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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK  
Case No. 09-50026-reg

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In the Matter of:

GENERAL MOTORS CORPORATION,

Debtors.

- - - - -x

U.S. Bankruptcy Court  
One Bowling Green  
New York, New York

March 29, 2011  
9:33 a.m.

B E F O R E:  
HON. ROBERT E. GERBER  
U.S. BANKRUPTCY JUDGE

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DEBTORS' 110th Omnibus Objection to Claims (Contingent Co-  
Liability Claims)

DEBTORS' 138th Omnibus Objection to Claims (Eurobond Deutsche  
Debt Claims)

DEBTORS' 141st Omnibus Objection to Claims (Eurobond Deutsche  
Debt Claims)

DEBTORS' 145th Omnibus Objection to Claims (Eurobond Deutsche  
Debt Claims)

DEBTORS' 159th Omnibus Objection to Claims (Contingent Co-  
Liability Claims)

DEBTORS' 192nd Omnibus Objection to Claims (Duplicate Debt  
Claims From Different Series of Debt)

DEBTORS' 197th Omnibus Objection to Claims (Claims for  
Preferred Stock)

DEBTORS' 209th Omnibus Objection to Claims (Contingent Co-  
Liability Claims)

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DEBTORS' 210th Omnibus Objection to Claims (Claims for Equity Interests)

DEBTORS' 211th Omnibus Objection to Claims (Tax Claims Assumed by General Motors LLC)

DEBTORS' 212th Omnibus Objection to Claims (Duplicate Debt Claims From Different Series of Debt)

DEBTORS' 213th Omnibus Objection to Claims (Duplicate Debt Claims - Wilmington Trust Bonds)

DEBTORS' 214th Omnibus Objection to Claims (Administrative Proofs of Claim for Equity Interests)

DEBTORS' 215th Omnibus Objection to Claims (Administrative Proofs of Claim for Equity Interests)

DEBTORS' 216th Omnibus Objection to Claims (Administrative Proofs of Claim for Pre-Petition Debt Claims)

DEBTORS' Motion to Reclassify Proof of Claim No. 29628 Filed By Tiesha McNeal

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DEBTORS' Objection to Proofs of Claim No. 12903 and 12904 Filed  
by Ohio National Life Insurance Company

DEBTORS' Objection to Proof of Claim No. 23554 Filed by Vera  
Smith

DEBTORS' Objection to Administrative Proof of Claim No. 70917  
Filed By Devaki Ganesan

DEBTORS' Objection to Administrative Proof of Claim No. 70696  
Filed by John S. Gray

DEBTORS' Motion to Reclassify to Proof of Claim No. 5722 Filed  
by Esta Perdue

IUE-CWA VEBA Trust's Motion Pursuant to 11 U.S.C. Sections 105  
and 363(b) to Approve the Assignment of IBEW and IUOE's  
Percentage Shares in the Allowed Claim to the IUE-CWA VEBA  
Trust

HEARING on Objection to Confirmation Order Filed by New York  
State Department of Environmental Conservation

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MOTION of Debtors for an Order Approving the Consent Decree and  
Settlement Agreement Between the United States of America and  
the Debtors

Transcribed by: Esther Accardi

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A P P E A R A N C E S :

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A P P E A R A N C E S : (continued)

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A P P E A R A N C E S : (continued)  
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## P R O C E E D I N G S

THE COURT: GM, Motors Liquidation.

(Pause)

Mr. Karotkin, obviously we're starting ten minutes early. Do you have the folks you need to deal with at least some of the things, such as the U.S. Government settlement?

Mr. Smolinsky, good morning.

(Pause)

THE COURT: Good morning.

MR. SMOLINSKY: Good morning, Your Honor. Joseph Smolinsky from Weil Gotshal & Manges for the debtors.

We only have one contested matter on the calendar today, and I'm not sure it should be characterized as contested. But there was a comment period put out by the United States Government, so we wanted to highlight that for the Court.

This is a motion to approve a settlement between the U.S. Government; specifically the EPA, and the debtors with respect to a claim filed by the U.S. Government in an amount in excess of two billion dollars.

