

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 152ND 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 152nd 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) 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 152nd 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 152nd 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

WEIL, GOTSHAL & MANGES LLP
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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

DEBTORS' 152ND 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 152nd omnibus objection (the “**152nd 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,*”¹ and reclassifying those Claims for Equity Interests as equity interests.

¹ 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. 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**”)² 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**”)³ 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*

² 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.).

³ 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 Adelpia 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 152nd 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

WEIL, GOTSHAL & MANGES LLP
767 Fifth Avenue
New York, New York 10153
Telephone: (212) 310-8000
Facsimile: (212) 310-8007

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
BEATRICE STRAUSS FREED 5 LIVE OAK IRVINE, CA 92604	2497	Moters Liquidation Company	\$5,000.00	Equity Interest Claim	Pgs. 1-5
MEINHARD LIEBING BREDENBERGSWEG 30 21149 HAMBURG GERMANY GERMANY	26933	Moters Liquidation Company	Unliquidated Foreign Currency	Equity Interest Claim	Pgs. 1-5
MELVIN MCKINLEY 1109 TRYON CIR SPRING HILL, FL 34606	26862	Moters Liquidation Company	\$945.26	Equity Interest Claim	Pgs. 1-5
MGR JAKUB RADZIEJEWSKI 4833 N HARLEM 2ND FL CHICAGO, IL 60656	1200	Moters Liquidation Company	\$6,200.00	Equity Interest Claim	Pgs. 1-5
MGR JAKUB RADZIEJEWSKI 4833 N HARLEM 2ND FL CHICAGO, IL 60656	3352	Moters Liquidation Company	\$18,038.49	Equity Interest Claim	Pgs. 1-5
MGR JAKUB RADZIEJEWSKI 4833 N HARLEM 2ND FL CHICAGO, IL 60656	14937	Moters Liquidation Company	\$6,012.83	Equity Interest Claim	Pgs. 1-5
MICHAEL BERNABO 21350 BEACONSFIELD ST #6 ST CLR SHORES, MI 48080	18591	Moters Liquidation Company	\$800.00	Equity Interest Claim	Pgs. 1-5
MICHAEL BRENNAN 222 RONNI DRIVE EAST MEADOW, NY 11554 UNITED STATES OF AMERICA	63336	Moters Liquidation Company	\$0.00 Unliquidated	Equity Interest Claim	Pgs. 1-5
MICHAEL C WASSOUF 2228 LADUE LN FORT WAYNE, IN 46804	31238	Moters Liquidation Company	\$4,280.00	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

MICHAEL HEIN SENNEGARTEN 26 BAD HARZBURG 38667 GERMANY GERMANY	61190	Moters Liquidation Company	\$465.00	Equity Interest Claim	Pgs. 1-5
MICKEY KIZER 710 DEERWOOD DR DEFIANCE, OH 43512	4614	Moters Liquidation Company	\$42,412.17	Equity Interest Claim	Pgs. 1-5
MIGUEL GUZMAN 1843 CAPESEIDE CIRCLE WELLINGTON, FL 33414	11179	Moters Liquidation Company	\$200.00	Equity Interest Claim	Pgs. 1-5
MIKE SHAMBO MICHAEL SHAMBO 203 SILVER LAKE RD AU SABLE FORKS, NY 12912	14834	Moters Liquidation Company	\$12,000.00	Equity Interest Claim	Pgs. 1-5
MILLER, BENNIE R 405 CENTER PARK DR SPRINGHILL, LA 71075	7205	Moters Liquidation Company	\$0.00 Unliquidated	Equity Interest Claim	Pgs. 1-5
MILLER, BETTY J 2822 ALVARADO DR NE ALBUQUERQUE, NM 87110	60484	Moters Liquidation Company	\$13,087.40	Equity Interest Claim	Pgs. 1-5
MILLER, ELLEN M 416 GOLDENROD DR HOUGHTON LAKE, MI 48629	29010	Moters Liquidation Company	\$552.00	Equity Interest Claim	Pgs. 1-5
MILLER, HOWARD E 6306 CARNATION RD DAYTON, OH 45449	18259	Moters Liquidation Company	\$0.00 Unliquidated	Equity Interest Claim	Pgs. 1-5
MIRAGLIA, WILLIAM G 48 GREAT WOODS RD SAUGUS, MA 01906	3849	Moters Liquidation Company	\$23,000.00	Equity Interest Claim	Pgs. 1-5
MITCH HUBELBANK 55 GLORIA DR ALLENDALE, NJ 07401	17188	Moters Liquidation Company	\$0.00 Unliquidated	Equity Interest Claim	Pgs. 1-5

