holders in these chapter 11 cases were entitled, to the extent they held “claims” against the Debtors, to file a proof of claim to preserve such “claims,” which are distinct from rights arising solely from the ownership of equity interests, each of the Claims for Equity Interests assert only equity interests. As such, the Claims for Equity Interests should be disallowed and reclassified as equity interests. The reclassification of the Claims for Equity Interests to equity interests will preserve any entitlement the holders of Claims for Equity Interests have to a distribution, if any, solely on account of the ownership of equity interests.



### **Reservation of Rights**

8. The Debtors reserve the right to object to any of the Claims for Equity Interests that are not disallowed in their entirety for any reason and to object on any basis to any of the Claims for Equity Interests that are reclassified as equity interests.

### **Notice**

9. Notice of this 148th Omnibus Objection to Claims has been provided 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). The Debtors submit that such notice is sufficient and no other or further notice need be provided.

10. 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  
January 25, 2011

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

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Attorneys for Debtors  
and Debtors in Possession

## CLAIMS TO BE DISALLOWED

Name and Address of Claimant	Claim #	Debtor	Claim Amount	Grounds For Objection	Objection Page Reference
DENNIS FREDERICK 133 HAWTHORNE PLACE  ITHACA, NY 14850	2859	Moters Liquidation Company	\$129.24	Equity Interest Claim	Pgs. 1-5
DENNIS, ROBERT D 4760 LEE HILL RD  MAYVILLE, MI 48744	3865	Moters Liquidation Company	\$0.00 Unliquidated	Equity Interest Claim	Pgs. 1-5
DENYS LINKE SANDGASSE 10 A LANDAU GERMANY 76829  GERMANY	21928	Moters Liquidation Company	\$281.20	Equity Interest Claim	Pgs. 1-5
DEATHERAGE JAMES 7484 JOAN DR  WEST CHESTER, OH 45069	29467	Moters Liquidation Company	\$0.00 Unliquidated	Equity Interest Claim	Pgs. 1-5
DI DONATO, ANTHONY J 7520 SCARLET CT  FORT WAYNE, IN 46815	8517	Moters Liquidation Company	\$40,000.00	Equity Interest Claim	Pgs. 1-5
DINO CICCONE 8561 CAMSHIRE CT  JACKSONVILLE, FL 32244	11417	Moters Liquidation Company	\$500.00	Equity Interest Claim	Pgs. 1-5
DINO LEVENTIS & MARIE LEVENTIS JOINT TTEE DECLARATION OF TRUST DINO LEVE U/A DTD 11/04/1993 2070 PALMER LN GREEN OAKS, IL 60048	9737	Moters Liquidation Company	\$15,965.65	Equity Interest Claim	Pgs. 1-5
DIRK RAUPBACH DIRK RAUPBACH ALTE POTSDAMER LANDSTRABE 53B 14532 STAHNSDORF GERMANY  GERMANY	37730	Moters Liquidation Company	\$24,750.00	Equity Interest Claim	Pgs. 1-5

(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 proofs 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 a 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

DOMENIC R INGLISA SR TTE DOMENIC R INGLISA SR TRUST U/A DTD 2-14-96 FOREST GREEN COURT 1 DEER RUN PKWY ELKTON, MD 21921	11336	Moters Liquidation Company	\$0.00 Unliquidated	Equity Interest Claim	Pgs. 1-5
DOMENICA DITTMEIER 32 SHELLEY AVE  VALHALLA, NY 10595 UNITED STATES OF AMERICA	70494	Moters Liquidation Company	\$20,000.00 Unliquidated	Equity Interest Claim	Pgs. 1-5
DOMENICA GLIELMI 560 LYNN ST  HARRINGTON PARK, NJ 07640	65057	Moters Liquidation Company	\$6,865.25	Equity Interest Claim	Pgs. 1-5
DOMINICK MONTENERI 96 OLDE HARBOUR TRAIL  ROCHESTER, NY 14612	1958	Moters Liquidation Company	\$0.00 Unliquidated	Equity Interest Claim	Pgs. 1-5
DONALD J KEEGAN & ANTOINETTE M KEEGAN JTWROS 624 HIXSON AVE SYRACUSE, NY 13206	4750	Moters Liquidation Company	\$3,303.00	Equity Interest Claim	Pgs. 1-5
DONALD W HUTTEN 11031 WELLSLEY CT  ST LOUIS, MO 63146	28065	Moters Liquidation Company	\$2,500.00	Equity Interest Claim	Pgs. 1-5
DONNA CUDD 1500 TOPANGA LN UNIT 101  LINCOLN, CA 96648	64075	Moters Liquidation Company	\$15,176.00	Equity Interest Claim	Pgs. 1-5
DONNA TOCARCHICK 9605 DEER TRL  HASLETT, MI 48840	68341	Moters Liquidation Company	\$9,670.63	Equity Interest Claim	Pgs. 1-5
DORIS WILKES 94 N GLENWOOD AVE  PONTIAC, MI 48342	9200	Moters Liquidation Company	\$211.30	Equity Interest Claim	Pgs. 1-5

