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Attorneys for Debtors  
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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)**  
: **(Jointly Administered)**  
-----X

**NOTICE OF PRESENTMENT OF PROPOSED  
ORDER GRANTING DEBTORS' OBJECTION TO  
PROOF OF CLAIM NO. 69998 FILED BY THOMAS SMALLEY**

PLEASE TAKE NOTICE that Motors Liquidation Company (f/k/a General Motors Corporation) and its affiliated debtors, as debtors in possession (collectively, the “**Debtors**”), will present the attached proposed Order Granting Debtors’ Objection to Proof of Claim no. 69998 Filed by Thomas Smalley (the “**Proposed Order**”) to the Honorable Robert E. Gerber, United States Bankruptcy Judge, for signature on **March 22, 2011 at 12:00 noon (Eastern)**.

PLEASE TAKE FURTHER NOTICE that objections, if any, to the Proposed Order must be made in writing and received (i) in the Bankruptcy Judge’s chambers at the United States Bankruptcy Court for the Southern District of New York, One Bowling Green,

New York, New York 10004 and (ii) by 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.), not later than **March 22, 2011 at 11:30 a.m. (Eastern)**. Unless objections are received by that time, the Debtors may submit the Proposed Order to the Bankruptcy Court, which may be entered with no further notice or opportunity to be heard offered to any party

Dated: New York, New York  
March 16, 2011

/s/ Joseph H. Smolinsky

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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' OBJECTION TO  
PROOF OF CLAIM NO. 69998 FILED BY THOMAS SMALLEY**

Upon the objection dated January 27, 2011 (the "**Objection**")<sup>1</sup> to Proof of Claim No. 69998 filed by Thomas Smalley (the "**Smalley Claim**"), 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**"), and this Court's Order Pursuant to Section 502(b)(9) of the Bankruptcy Code and Bankruptcy Rule 3003(c)(3) Establishing the Deadline for Filing Proofs of Claim and Procedures Relating Thereto and Approving the Form and Manner of Notice Thereof (ECF No. 4079), seeking entry of an order disallowing and expunging proof of claim number 69998 on the grounds that it is time-barred under the applicable statute of limitations and was received after the Bar Date, all as more fully described in the Objection; and due and proper notice of the Objection having been provided, and it appearing that no other or further notice need be

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

provided; and Thomas Smalley having failed to appear at the hearing on the Objection on March 1, 2011 (the “**Hearing**”), and the Court having considered Thomas Smalley’s response to the Objection (ECF. No. 9488); and the Court having found and determined that the relief sought in the Objection 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 Objection establish just cause for the relief granted herein; and upon the record, including the findings of fact and conclusions of law set forth by this Court at the Hearing; and after due deliberation and sufficient cause appearing therefor, it is

ORDERED that the relief requested in the Objection is granted as provided herein; and it is further

ORDERED that, pursuant to section 502(b) of the Bankruptcy Code, the Claim is disallowed and expunged in its entirety; and it is further

ORDERED that the time to appeal runs from the date this order is entered; 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