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CLAIMS TO BE DISALLOWED					
MITCHELL, HOWARD A 25585 LYNCastle ST FARMINGTON HILLS, MI 48336	3774	Moters Liquidation Company	\$0.00 Unliquidated	Equity Interest Claim	Pgs. 1-5
MITCHELL, ROSA M 7062 ARCADIA DR MOUNT MORRIS, MI 48458	33302	Moters Liquidation Company	\$85,000.00	Equity Interest Claim	Pgs. 1-5
MOHAMAD K TADAYON P O BOX 1913 HUNTINGTN BCH, CA 92647	65261	Moters Liquidation Company	\$1,000.00	Equity Interest Claim	Pgs. 1-5
MOLLY E KLINE 7084 CLEMENTS W BLOOMFIELD, MI 48322	12482	Moters Liquidation Company	\$7,800.00	Equity Interest Claim	Pgs. 1-5
MONIA BALDINI VIA TONIOLO 15 BIS 54033 CARRARA ITALY ITALY	64178	Moters Liquidation Company	\$34,890.00	Equity Interest Claim	Pgs. 1-5
MORRIS & SYLVIA WEINSTEIN REV TR UAD 06/22/05 MORRIS WEINSTEIN & SYLVIA WEINSTEIN TTEES 9701 W OAKLAND PARK BLVD APT 425 FT LAUDERDALE, FL 33351	3940	Moters Liquidation Company	\$10,000.00	Equity Interest Claim	Pgs. 1-5
MOYE, JAMES W 2245 E BANTA RD INDIANAPOLIS, IN 46227	6797	Moters Liquidation Company	\$0.00 Unliquidated	Equity Interest Claim	Pgs. 1-5
MR AND MRS WILLIAM H MACDADE JR 14122 SHANNONDELL DR AUDUBON, PA 19403	10079	Moters Liquidation Company	\$19,035.25	Equity Interest Claim	Pgs. 1-5
MR HENRICH MEYER-BORSTEL HECKENROSENWEG 7 38518 GIFHORN GERMANY GERMANY	33454	Moters Liquidation Company	\$715.40	Equity Interest Claim	Pgs. 1-5