This is a claim that was meant to assert liability under various federal environmental laws for a number of non-owned sites. These are sites that would give rise to general unsecured claims as opposed to administrative or priority claims.

1           We have been working with the government for over a  
2 year now on resolving environmental claims and we're thrilled  
3 that we have a settlement with respect to most of the sites  
4 that are part of this two billion dollar claim.

5           Under the settlement we are resolving the majority of  
6 the sites for a general unsecured allowed claim in the amount  
7 of a little bit over thirty-six million dollars. And then, in  
8 addition, there are agreements to allow surety fund to be used  
9 to clean up and to provide work with respect to certain of the  
10 sites.

11           Part and parcel of the settlement was that the  
12 government wanted to get paid -- wanted to get their  
13 distributions on the effective date. And the initial  
14 distribution with respect to those claims that were being  
15 allowed.

16           There was a little miscommunication because under  
17 prior orders of the Court we are authorized to enter into a  
18 settlement of this magnitude without coming back to this Court,  
19 as long as we provide a quarterly report.

20           THE COURT: From the estate perspective.

21           MR. SMOLINSKY: From the estate perspective.

22           THE COURT: But you have the additional need to get  
23 the public interest perspective approved, I gather.

24           MR. SMOLINSKY: That's correct, Your Honor. And the  
25 federal government did lodge this settlement with the

1 bankruptcy court back in early March, and a motion was not  
2 filed to approve that settlement under the standards of the  
3 federal government and the environmental laws.

4 So last week while Your Honor was out of chambers we  
5 submitted a motion shortening notice and setting this today, as  
6 the hearing date on that motion. Judge Gonzalez was kind  
7 enough to sign that order scheduling the hearing for today.

8 There was a comment period, and there were several  
9 comments which Ms. Kuehler, from the United States Attorney's  
10 office, with address specifically.

11 I just want to note for the Court that there is a  
12 companion stipulation which is being finalized with respect to  
13 the U.S. Government's reservation of setoff rights with respect  
14 to two of the claims that are being settled as part of the  
15 thirty-six million dollars. And that stipulation should be  
16 finalized in the next day or so. And if Your Honor would  
17 consider us just submitting that stipulation with the Court,  
18 that would be appreciated.

19 THE COURT: That kind of stip would be well within the  
20 estate's settlement authority and would not require me to make  
21 a public interest finding.

22 MR. SMOLINSKY: That's correct, Your Honor.

23 It would simply allow five million dollars --  
24 approximately five million dollars of claims, that are part of  
25 the thirty-six million dollars, to be paid in full pursuant to

1 setoffs of certain monies that the U.S. Government owns MLC.  
2 And in the order confirming the plan, which hopefully will be  
3 entered today, there's a reservation of rights for the  
4 government with respect to their setoff rights. So their  
5 setoff rights are not being affected by the plan, and this  
6 would preserve their rights to setoff in the future, if those  
7 amounts that are owed to MLC come to fruition. So they'll get  
8 a distribution for all amounts other than that five million  
9 dollars of setoff claims. And then if the setoff doesn't come  
10 to fruition they would get the remainder of their  
11 distributions.

12 The only other thing that I guess I would note is that  
13 under the settlement we're not resolving all of the sites. And  
14 there will be additional claims that will be considered  
15 disputed that will be subject to ongoing negotiations.

16 Your Honor may recall at the confirmation hearing, we  
17 had several objections by Onondaga and Selenis relating to the  
18 Onondaga remediation site. And those claims that are still  
19 being disputed are subject to those ongoing disputes. And the  
20 amounts that we're retaining in the claim are the amounts that  
21 were represented to this Court as being still reserved for that  
22 site. So this stipulation does not negatively impact the  
23 representations that were made to this Court in connection with  
24 the confirmation hearing.

25 At this time I would turn it over to Ms. Kuehler.

1 THE COURT: Ms. Kuehler, good morning.

2 MS. KUEHLER: Good morning, Your Honor. Natalie  
3 Kuehler from the U.S. Attorney's office for the Southern  
4 District of New York on behalf of the United States.

