

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re	:	Chapter 11 Case No.
	:	
MOTORS LIQUIDATION COMPANY, et al., f/k/a General Motors Corp., et al.	:	09-50026 (REG)
	:	
Debtors.	:	(Jointly Administered)
	:	
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**ORDER GRANTING OBJECTION TO PROOF OF CLAIM
OF AUTONATION, INC. (CLAIM NO. 50085)**

Upon the objection (the “**Objection**”) to the proof of claim of AutoNation, Inc. and Subsidiaries (“**Autonation**”) (Claim No. 50085) (the “**Claim**”), filed by the Motors Liquidation Company GUC Trust formed by the above-captioned debtors (collectively, the “**Debtors**”) in connection with the Debtors’ Second Amended Joint Chapter 11 Plan, dated March 18, 2011, pursuant to sections 502(b) and 502(e)(1)(B) of title 11 of the United States Code (the “**Bankruptcy Code**”), seeking entry of an order disallowing and expunging the Claim on the grounds that such Claim seeks reimbursement or contribution for costs that were contingent or unliquidated at the time of the claim, 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 provided; 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 establishes 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 Objection is granted; and it is further

ORDERED that, pursuant to sections 502(b) and 502(e)(1)(B) of the Bankruptcy Code and Bankruptcy Rule 3007, the Claim is disallowed and expunged; and it is further

ORDERED that, to the extent Autonation pays a third party prior to the closing of the Debtors' bankruptcy cases and such payment is subject to indemnification by the Debtors as described in the Claim (such claim, the "Autonation Liquidated Claim"), (A) the GUC Trust (i) shall not challenge Autonation's position that "cause" exists under section 502(j) of the Bankruptcy Code with respect to the Autonation Liquidated Claim and (ii) shall retain its rights to object to the allowance of the Autonation Liquidated Claim on any other basis; and (B) the GUC Trust and Autonation each reserve their respective rights to argue that the Fully Unliquidated Claims Reserve may be used to satisfy the Autonation Liquidated Claim; 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
September 24, 2012

s/ Robert E. Gerber
United States Bankruptcy Judge