

**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 MOTORS LIQUIDATION COMPANY
GUC TRUST’S OBJECTION TO PROOF OF CLAIM NO. 71060**

WHEREAS class counsel, SL Chapman LLC, f/k/a LakinChapman, LLC (“**Class Counsel**”) filed Proof of Claim No. 71060 (the “**Castillo Class Claim**”) on behalf of Kelly Castillo, Nichole Brown, Brenda Alexis Digiandomenico, Valerie Evans, Barbara Allen, Stanley Ozarowski, and Donna Santi (the “**Castillo Plaintiffs**”), each individually and on behalf of all others similarly situated (the “**Castillo Class**”) based on a Stipulation of Settlement (the “**Stipulation of Settlement**”) and Final Judgment (the “**Final Judgment**”) entered by the United States District Court for the Eastern District of California, which fully resolved all claims alleged against the former General Motors Corporation in the matter styled *Castillo et al. v. General Motors Corporation*, Case No. 2:07-CV-02142 WBS-GGH; and

WHEREAS Class Counsel filed proof of claim no. 71059 (the “**Attorneys’ Fees and Expenses Claim**”) in the amount of \$4,425,000 based on the award of attorneys’ fees and expenses provided for in the Stipulation of Settlement and Final Judgment; and

WHEREAS twenty-four individual claimants filed the following proofs of claim based on the Stipulation of Settlement and Final Judgment (the “**Individual Claims**”): Claim No. 9127, filed by Lee Ira Washington; Claim No. 17445, filed by Sean K. Emerson; Claim No.

18051, filed by Laurita Faubel; Claim No. 18406, filed by Bobbie J. Campbell Enlow; Claim No. 19696, filed by Dianna Gooden Criss; Claim No. 20323, filed by Nancy M. Hunt; Claim No. 22864, filed by Mark J. Casto; Claim No. 29200, filed by Tammy K. Kingdollar; Claim No. 36207, filed by Steven Skalsky, Jr.; Claim No. 44008, filed by Saturn VTi Class Action Member; Claim No. 44301, filed by Barbara J. Hernandez; Claim No. 61271, filed by Mary Dixon; Claim No. 62663, filed by Mary E. Rodriguez; Claim No. 62771, filed by Nichole Brown (a Class Representative); Claim No. 62772, filed by Barbara Allen (a Class Representative); Claim No. 62773, filed by Stanley Ozarowski (a Class Representative); Claim No. 62775, filed by Donna Santi (a Class Representative); Claim No. 62776, filed by Kelly Castillo (a Class Representative); Claim No. 62777, filed by Brenda Digiandomenico (a Class Representative); Claim No. 62778, filed by Valerie Evans (a Class Representative); Claim No. 64965, filed by Michael Knizuk; Claim No. 65674, filed by Perry F. Vick; Claim No. 69429, filed by Rachel L. Boodram; and Claim No. 69818, filed by Ronald L. Phillips; and

WHEREAS Motors Liquidation Company GUC Trust (the “**GUC Trust**”) filed the Objection dated August 23, 2012 (the “**Objection**”) [Docket No. 4079] to the Castillo Class Claim, seeking entry of an order disallowing and expunging the Castillo Class Claim on the grounds that, among other things, members of the Castillo Class are estopped from obtaining class relief, application of Bankruptcy Rule 7023 is not appropriate and should be denied, and the Castillo Class fails to satisfy Rule 23 of the Federal Rules of Civil Procedure, all as more fully described in the Objection; and

WHEREAS due and proper notice of the Objection having been provided, and it appearing that no other or further notice need be provided; and

WHEREAS the Court having been advised by the parties that members of the Castillo Class have received a total of \$36,188,826.23 in consideration as a result of the Stipulation of Settlement and Final Judgment; and

WHEREAS the Court having determined that the relief sought in the Objection is in the best interests of the GUC Trust, the Debtors, their estates, creditors, and all parties in interest and that just cause exists for the relief granted herein;

WHEREAS Class Counsel, on behalf of the Castillo Class, opposed the Objection; and

WHEREAS the Court having exercised its discretion under Bankruptcy Rule 9014 and having declined to extend Bankruptcy Rule 7023 to the Castillo Class Claim; and

NOW, after due deliberation and sufficient cause appearing therefor, and for the additional reasons set forth in the Court's oral order of September 24, 2012, 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 Castillo Class Claim is disallowed and expunged in its entirety; and it is further

ORDERED that, for the avoidance of doubt, this Order has no *res judicata*, estoppel, waiver, accord and satisfaction, or other effect on the validity or allowance of the Individual Claims, the Attorneys' Fees and Expenses Claim, and the Castillo Plaintiffs' pending appeal, *Kelly Castillo et al. v. General Motors Corp. et al.*, 12-cv-04948-BSJ, in the United States District Court for the Southern District of New York; 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
October 2, 2012

s/ Robert E. Gerber
United States Bankruptcy Judge