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## CLAIMS TO BE DISALLOWED

DOROTHY BROWN RANDAL BROWN 31 LENSMITH DR AURORA ONTARIO L4G 6S1 CANADA , CANADA	7733	Moters Liquidation Company	\$36.00	Equity Interest Claim	Pgs. 1-5
DOROTHY F BURK 105 YORKSHIRE DR  BLAWNOX, PA 15238	3882	Moters Liquidation Company	\$10,000.00	Equity Interest Claim	Pgs. 1-5
DOUGHERTY JR, DONALD P 13608 WINESAP CIR  THURMONT, MD 21788	63338	Moters Liquidation Company	\$3,725.00	Equity Interest Claim	Pgs. 1-5
DOUGHERTY, BRIAN R 13835 CLYDE RD  HOLLY, MI 48442	69775	Moters Liquidation Company	\$0.00 Unliquidated	Equity Interest Claim	Pgs. 1-5
DOWNS, VIRA J LOT 645 2100 KINGS HIGHWAY PUNTA GORDA, FL 33980	63328	Moters Liquidation Company	\$58.50	Equity Interest Claim	Pgs. 1-5
DR ANDREAS MEILINGER OBSTWEG 13 71083 HERREMBERG GERMANY , GERMANY	26886	Moters Liquidation Company	\$2,474.34	Equity Interest Claim	Pgs. 1-5
DR KONRAD EHLERS HAUNHORSTBERG 61 D-49078 OSNABRUCK GERMANY , GERMANY	61131	Moters Liquidation Company	\$4,149.02 Unliquidated	Equity Interest Claim	Pgs. 1-5
DR LOTTE MIETZNER SAKROWER LANDSTR 137 14089 BERLIN GERMANY , GERMANY	30807	Moters Liquidation Company	\$2,650.00	Equity Interest Claim	Pgs. 1-5
DR LUTZ MARC RUWISCH FORSTWEB 8 64295 DARMSTADT GERMANY , GERMANY	28788	Moters Liquidation Company	Unliquidated  Foreign Currency	Equity Interest Claim	Pgs. 1-5

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CLAIMS TO BE DISALLOWED					
DR NORBERT POETSCHKE MESSDORFER STRASSE 306 53123 BONN GERMANY , GERMANY	27159	Moters Liquidation Company	\$85.84	Equity Interest Claim	Pgs. 1-5
DR ROBERT EBERLEIN RUA VITORIA M6 APTO 132 CEP 09030 520 SANTO ANDRE SP BRAZIL , BRAZIL	31228	Moters Liquidation Company	Unliquidated  Foreign Currency	Equity Interest Claim	Pgs. 1-5
DR ROLF JANSEN BUCHENSTRABE 14 22299 HAMBURG GERMANY , GERMANY	27137	Moters Liquidation Company	Unliquidated  Foreign Currency	Equity Interest Claim	Pgs. 1-5
DR STEFAN HAUKE FICHTENWEG 14 D-57271 HILCHENBACH GERMANY , GERMANY	64022	Moters Liquidation Company	\$2,000.00	Equity Interest Claim	Pgs. 1-5
DR U ISENSEE FRIEDRICHSTRASSE 17 40217 DUSSELDORF GERMANY , GERMANY	65429	Moters Liquidation Company	\$8,633.34	Equity Interest Claim	Pgs. 1-5
DR U ISENSEE FRIEDRICHSTRASSE 17 D-40217 DUSSELDORF GERMANY , GERMANY	69428	Moters Liquidation Company	\$8,633.34	Equity Interest Claim	Pgs. 1-5
DR. HARALD AND BEATE SCHOTENROEHR SACHSENSTR 40 D-40883 RATINGEN GERMANY , GERMANY	30362	Moters Liquidation Company	Unliquidated  Foreign Currency	Equity Interest Claim	Pgs. 1-5
DR. RAINIER FRISCHE SCHÜTTENHELMWEG 60 60529 FRANKFURT GERMANY , GERMANY	28639	Moters Liquidation Company	\$2,250.00	Equity Interest Claim	Pgs. 1-5
DRINNAN, DAVID 7818 HAMPTON DR MORRISVILLE, PA 19067	1982	Moters Liquidation Company	\$47,375.00	Equity Interest Claim	Pgs. 1-5