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CLAIMS TO BE DISALLOWED

MR HUBERTUS VON BACHMAYR 45 RUE JEAN MERMOZ 78620 LETANGLAVILLE FRANCE FRANCE	65449	Moters Liquidation Company	\$625.00	Equity Interest Claim	Pgs. 1-5
MR NACI KARAKAS OST PRELISSENDAMM 54 A 12207 BERLIN GERMANY GERMANY	61210	Moters Liquidation Company	Unliquidated Foreign Currency	Equity Interest Claim	Pgs. 1-5
MR PATRIC TRENKLE MUHLWEG 38 76799 SCHEIBENHARDT GERMANY GERMANY	30217	Moters Liquidation Company	\$0.00 Unliquidated	Equity Interest Claim	Pgs. 1-5
MR PRESTON D EATON 931 FULWELL DR ONTARIO, OH 44906	69739	Moters Liquidation Company	\$45,000.00	Equity Interest Claim	Pgs. 1-5
MR ROBERT MCTEAGUE 4527 ST ANDREWS DRIVE BOYNTON BEACH, FL 33436	68997	Moters Liquidation Company	\$5,337.46	Equity Interest Claim	Pgs. 1-5
MR WULF SEIDEL IM HUBHOF 2 FREIBURG 79112 GERMANY GERMANY	26655	Moters Liquidation Company	Unliquidated Foreign Currency	Equity Interest Claim	Pgs. 1-5
MS&CO C/F ARTHUR S KENT IRA ROLLOVER DATED 04/13/95 172 AMBER DRIVE FRANKLIN, NC 28734	7977	Moters Liquidation Company	\$19,983.00	Equity Interest Claim	Pgs. 1-5
MS&CO C/F PATRICIA DRASNER IRA SEP DATED 08/07/07 156 GULFSTREAM DRIVE TEQUESTA, FL 33469	8382	Moters Liquidation Company	\$4,992.58	Equity Interest Claim	Pgs. 1-5
MS&CO C/F WALLACE CICHON IRA ROLLOVER DATED 11/21/08 669 N HALIFAX DR ORMOND BEACH, FL 32176	68785	Moters Liquidation Company	\$3,110.96	Equity Interest Claim	Pgs. 1-5

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CLAIMS TO BE DISALLOWED

MUSICK, CARL 3012 E KENDALL LN MUNCIE, IN 47303	45968	Motors Liquidation Company	\$0.00 Unliquidated	Equity Interest Claim	Pgs. 1-5
MUSSELL, JOHN A 3221 STONY POINT RD GRAND ISLAND, NY 14072	2598	Motors Liquidation Company	\$2,500.00 Unliquidated	Equity Interest Claim	Pgs. 1-5
MYRON SANFORD 656 W PITLER CITRUS SPRINGS, FL 34434 UNITED STATES OF AMERICA	62384	Motors Liquidation Company	\$81,148.85	Equity Interest Claim	Pgs. 1-5
N C BRILL, TTEE, ROBERT PEASE TRUST P O BOX 527 WEST PLAINS, MO 65775	28457	Motors Liquidation Company	\$5,428.00	Equity Interest Claim	Pgs. 1-5
NAIM, ELIE P 28815 BANNOCKBURN ST FARMINGTON HILLS, MI 48334	6434	Motors Liquidation Company	\$2,652.00	Equity Interest Claim	Pgs. 1-5
NANCY HAACK PASEWALKER STRASSE 29 13127 BERLIN GERMANY , GERMANY	65232	Motors Liquidation Company	Unliquidated Foreign Currency	Equity Interest Claim	Pgs. 1-5
NANCY KEMMET 6201 RAINIER RD PLANO, TX 75023	15582	Motors Liquidation Company	\$800.00	Equity Interest Claim	Pgs. 1-5
NANCY PIASIO MARK PIASIO PO BOX 142 LOCUST VALLEY, NY 11560 UNITED STATES OF AMERICA	67578	Motors Liquidation Company	\$22,100.00	Equity Interest Claim	Pgs. 1-5
NELLY BAUER-ROLLANDIN & FRANK OUW ROMERSTR 3A 76870 KANDEL, GERMANY , GERMANY	64784	Motors Liquidation Company	Unliquidated Foreign Currency	Equity Interest Claim	Pgs. 1-5
NELSON, MADELYN R 1360 N PLACITA PARASOL GREEN VALLEY, AZ 85614	7009	Motors Liquidation Company	\$0.00 Unliquidated	Equity Interest Claim	Pgs. 1-5