5 As Your Honor knows and Mr. Smolinsky just explained,  
6 we have already filed a series of environmental settlement  
7 agreements with this Court, which this Court has approved. And  
8 on March 4 we lodged an additional settlement agreement with  
9 the Court, which addresses the debtors' environmental  
10 liabilities at thirty-four sites in ten states, as well as the  
11 debtors' environmental liabilities under the Clean Air Act.

12 The United States has taken public comment on this  
13 settlement. And after reviewing the public comments received,  
14 the United States has determined that the settlement is fair,  
15 reasonable and consistent with environmental law.

16 THE COURT: You had six comments from -- substantially  
17 all of which -- or all of which were from PRPs?

18 MR. KUEHLER: That's correct, Your Honor. All six  
19 comments are from PRP groups at sites that are settled under  
20 the settlement agreement.

21 And the United States is now joining the debtors in  
22 seeking entry of the settlement agreement.

23 In ruling on the government's motion to approve the  
24 settlement agreements under environmental law, the Court  
25 conducts his own review of the proposed settlement agreement

1 for fairness and adequacy. But it should be deferential to the  
2 United States' determination that the settlement agreements  
3 are -- that the settlement agreement is in the public interest.

4 As Mr. Smolinsky mentioned, the United States and the  
5 debtors have been engaged in extensive negotiations with  
6 respect to the debtors' environmental liabilities. And the  
7 parties were represented in those negotiations not only by  
8 experienced counsel, but also by independent experts and  
9 specific EPA personnel, with knowledge of the various sites at  
10 issue.

11 The settlement agreement that is now before the Court  
12 and we're seeking to have the Court approve, is a result of  
13 those extensive arm's length negotiations. The essential terms  
14 of the settlement agreement have already been summarized by Mr.  
15 Smolinsky so I will not go into that in any further detail.

16 I would note that -- and I believe this is an  
17 important provision for the estate as part of the settlement  
18 agreement as Mr. Smolinsky has outlined, the United States has  
19 agreed to reduce -- to allow the debtors to reduce the reserve  
20 remaining for its unsettled environmental claims to 250  
21 million, which we believe is fully adequate to cover those  
22 remaining unsettled environmental claims.

23 As part of the process of determining that the  
24 settlement agreement is in the public interest, the United  
25 States solicited public comments by publishing the settlement

1 agreement in the federal register. And as just noted, we  
2 received six public comments all from PRP groups at specific  
3 sites at issue.

4 The public comments were provided to the Court in our  
5 papers filed yesterday. And they're addressed in detail in  
6 those papers, so I'm not going to dwell on them at length.  
7 I'll just briefly summarize them.

8 There was one comment from the Tremont PRPs, which  
9 essentially sought further explanation of the terms of the  
10 settlement agreement. And, specifically, how distributions to  
11 the PRP group would work in the future. And those explanations  
12 have been provided in the statement in support that the United  
13 States filed yesterday.

14 The remaining five public comments received  
15 essentially argue that the United States settlement amount with  
16 the debtors is insufficient. And that the settlement amount  
17 should be greater at the specific sites.

18 None of the comments object to the idea of a  
19 settlement in and of itself. Rather, they simply -- the PRP's  
20 simply believe that there should be more money allocated to  
21 their specific sites.

22 At none of the sites, however, have the PRPs provided  
23 any information or any facts and circumstances that the United  
24 States did not already consider in reaching the settlement with  
25 the debtors, and those consideration included an evaluation of

1 the expected future cleanup costs. And in two of the sites  
2 that we commented on, those future cleanup costs are expected  
3 to be significantly less than they were expected to be at the  
4 outset of this case.

5 It also included an evaluation of the debtors'  
6 equitable share of cleanup costs at the site, and then the  
7 information that was available to support these estimates.

8 The United States also took into account litigation  
9 risk and the costs that any delays in settling these sites  
10 would incur.