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## CLAIMS TO BE DISALLOWED

DRRT FBO SWISS LIFE (LIECHTENSTEIN) AG -4904003272 100 SE 2ND STREET SUITE 2610 MIAMI, FL 33131	63798	Moters Liquidation Company	\$180.89	Equity Interest Claim	Pgs. 1-5
DUDLEY M STEWART JR & CARROLL P STEWART TIC/TENCOM 1421 NAPOLEON AVE NEW ORLEANS, LA 70115	20977	Moters Liquidation Company	\$23,397.52	Equity Interest Claim	Pgs. 1-5
DUSENBERY, ROBERT F 212 ANTEBELLUM CT RIVERDALE, GA 30274	3480	Moters Liquidation Company	\$1,941.17	Equity Interest Claim	Pgs. 1-5
DUSZYNSKI, PAUL W 1702 CAMELLIA DR ARLINGTON, TX 76013	32915	Moters Liquidation Company	\$0.00 Unliquidated	Equity Interest Claim	Pgs. 1-5
DYMOND, JAMES R 20705 BONZ BEACH HWY ONAWAY, MI 49765	16930	Moters Liquidation Company	\$6,620.00	Equity Interest Claim	Pgs. 1-5
DYRCK, DAVID A 4359 SUNSET CT LOCKPORT, NY 14094	1719	Moters Liquidation Company	\$854.40	Equity Interest Claim	Pgs. 1-5
EARL REDD 16005 TEMPLAR CIR SOUTHFIELD, MI 48075	65682	Moters Liquidation Company	\$65,514.55	Equity Interest Claim	Pgs. 1-5
EARLS, JAMES E 358 OGDEN AVE JERSEY CITY, NJ 07307	14199	Moters Liquidation Company	\$0.00 Unliquidated	Equity Interest Claim	Pgs. 1-5
EASTERWOOD, CARLEY R 39714 MAYVILLE ST PLYMOUTH, MI 48170	10659	Moters Liquidation Company	\$100,000.00	Equity Interest Claim	Pgs. 1-5
ECKHARD JAEGER GROSSE LEINING 2-4 D 45141 ESSEN GERMANY GERMANY	44377	Moters Liquidation Company	\$20,000.00	Equity Interest Claim	Pgs. 1-5