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NESTORAK, IRENE D, ESTATE OF 1703 GREGORY STREET YPSILANTI, MI 48197	10955	Moters Liquidation Company	\$0.00 Unliquidated	Equity Interest Claim	Pgs. 1-5
NICHOLAS J PERSICH MD 219 ARIS AVE METAIRIE, LA 70005	1198	Moters Liquidation Company	\$5,733.65	Equity Interest Claim	Pgs. 1-5
NICHOLAS J PERSICH MD 219 ARIS AVE METAIRIE, LA 70005	7231	Moters Liquidation Company	\$5,596.05	Equity Interest Claim	Pgs. 1-5
NICHOLS, RICHARD G 2022 W WALNUT ST MARION, IN 46952	13220	Moters Liquidation Company	\$31,000.00	Equity Interest Claim	Pgs. 1-5
NICK G. MAVRAGANIS & Y PAPANI MAVRAGANIS 10634 S 83RD AVE PALOS HILLS, IL 60465	70454	Moters Liquidation Company	\$14,141.20	Equity Interest Claim	Pgs. 1-5
NICKCHEN, ROY P 648 OBERLIN DR CLEARWATER, FL 33765	44778	Moters Liquidation Company	\$20,218.84	Equity Interest Claim	Pgs. 1-5
NIKOLSKY, OLGA A 1118 E ROWLAND ST FLINT, MI 48507	62147	Moters Liquidation Company	\$83.25	Equity Interest Claim	Pgs. 1-5
NOBBE BONNIE TTEE NOBBE JAMES TTEE JAMES AND NOBBE TRUST DTD 02/10/07 NOBBE BONNIE 217 THOMAS LN WATERLOO, IL 62298	11737	Moters Liquidation Company	\$0.00 Unliquidated	Equity Interest Claim	Pgs. 1-5
NORBERT TRENKLE MUHLWEG 38 D76779 SCHEIBENHARDT GERMANY , GERMANY	26591	Moters Liquidation Company	Unliquidated Foreign Currency	Equity Interest Claim	Pgs. 1-5
NORBERT VOSS ALTER TEICHWEG 187 22049 HAMBURG GERMANY , GERMANY	23082	Moters Liquidation Company	\$327.20	Equity Interest Claim	Pgs. 1-5

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CLAIMS TO BE DISALLOWED

NORBERT WERNER BINKE FREUDENTAL 18 D-25746 HEIDE GERMANY , GERMANY	48354	Moters Liquidation Company	Unliquidated Foreign Currency	Equity Interest Claim	Pgs. 1-5
NORMA ANN WYNKOOP REVOCABLE TRUST UAD 01/16/03 THOMAS E WYNKOOP JR TTEE 507 DUNKIRK RD BALTIMORE, MD 21212	29233	Moters Liquidation Company	\$19,110.16	Equity Interest Claim	Pgs. 1-5
NORMAN B. THOT ANGERSTRASSE 11A 40878 RATINGEN GERMANY , GERMANY	15192	Moters Liquidation Company	Unliquidated Foreign Currency	Equity Interest Claim	Pgs. 1-5
NOTENBAUM, RUSSELL J 5276 SNYDER DRIVE SOUTHWEST WYOMING, MI 49418	8185	Moters Liquidation Company	\$0.00 Unliquidated	Equity Interest Claim	Pgs. 1-5
OBERSTADT, WILLIAM B 10143 W BOLIVAR DR SUN CITY, AZ 85351	4981	Moters Liquidation Company	\$0.00 Unliquidated	Equity Interest Claim	Pgs. 1-5
OBOYLE, TIM L 5302 KYSER RD LOWELL, MI 49331	4672	Moters Liquidation Company	\$0.00 Unliquidated	Equity Interest Claim	Pgs. 1-5
OBRIEN, ELLEN M 19302 SPANISH NEEDLE DR HOUSTON, TX 77084	28247	Moters Liquidation Company	\$12,735.85	Equity Interest Claim	Pgs. 1-5
OKAN ALTAY DITZINGER STR. 21 70839 GERLINGEN GERMANY , GERMANY	44079	Moters Liquidation Company	\$1,941.52	Equity Interest Claim	Pgs. 1-5
OLIVER A & LAVETA P BLACKBURN 1834 JEFFERSON DR MOUNT VERNON, IN 47620	8989	Moters Liquidation Company	\$4,200.00	Equity Interest Claim	Pgs. 1-5
OLSON, DONALD D 401 W OAKBROOK DR APT 149 ANN ARBOR, MI 48103	28771	Moters Liquidation Company	\$3,042.36	Equity Interest Claim	Pgs. 1-5