11 Based on its review of the public comments the United  
12 States has determined that the settlement agreement is just,  
13 that it is fair and reasonable, and in the public interest, and  
14 that it supports the goals of CERCLA, RICLA (ph.) and the Clean  
15 Air Act. And for these reasons the United States is requesting  
16 approval of the settlement agreement under the environmental  
17 laws.

18 THE COURT: All right, fair enough. Now, I'm aware of  
19 no objections in the bankruptcy court, am I correct?

20 MS. KUEHLER: That's correct, Your Honor.

21 THE COURT: How detailed findings do you need in light  
22 of the fact there are no objections?

23 MS. KUEHLER: Your Honor, we have submitted a proposed  
24 order to the Court, and we will not need great detail in this  
25 language.



1           THE COURT: All right. I see no need for further oral  
2 argument in light of there being no objections. Does anybody  
3 have a contrary view?

4           All right, Ms. Kuehler, Mr. Smolinsky, thinking I  
5 wasn't going to be addressing this until later in the morning,  
6 I didn't bring out my notes on this. But I think based upon my  
7 memory of what I read and my understanding of the field, I can  
8 give you a ruling right now without taking a recess.

9           Ms. Kuehler, if you want to sit down you can, you  
10 don't need to stand up there.

11          MS. KUEHLER: Thank you, Your Honor.

12          THE COURT: Your pleasure on that.

13                 In connection with this motion in the jointly  
14 administered cases of Motors Liquidation Company and it's  
15 affiliates, I'm asked to approve a settlement with the United  
16 States Government for a number of sites, which I believe to be  
17 twenty-six sites from my memory, but which may be off slightly.  
18 Under which the United States Government would get an unsecured  
19 claim, plus have access to various bonds that were provided for  
20 environmental cleanup. And, in addition, certain further  
21 remedial activity. There are no objections.

22                 A motion of this character requires me to rule on the  
23 motion from the dual perspective; that of the estate, on the  
24 one hand, and, also, vis-a-vis fairness to the United States  
25 public on the other, to satisfy my self that he settlement is

1 fair from a public perspective and is consistent with  
2 environmental policy.

3 This is the third of a series of motions that I've  
4 received of this character. This one being subject to similar  
5 principles of law that I articulated in earlier rulings.

6 As Ms. Kuehler noted appropriately in her oral  
7 argument, the case law in this area while it does require  
8 scrutiny from a judge like me, also provides for me to be  
9 differential to the government view.

10 This motion is plainly in the interest of the debtors,  
11 but it is also one of those cases which are the majority of  
12 them, when settlements have been negotiated at arm's length by  
13 competent counsel. Where it's in that sweet spot where it is  
14 also in the public interest.

15 Here, I find that the settlement was negotiated at  
16 arm's length by competent counsel. The government  
17 appropriately considered the comments. Most of which were  
18 merely for clarification. It is natural for any PRP to want to  
19 maximize the value that's allocated to any site or sites for  
20 which that PRP has responsibility. But while the motivation to  
21 seek clarification of that sort is understandable, that is not  
22 an objection that is legally cognizable from a judge like me.

23 I find that the agreement is consistent with the  
24 public interest, especially since the government by this  
25 settlement will have the ability to recognize the value on

1 these claims promptly without delay, so they could put its  
2 settlement to good public uses.

3 Having been negotiated at arm's length by competent  
4 counsel and with people who know what they're doing in the  
5 environmental field, it is also fully consistent with U.S.  
6 environmental policy.

7 I will sign the proposed order without further notice  
8 and hearing if, in fact, a copy of the order and disk have  
9 already been provided to my chambers.

10 Mr. Jones, you're nodding. I gather that they already  
11 have been?

12 MR. JONES: Yes, Your Honor.

13 THE COURT: Very well. Okay, other Motors Liquidation  
14 matters.

15 MR. KAROTKIN: Good morning, Your Honor. Stephen  
16 Karotkin, Weil Gotshal & Manges for the debtors.

17 One of the other items on the calendar is the proposed  
18 confirmation order. And I'm pleased to report as we notified  
19 your chambers last night, the State of New York and the debtors  
20 have come to an agreement on language for the proposed order  
21 which was submitted to your chambers last night. And with  
22 that, I believe there are no other objections.