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CLAIMS TO BE DISALLOWED					
ECKLES, WILLIAM L 1230 EAST 29TH STREET  ANDERSON, IN 46016	10651	Motors Liquidation Company	\$0.00  Unliquidated	Equity Interest Claim	Pgs. 1-5
EDGAR GOHNER DIETWEG 46 72108 ROTTENBURG GERMANY  GERMANY	32837	Motors Liquidation Company	\$549.33	Equity Interest Claim	Pgs. 1-5
EDUARDO CAFARO MARISCAL SUCRE 755 9 PISO DPTO E BUENOS AIRES 1428 ARGENTINA  ARGENTINA	46212	Motors Liquidation Company	\$0.00  Unliquidated	Equity Interest Claim	Pgs. 1-5
EDWARD LEWIS 41356 ROBIN ST  MATTAWAN, MI 49071	13069	Motors Liquidation Company	\$0.00  Unliquidated	Equity Interest Claim	Pgs. 1-5
EDWIN SOWDERS PO BOX 81  AVOCA, IN 47420	49600	Motors Liquidation Company	\$0.00  Unliquidated	Equity Interest Claim	Pgs. 1-5
EKKEHARD GROSSMANN LICHTERFELDER RINGNON 12279 BERLIN GERMANY  GERMANY	64047	Motors Liquidation Company	Unliquidated  Foreign Currency	Equity Interest Claim	Pgs. 1-5
EKREM BAKA AN DER UNTERGEIS 3 36251 BAD HERSFELD GERMANY  GERMANY	69591	Motors Liquidation Company	\$20,000.00  Unliquidated	Equity Interest Claim	Pgs. 1-5
ELAINE CHOJED 1704 MEGARGEE ST  PHILADELPHIA, PA 19152 UNITED STATES OF AMERICA	27006	Motors Liquidation Company	\$3,568.00	Equity Interest Claim	Pgs. 1-5
ELEANOR DUEMIG 2615 N. CHARLOTTE ST.  POTTSTOWN, PA 19464 UNITED STATES OF AMERICA	70429	Motors Liquidation Company	\$2,495.00	Equity Interest Claim	Pgs. 1-5

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CLAIMS TO BE DISALLOWED					
ELEANOR DUEMIG 2615 N CHARLOTTE ST POTTSTOWN, PA 19464	70430	Moters Liquidation Company	\$4,990.00	Equity Interest Claim	Pgs. 1-5
ELIEZER BIELORY TTEE ELIEZER BIELORY REV TRUST DTD U/A 5/3/07 18051 BISCAYNE BLVD PH-5 N-1 AVENTURA, FL 33160	15870	Moters Liquidation Company	\$5,000.00	Equity Interest Claim	Pgs. 1-5
ELLEN KELLENTER AM MUHLENGRABEN 3 D-52249 ESCHWEILER GERMANY GERMANY	24279	Moters Liquidation Company	\$0.00 Unliquidated	Equity Interest Claim	Pgs. 1-5
ELLIN TAYLOR BLACK 4056 REDONDO DR. EL DORADO HILLS, CA 95762	63976	Moters Liquidation Company	\$0.00 Unliquidated	Equity Interest Claim	Pgs. 1-5
ELLIN TAYLOR BLACK 4056 REDONDO DR EL DORADO HLS, CA 95762 UNITED STATES OF AMERICA	63977	Moters Liquidation Company	\$0.00 Unliquidated	Equity Interest Claim	Pgs. 1-5
ELLIS, ALEXANDER 5100 ROCKWOOD DR GRAND BLANC, MI 48439	8610	Moters Liquidation Company	\$42,571.11	Equity Interest Claim	Pgs. 1-5
ELSE HINKLE 23701 HARVEST DR NOVI, MI 48375	2309	Moters Liquidation Company	\$0.00 Unliquidated	Equity Interest Claim	Pgs. 1-5
EMILY GATES 7126 LAS VENTANAS DR AUSTIN, TX 78731	69725	Moters Liquidation Company	\$1,000.00	Equity Interest Claim	Pgs. 1-5
EMRICK, JERRY T 10118 CHEDWORTH DR CENTERVILLE, OH 45458	1802	Moters Liquidation Company	\$0.00 Unliquidated	Equity Interest Claim	Pgs. 1-5
ERIC P. SMEBY 121 S. CRAWFORD STREET MILLERSBURG, OH 44654	7555	Moters Liquidation Company	\$74.99 Unliquidated	Equity Interest Claim	Pgs. 1-5

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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.