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CLAIMS TO BE DISALLOWED					
OSBORNE, GLENITH R 26290 VAN HORN RD FLAT ROCK, MI 48134	44260	Moters Liquidation Company	\$0.00 Unliquidated	Equity Interest Claim	Pgs. 1-5
O'SHIELDS, GARY H 4956 GLENN DR NEW PORT RICHEY, FL 34652	68240	Moters Liquidation Company	\$57,914.59	Equity Interest Claim	Pgs. 1-5
OTTO LOGH HASBACHSTR 7 D 55743 IDAR OBERSTEIN GERMANY , GERMANY	61569	Moters Liquidation Company	Unliquidated Foreign Currency	Equity Interest Claim	Pgs. 1-5
PAFFEL, NANCY 1634 KEELER AVE BELOIT, WI 53511	33556	Moters Liquidation Company	\$1,044.86	Equity Interest Claim	Pgs. 1-5
PALMIERI, JAMES E 1131 W CENTER ST EXT SOUTHINGTON, CT 06489	26965	Moters Liquidation Company	\$4,516.18	Equity Interest Claim	Pgs. 1-5
PAOLINELLI, VITTORIO 3937 FOREST AVE BROOKFIELD, IL 60513	67666	Moters Liquidation Company	\$50,000.00	Equity Interest Claim	Pgs. 1-5
PARNABY, LOLITA M 2444 PRATT ST APT 233 LONGMONT, CO 80501	20900	Moters Liquidation Company	\$0.00 Unliquidated	Equity Interest Claim	Pgs. 1-5
PATRICIA A SCHMIDT 2271 PALO DURO BLVD NORTH FORT MYERS, FL 33917	6488	Moters Liquidation Company	\$21,366.00	Equity Interest Claim	Pgs. 1-5
PATRICIA ALEXANDER 7 CABOT LN GLOUCESTER, MA 01930	62104	Moters Liquidation Company	\$1,472.08	Equity Interest Claim	Pgs. 1-5
PATRICIA ATKINSON 251 HARRY SAUNER RD APT 132 HILLSBORO, OH 45133	1812	Moters Liquidation Company	\$0.00 Unliquidated	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.

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CLAIMS TO BE DISALLOWED					
PATRICIA JARUSINSKI 102 GREENOCK COURT 2169 SEVEN LAKES SOUTH WEST END, NC 27376 UNITED STATES OF AMERICA	68298	Moters Liquidation Company	\$0.00 Unliquidated	Equity Interest Claim	Pgs. 1-5
PATRICIA SECEN 49517 KEYCOVE ST CHESTERFIELD, MI 48047	30927	Moters Liquidation Company	\$70,121.37	Equity Interest Claim	Pgs. 1-5
PATRICIO BOYLE 1508 BAY RD APT 965 MIAMI BEACH, FL 33139	31273	Moters Liquidation Company	\$1,114.59	Equity Interest Claim	Pgs. 1-5
PAUL A GARGANO 15 MILE COMMON RD EASTON, CT 06612	10558	Moters Liquidation Company	\$15,204.00	Equity Interest Claim	Pgs. 1-5
PAUL J SANDACZ AND MARY T SANDACZ JT TEN 2920 EVENING DEW DR WOODSTOCK, MD 21163	21239	Moters Liquidation Company	\$10,355.00	Equity Interest Claim	Pgs. 1-5
PAUL KOVACS JR 1652 HARTLEY AVE AURAU HENDERSON, NV 89052	13998	Moters Liquidation Company	\$4,500.00	Equity Interest Claim	Pgs. 1-5
PAUL STEINBERG, SEP IRA 38 SE 16TH AVENUE OCALA, FL 34471	4552	Moters Liquidation Company	\$1,008.50	Equity Interest Claim	Pgs. 1-5
PAULINO AND SONIA MARQUES 1109 HARDING ROAD ELIZABETH, NJ 07208	65074	Moters Liquidation Company	\$17,760.25	Equity Interest Claim	Pgs. 1-5
PEARSON, MELVIN PO BOX 207 STERLING HTS, MI 48311	68274	Moters Liquidation Company	\$0.00 Unliquidated	Equity Interest Claim	Pgs. 1-5
PEEK, THOMAS G PO BOX 806268 SAINT CLAIR SHORES, MI 48080	18216	Moters Liquidation Company	\$28,850.00	Equity Interest Claim	Pgs. 1-5