23 THE COURT: All right. Ms. Leary, in the courtroom,  
24 you want to be heard?

25 MS. LEARY: Yes, Your Honor. I apologize I was here a

1 little bit late, Your Honor.

2 THE COURT: Well, actually, we started early, so we're  
3 even.

4 MS. LEARY: Well, there was someone on the number 1  
5 train that they weren't sure he was breathing so we -- I had to  
6 switch over.

7 I just have a very quick think to say, but it's my  
8 understanding by 6:30 last night, apparently, in the  
9 confirmation order there was no reference to this Court's  
10 issuance of its March 7th decision in which it made, I believe,  
11 certain findings and reached conclusions with respect to the  
12 objections. And that's essentially the agreement that we've  
13 reached with the debtors. And I'm happy to report that there  
14 is now a reference in the confirmation order to this Court's  
15 thirty-five page ruling.

16 Why is this important, because this Court ruled on  
17 certain things. And -- including New York and California's  
18 objection on exculpation, which is now in paragraph 52 of the  
19 order.

20 And when I walked into the courtroom Mr. Karotkin came  
21 back to greet me, and basically threatened me if I raised  
22 paragraph 52 the deal was off. I don't -- I'm not going to be  
23 intimidated, Mr. Karotkin. I'm happy to report to the Court  
24 that I think that's what you would want. And so that is the  
25 deal we've reached. I believe that the confirmation order

1 speaks for itself on, not just exculpation but on several other  
2 issues that the Court toiled to rule on. And hopefully the  
3 deal isn't off, Mr. Karotkin. Thank you, Your Honor.

4 THE COURT: Mr. Karotkin.

5 MR. KAROTKIN: I beg to differ, there was no threat.  
6 It was just, Your Honor, an understanding that we had reached a  
7 deal last night. We believed there was a deal that had been  
8 reached in the courthouse at the confirmation hearing.  
9 Unfortunately, apparently that had to be revisited.

10 The understanding we reached last night is reflected  
11 in the proposed order. And that's what we agreed to, and  
12 that's what we would ask Your Honor to sign.

13 THE COURT: All right, ladies and gentlemen, I have  
14 thousands of creditors whose distributions would have the  
15 potential of being delayed as a consequence of this. Including  
16 many environmental agencies who have unsecured claims apart  
17 from the -- more valuable claims they have under other  
18 settlements. And it's in the public interest to get this done.

19 I made my views as to the validity of the exculpation  
20 provisions very clear in my opinion. It is, of course,  
21 appropriate to specifically reference the published decision  
22 that issued a couple of days after the confirmation hearing.  
23 And we have here a dispute over the language which says, in  
24 substance, to the extent permitted by law they will then be the  
25 following exculpation.

1           Anybody who is in this solar system knows from reading  
2 the published decision that the extent to which it's authorized  
3 by law is zero.

4           By the same token as the debtors noted in their reply,  
5 there was quite a bit colloquy in the back and forth which made  
6 clear (A) that the state of New York does not want to block the  
7 plan or the distribution to the thousands of creditors, and  
8 that as long as the underlying principle is clear, it wasn't  
9 pressing the point. I don't know if it rises to the level of a  
10 waiver with quotes around it, although, obviously, as the reply  
11 makes clear, an argument could be made to that effect.

12           I'm going to sign the confirmation order as modified  
13 to reflect the agreement that was made last night.

14           We all know the extent to which those exculpation  
15 provisions have substantive effect. I made it clear in  
16 Adelphia, I made it clear in Chemtura, and now I've made it  
17 clear in this case. But we have to move on.

18           The settlement order will be -- excuse me,  
19 confirmation order, will be entered in its most recently  
20 revised form. The thousands of creditors of GM will be able to  
21 get their distributions. And, in the event, which I suspect is  
22 unlikely that there is ever a dispute on it, the issue's going  
23 to come before me, and I have a long memory. And to the extent  
24 I don't have such a great memory, I can read and understand one  
25 of my own decisions. So that's where we are, folks.