## CLAIMS TO BE DISALLOWED

ERICH ROSCH & RUTH ROSCH IM ROBIGER 19 RUSSELSHEIM 65428 GERMANY  GERMANY	28587	Moters Liquidation Company	Unliquidated  Foreign Currency	Equity Interest Claim	Pgs. 1-5
ERNEST & MARIE REID 58 KENWOOD AVENUE M6C2S2 TORONTO ONTARIO CANADA  CANADA	45772	Moters Liquidation Company	\$0.00 Unliquidated	Equity Interest Claim	Pgs. 1-5
ERNEST A VAN ZILE 370 N 6100 W  CEDAR CITY, UT 84721	16254	Moters Liquidation Company	\$3,752.00	Equity Interest Claim	Pgs. 1-5
ERVIN GUYER 130 FISHING TRAIL  STAMFORD, CT 06903	14288	Moters Liquidation Company	\$0.00 Unliquidated	Equity Interest Claim	Pgs. 1-5
ESTATE OF NICHOLAS J MILAZZO C/O GERALDINE MILAZZO EXECUTRIX 173 ENGLEWOOD DRIVE ORANGE, CT 06477	63881	Moters Liquidation Company	\$57.00	Equity Interest Claim	Pgs. 1-5
EUGENE L PETRINI 14802 N BOLIVAR  SUN CITY, AZ 85351	11027	Moters Liquidation Company	\$0.00 Unliquidated	Equity Interest Claim	Pgs. 1-5
EUGENE ZABER 275 MADIE AVE  SPOTSWOOD, NJ 08884	16486	Moters Liquidation Company	\$40.50	Equity Interest Claim	Pgs. 1-5
EVELYN M HAGEMEYER 7115 KOBOLD LN  DURHAM, NC 27707	12553	Moters Liquidation Company	\$10,000.00	Equity Interest Claim	Pgs. 1-5
EVELYN SCHOLTZ 29 MARGO ST  CROMWELL, CT 06416	7243	Moters Liquidation Company	\$24,837.23	Equity Interest Claim	Pgs. 1-5
FARID TOKH 208 HALBERTON DR  FRANKLIN, TN 37069	2556	Moters Liquidation Company	\$0.00 Unliquidated	Equity Interest Claim	Pgs. 1-5

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CLAIMS TO BE DISALLOWED					
FARLEY, MARY L 2366 HIDDEN TRAIL DR  STERLING HEIGHTS, MI 48314	11285	Moters Liquidation Company	\$0.00  Unliquidated	Equity Interest Claim	Pgs. 1-5
FATIMA FAKIR PO BOX 27881  DETROIT, MI 48227	62203	Moters Liquidation Company	\$0.00  Unliquidated	Equity Interest Claim	Pgs. 1-5
FAUGHNAN, BARBARA & THOMAS JT TEN FAUGHNAN, THOMAS J 1 ROYAL PALM WAY APT 1-206 BOCA RATON, FL 33432	15140	Moters Liquidation Company	\$1,485.53	Equity Interest Claim	Pgs. 1-5
FBO PATRICIA JARUSINSKI 102 GREENOCK COURT 2169 SEVEN LAKES SOUTH WEST END, NC 27376 UNITED STATES OF AMERICA	68303	Moters Liquidation Company	\$0.00  Unliquidated	Equity Interest Claim	Pgs. 1-5
FECHTER, BONNIE I 1607 ASTORIA DR  FAIRFIELD, CA 94534	17584	Moters Liquidation Company	\$12,900.00	Equity Interest Claim	Pgs. 1-5
FEIGHT, JOHN R 2739 EXCALIBER WAY  ANDERSON, IN 46011	15590	Moters Liquidation Company	\$0.00  Unliquidated	Equity Interest Claim	Pgs. 1-5
FITZGERALD, ELVA E 95 LAMONT DR  EGGERTSVILLE, NY 14226	70016	Moters Liquidation Company	\$0.00  Unliquidated	Equity Interest Claim	Pgs. 1-5
FLORENCE MONTENERI 96 OLDE HARBOUR TRL  ROCHESTER, NY 14612	1959	Moters Liquidation Company	\$0.00  Unliquidated	Equity Interest Claim	Pgs. 1-5
FORD, ANDREW J 5347 BRISTOL PARKE DR  CLARKSTON, MI 48348	26652	Moters Liquidation Company	\$23,864.00	Equity Interest Claim	Pgs. 1-5
FOSTER JR, ALBERT R 8236 LOCKWOOD LN  INDIANAPOLIS, IN 46217	28764	Moters Liquidation Company	\$1,512.00	Equity Interest Claim	Pgs. 1-5