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CLAIMS TO BE DISALLOWED					
PEGGY M ROMAN 26215 POWER RD FARMINGTN HLS, MI 48334	44888	Moters Liquidation Company	\$2,209.87	Equity Interest Claim	Pgs. 1-5
PEREZ JR PEDRO 13079 BRYCE ROAD EMMETT, MI 48022	60753	Moters Liquidation Company	\$13,090.99	Equity Interest Claim	Pgs. 1-5
PEREZ, SANTIAGO PO BOX 147 PHOENIX, AZ 85001	32924	Moters Liquidation Company	\$0.00 Unliquidated	Equity Interest Claim	Pgs. 1-5
PETER F BERTOLLINI & GLORIA BERTOLLINI JT WROS 21113 YALE ST ST CLR SHORES, MI 48081	4337	Moters Liquidation Company	\$2,500.00	Equity Interest Claim	Pgs. 1-5
PETER GASDE MEYERSWEG 15 D-28857 SYKE GERMANY GERMANY	26701	Moters Liquidation Company	\$362.47	Equity Interest Claim	Pgs. 1-5
PETER MARASCO 3214 SW MAISH AVE DES MOINES, IA 50321	2702	Moters Liquidation Company	\$25,000.00	Equity Interest Claim	Pgs. 1-5
PETHERBRIDGE, RICHARD L 10411 TAMRYN BLVD HOLLY, MI 48442	10770	Moters Liquidation Company	\$0.00 Unliquidated	Equity Interest Claim	Pgs. 1-5
PETLEWSKI, PAUL J 14272 ARCOLA ST LIVONIA, MI 48154	64109	Moters Liquidation Company	\$2,004.75	Equity Interest Claim	Pgs. 1-5
PHILIP SCAFETTA 626 10TH COURT VERO BEACH, FL 32962	2504	Moters Liquidation Company	\$3,895.00	Equity Interest Claim	Pgs. 1-5
PIERCE, JOHN L 2485 ALTON RD DELTONA, FL 32738	5134	Moters Liquidation Company	\$1,866.98	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					
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PIERSON, BRUCE D 2101 STONESTHROW DR LAPEER, MI 48446	11260	Moters Liquidation Company	\$2,500.05	Equity Interest Claim	Pgs. 1-5
PIFER INC 8341 E HOLLY RD HOLLY, MI 48442	11758	Moters Liquidation Company	\$47,536.00	Equity Interest Claim	Pgs. 1-5
PITSINGER, JAMES A 1865 HAMBLETONIAN CT MIAMISBURG, OH 45342	6492	Moters Liquidation Company	\$0.00 Unliquidated	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.

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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' 152ND OMNIBUS OBJECTION TO CLAIMS
(Claims for Equity Interests)

Upon the 152nd omnibus objection, dated January 25, 2011 (the “**152nd 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,¹ and reclassifying those Claims for Equity Interests as equity interests, all as more fully described in the 152nd Omnibus Objection to Claims; and due and proper notice of the 152nd 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 152nd 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

¹ Capitalized terms used herein and not otherwise defined herein shall have the meanings ascribed to such terms in the 152nd Omnibus Objection to Claims.

152nd 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 152nd 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 152nd 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

United States Bankruptcy Judge