1           Do I have a floppy or an e-mail with the most recent  
2 form of the confirmation order?

3           MR. KAROTKIN: Yes, sir.

4           THE COURT: Okay. That's how we're going to deal with  
5 it, folks.

6           Mr. Karotkin, to what extent do you or Mr. Smolinsky  
7 have other business?

8           MR. KAROTKIN: I do not. If I may be excused?

9           THE COURT: Yes, sir.

10          MR. KAROTKIN: Thank you.

11          MR. SMOLINSKY: Thank you, Your Honor. Joe Smolinsky  
12 for the debtors.

13          We have a number of claims matters on. Unless Your  
14 Honor has questions, I'm going to run through them very  
15 quickly.

16          THE COURT: Sure.

17          MR. SMOLINSKY: Looking at the agenda -- the amended  
18 agenda that was filed yesterday evening, number 2 is debtors'  
19 objection to proof of claim 23554 filed by Vera Smith. We've  
20 received no objections to that object -- no responses to that  
21 objection.

22          The next debtors' objection to administrative proof of  
23 claim filed by John S. Gray, it's item number 3. Again, we  
24 received no responses. And we'd like to move for the  
25 expungement of that claim.

1           Item number 4, debtors' objection to administrative  
2 proof of claim filed by Devaki Ganesan. We received no  
3 responses.

4           Number 5 on the agenda, debtors' motion to reclassify  
5 proof of claim filed by Esta Perdue. We received no  
6 objections.

7           Item number 6, debtors' objection to proof of claim  
8 filed by Ohio National Life Insurance Company. We received no  
9 objection to that objection as well.

10          Item number 7, debtors' motion to reclassify proof of  
11 claim filed by Tiesha McNeal. No response.

12          Number 8, debtors' motion to reclassify claim filed by  
13 Calvin Dean. No responses.

14          Item number 9, debtors' objection to claim filed by  
15 Richard Tithor. No responses.

16          And maybe I'll stop there in case anyone has anything  
17 to say on those objections.

18          THE COURT: All right, pause, Mr. Smolinsky. Anybody  
19 want to be heard on what we've gone through so far?

20          No response.

21          Continue, Mr. Smolinsky.

22          MR. SMOLINSKY: The next matter on the agenda is  
23 actually a motion filed by the IUE-CWA VEBA Trust. It's a  
24 motion to seek authorization to assign its shares that it will  
25 receive under the plan to the IUE-CWA VEBA Trust. This is not



1 our motion, but the debtors' have no objection.

2 THE COURT: Anybody here on behalf of the union?

3 UNIDENTIFIED SPEAKER: Here, Your Honor, counsel for  
4 VEBA trust.

5 THE COURT: I'll allow you to be heard if you want,  
6 but I see no reason for anything other than simply granting it.  
7 I put a scare into you for a second, I'm sorry. That's what  
8 double negatives will do to you.

9 My tentative is to grant the motion. If you want to  
10 be heard I'll allow you to.

11 UNIDENTIFIED SPEAKER: Thank you, Your Honor, that's  
12 not necessary.

13 THE COURT: Okay. Granted.

14 MR. SMOLINSKY: Thank you, Your Honor. Item number 11  
15 on the calendar is the debtors' 110th omnibus objection to  
16 claims, contingent co-liability claims. I'm happy to report  
17 that we have agreed with two of the three parties on  
18 stipulations. That's Cummings Inc. and Detroit Diesel. We'll  
19 be able to submit those stipulations today. And the matter  
20 will be adjourned with respect to Granite State Insurance  
21 Company, which will be the last remaining objection on that  
22 motion.

23 Next, Your Honor, we have item number 12, the debtors'  
24 138th omnibus objection to claims. We can now go forward on an  
25 uncontested basis with Schaeffer. And the matter will be

1 adjourned solely with respect to the Herzeel (ph.) response  
2 till April 26th.

3 Item number 13, the debtors' 141st omnibus objection  
4 to claims. Those are Eurobond claims. We can now go forward  
5 on an uncontested basis with respect to the Gray response; Mark  
6 Edward Gray. And we'll be adjourning the matter only with  
7 respect to the Bader (ph.) Schneider response to April 26th.