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CLAIMS TO BE DISALLOWED					
FOSTER, GERTRUDE E 6110 SMITHS CREEK RD  KIMBALL, MI 48074	68355	Moters Liquidation Company	\$4,820.00	Equity Interest Claim	Pgs. 1-5
FRANCES BRIDGES 21910 N. DUSTY TRAIL BLVD  SUN CITY WEST, AZ 85375	4085	Moters Liquidation Company	\$13,936.36	Equity Interest Claim	Pgs. 1-5
FRANK HALSTED 1020 E MAPLE RAPIDS RD  SAINT JOHNS, MI 48879	4924	Moters Liquidation Company	\$0.00 Unliquidated	Equity Interest Claim	Pgs. 1-5
FRANK HAROLD 4047 W ORCHARD HILL DR  BLOOMFIELD, MI 48304	22796	Moters Liquidation Company	\$21,328.65	Equity Interest Claim	Pgs. 1-5
FRANK KIRSCH HAUPTSTRASSE 25 69181 LEIMEN GERMANY  GERMANY	46083	Moters Liquidation Company	Unliquidated  Foreign Currency	Equity Interest Claim	Pgs. 1-5
FRANK S BOLE 3325 DRUID LANE  LOS ALAMITOS, CA 90720	44167	Moters Liquidation Company	\$50,000.00	Equity Interest Claim	Pgs. 1-5
FRED C ARTO CGM IRA ROLLOVER CUSTODIAN PO BOX 290887 KERRVILLE, TX 78029	4181	Moters Liquidation Company	\$0.00 Unliquidated	Equity Interest Claim	Pgs. 1-5
FRED S & MARY J BARRICK 239 WEST PALMA  GREEN VALLEY, AZ 85614	70427	Moters Liquidation Company	\$624.00	Equity Interest Claim	Pgs. 1-5
FREDA L NADER PO BOX 25  FAIRGROVE, MI 48733	7736	Moters Liquidation Company	\$316.35	Equity Interest Claim	Pgs. 1-5
FREDERICK J ROSSI 51 MAPLE CT  W HALEDON, NJ 07508	64386	Moters Liquidation Company	\$8,000.00	Equity Interest Claim	Pgs. 1-5

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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.

## CLAIMS TO BE DISALLOWED

FREY, DALE E 18536 ROSELAND BLVD LATHRUP VILLAGE, MI 48076	3717	Moters Liquidation Company	\$35,366.43	Equity Interest Claim	Pgs. 1-5
FREY, SHARON A 18536 ROSELAND BLVD LATHRUP VILLAGE, MI 48076	3714	Moters Liquidation Company	\$16,870.51	Equity Interest Claim	Pgs. 1-5
FRIEDRICHS, ROSEMARIE AM WEIHER 18 D 97892 KREUZWERTHEIM GERMANY , GERMANY	62021	Moters Liquidation Company	\$6,136.00	Equity Interest Claim	Pgs. 1-5
GAIL HOUSTON 4935 N PERRY DR BEVERLY HILLS, FL 34465	4321	Moters Liquidation Company	\$0.00 Unliquidated	Equity Interest Claim	Pgs. 1-5
GALLUS, BARBARA E 30224 BARBARY CT WARREN, MI 48093	20016	Moters Liquidation Company	\$63,511.29	Equity Interest Claim	Pgs. 1-5

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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

**ORDER GRANTING DEBTORS' 148TH OMNIBUS OBJECTION TO CLAIMS**  
**(Claims for Equity Interests)**

Upon the 148th omnibus objection, dated January 25, 2011 (the “**148th Omnibus Objection to Claims**”), 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**”), Rule 3007(d) of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), seeking entry of an order disallowing the Claims for Equity Interests,<sup>1</sup> and reclassifying those Claims for Equity Interests as equity interests, all as more fully described in the 148th Omnibus Objection to Claims; and due and proper notice of the 148th 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 sought in the 148th 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

<sup>1</sup> Capitalized terms used herein and not otherwise defined herein shall have the meanings ascribed to such terms in the 148th Omnibus Objection to Claims.

148th Omnibus Objection to Claims establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is

ORDERED that the relief requested in the 148th 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 **Exhibit “A”** (the “**Order Exhibit**”) annexed hereto under the heading “*Claims to be Disallowed*” are disallowed and reclassified as equity interests; 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 148th Omnibus Objection to Claims under the heading “*Claims to be Disallowed*” that are not disallowed pursuant to this Order, and any of the Claims for Equity Interests that are reclassified as equity interests; 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

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United States Bankruptcy Judge