8 Item number 14, the debtor's 145th omnibus objection  
9 to claims. This matter can now go forward on an uncontested  
10 basis with respect to Walter Plapp (ph.). And the 145th  
11 omnibus objection will then be completely resolved, as there  
12 are no remaining objections to that motion -- that objection.

13 Item number 15, the debtors' 159th omnibus objection  
14 to claims. That's contingent co-liability claims. We have now  
15 finalized the stipulation with Arrowwood Indemnity Company.  
16 And we could submit a stipulation to Your Honor for  
17 consideration. Which would leave only the Traveler's claim,  
18 which will be adjourned to April 26th.

19 Item number 16, the debtors' 161st omnibus objection  
20 to claims. Those are liabilities that have been assumed by New  
21 GM. We have resolved with respect to Jill Hanhay (ph.) and we  
22 have a stipulation which we will submit to the Court for  
23 approval. And we will adjourn with respect to the remaining  
24 responses till April 26th.

25 Item number 17, the debtors' 192nd omnibus objection

1 to claims. With respect to that motion we can now move forward  
2 with all of the remaining responses on an uncontested basis.  
3 And that will completely resolve the 192nd omnibus objection.

4 Item number 18, the debtors' 197th omnibus objection  
5 to claim. We can now go forward with the final response by  
6 Barbara Enuck (ph.). And that will completely resolve the  
7 197th omnibus objection.

8 THE COURT: What do you mean by we can go forward  
9 with?

10 MR. SMOLINSKY: We've been spending tremendous energy  
11 contacting and discussing a lot of these informal objections  
12 with various parties. With respect to the Eurobond, we have  
13 German speakers and Italian speakers, attorneys who have  
14 reached out. And after discussing the premise of our  
15 objections they now understand what it is to have a duplicate  
16 bond objection, what it is to have a stock claim that they  
17 filed a claim for. And so we've been resolving these claims  
18 along the way on a one-on-one basis. So that means --

19 THE COURT: Okay. The Eurobond issue would simply  
20 that those obligations had already been scheduled and/or  
21 covered by the indentured trustee, so there was no need for  
22 people to file them separately.

23 MR. SMOLINSKY: That's correct, Your Honor. In the  
24 case of Barbara Enuck, that was a preferred stock -- preferred  
25 stock claim, but, in fact, it was simply a common stock claim

1 and we know what's happening to common stock. So she has  
2 agreed to allow the matter to go forward on an uncontested  
3 basis.

4 Item number 19 is the debtors' 199th omnibus objection  
5 to claims. That's also a preferred stock motion. We can go  
6 forward on an uncontested basis with respect to the Oris  
7 response. And we will have one remaining objection that will  
8 be adjourned to April 26th, and that is the Nann response, N-A-  
9 N-N.

10 Item number 20 is the debtors' 208th omnibus objection  
11 to claim. I'll handle the 208th and 209th together because  
12 those are both objections to contingent co-liability claims.

13 We've been speaking to all of those parties. Many of  
14 which simply filed informal objections asking for more time.  
15 We have one or two stipulations specifically with respect to  
16 Reynolds Corporation that we could submit to Your Honor which  
17 resolves that objection.

18 And with respect to the others, a number of them have  
19 indicated that they no longer wish to go forward. They  
20 understand the 502, the issues. And we would propose here  
21 there are a large number, we're going to either get their  
22 agreement to submit an order expunging the claim, or we'll kick  
23 it over to April 26th.

24 THE COURT: I think I have three published decisions  
25 in that area now, don't I?

1 MR. SMOLINSKY: Yes, Your Honor. But everyone wants  
2 to discuss it.

3 MR. SMOLINSKY: Item number 21 -- I'm sorry, that's  
4 209th.

5 That resolves the ones -- the objections that have  
6 been ongoing from time-to-time.

7 Now moving to the first time on omnibus objection. We  
8 have the debtors' 210th omnibus objection to claim. We  
9 received two responses; Gallagher and McKinney, and will  
10 adjourn with respect to them. That is a claim for equity  
11 interests. And we'll seek default with respect to the  
12 remaining claims.

13 Item number 23, debtors' 211th omnibus objection to  
14 claim. Those are tax claims assumed by General Motors LLC.

15 We are adjourning the Marion County response and we  
16 will be withdrawing our motion with respect to Richland County  
17 Treasurer. And we'll reflect that in an order. I'll submit it  
18 to Your Honor.

19 With respect to the remaining claims, we received no  
20 responses.

21 Item number 24 is the debtors' 212th omnibus objection  
22 to claims. That's duplicate debt claims from different series  
23 of debt. Those are -- they held a variety of different debt  
24 instruments. Again, as Your Honor noted, all duplicative of  
25 indentured trustee and fiscal paying agent claims that are

1 being allowed into the plan. We received no responses so we'll  
2 be moving forward with the default on them -- on that motion.

3 Item number 25, debtors' 213th omnibus objection to  
4 claims. Same thing, duplicate debt claims. We have one  
5 objection from Cecil Benjamin. We'll adjourn with respect to  
6 that claim and seek entry of an order with respect to the  
7 remainder.

8 Item number 26th, the debtors' 214th omnibus objection  
9 to claims. Those are administrative proofs of claim filed by  
10 holders of equity interests. We received four objections which  
11 we will adjourn and continue to speak with them. And we'll go  
12 forward with respect to the remainder of the parties.

13 Item number 27, that's the debtors' 215th omnibus  
14 objection to claims. These are, again, administrative proofs  
15 of claim for holders of -- filed by holders of equity  
16 interests. We received one response by Austin and Rebecca  
17 Viall, V-I-A-L-L. There's an incomplete entry on the agenda.  
18 The matter is going forward with respect to all of the  
19 objections other than Viall. And we will adjourn to April 26th  
20 with respect to the Viall response.

21 The last matter, Your Honor, number 28, debtors' 216th  
22 omnibus objections to claim. There's one response. This is  
23 administrative proofs of claim filed by pre-petition debt claim  
24 holders. We received one response by Mueller (ph.), Carl  
25 Phillip Mueller. And we will adjourn with respect to his

1 claim, while we continue to reach out. And we will seek entry  
2 of an order with respect to the remainder.

3 That's it, Your Honor.

4 THE COURT: Okay. Does anybody whose claim was  
5 mentioned by Mr. Smolinsky in the last five or ten minutes,  
6 want to be heard with respect to what Mr. Smolinsky said?

7 No response.

8 Okay. Then, Mr. Smolinsky, all of your objections to  
9 the extent they were not responded to are sustained. All of  
10 your consensual resolutions are likewise ratified. And the  
11 remainder that you proposed to kick, will be kicked,  
12 principally to April 26th, did you say?

13 MR. SMOLINSKY: That's correct, Your Honor.

14 THE COURT: That's fine. And have one of your  
15 associates get me orders to implement all of that.

16 MR. SMOLINSKY: We have a large number of matters on  
17 for the 26th, obviously. And we'll work with chambers to try  
18 to make sure that we don't overwhelm the Court.

19 THE COURT: Yeah, you got to do that. If it's just a  
20 question of dealing with me ratifying deals or granting  
21 defaults, that's not a problem. But you got to triage my time  
22 for anything that requires a ruling that day.

23 MR. SMOLINSKY: We will, Your Honor.

24 THE COURT: Okay. All right, anything else on Motors  
25 Liquidation? No.

1           Then everybody who was here only on Motors Liquidation  
2 is free to leave. Thanks very much.

3           IN UNISON: Thank you.

4           THE COURT: Try to do it as quickly as you can,  
5 though, folks, because I got a lot of people here on further  
6 matters today.

7           (Whereupon these proceedings were concluded at 10:09 a.m.)

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I N D E X

R U L I N G S

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C E R T I F I C A T I O N

I, Esther Accardi, certify that the foregoing transcript is a true and accurate record of the proceedings.

**Esther Accardi**  
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**Date: March 30, 2011**