

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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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 PURSUANT TO SECTION 502(b)(9) OF THE
BANKRUPTCY CODE AND BANKRUPTCY RULE 3003(c)(3)
SUPPLEMENTING THE ORDER ESTABLISHING THE
DEADLINE FOR FILING PROOFS OF CLAIM WITH RESPECT
TO CERTAIN CLAIMS RELATING TO CERTAIN PROPERTIES
AND APPROVING THE FORM AND MANNER OF NOTICE**

Upon the oral Motion (the “**Motion**”), of Motors Liquidation Company (f/k/a General Motors Corporation) and its affiliated debtors, as debtors in possession (collectively, the “**Debtors**”), for entry of an order pursuant to section 502(b)(9) of the Bankruptcy Code and Bankruptcy Rule 3003(c)(3) supplementing the Order of this Court dated September 16, 2009 (the “**Existing Bar Date Order**”) that, inter alia, established November 30, 2009 (the “**Existing Bar Date**”) as the deadline for the filing of proofs of claim (a “**Proof of Claim**”) against any Debtor to assert any claim (as defined in section 101(5) of the Bankruptcy Code) (a “**Claim**”) that arose prior to June 1, 2009 (the “**Commencement Date**”), solely to provide for supplemental notice to residences located adjacent to the material manufacturing properties of the Debtors set forth on Exhibit A annexed hereto (the “**Properties**”) of the deadline to file certain claims relating to the Properties; and it appearing that each of the Official Committee of Unsecured Creditors (the “**Committee**”), the United States Department of the Treasury (the “**Treasury**”) and the Office of the United States Trustee (the “**U.S. Trustee**”) have consented to the relief provided herein, and it appearing that no other or further notice need be provided; and

the Court having found and determined that the relief granted herein is in the best interests of the Debtors, their estates, creditors, and all parties in interest and that just cause exists for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is

ORDERED that this Order applies only to entities residing (the “**Residents**”) adjacent to or in the proximity of the Properties and to any Claims they may have with respect to their person or real property arising from being located adjacent to or in the proximity of the Properties (a “**Property Claim**”), and the Existing Bar Date Order and Existing Bar Date shall continue to apply in all respects to all other Claims and entities; and it is further

ORDERED that the following procedures for filing Proofs of Claim with respect to Residents and Property Claims are approved:

- (a) The Property Bar Date shall be **February 10, 2010 at 5:00 p.m. (Eastern Time)**.
- (b) Proofs of Claims must: (i) be written in the English language; (ii) be denominated in lawful currency of the United States as of June 1, 2009; (iii) conform substantially to the Proof of Claim form annexed hereto as Exhibit B (the “**Proof of Claim Form**”) or the Official Bankruptcy Form No. 10 (“**Official Form 10**”)¹; (iv) specify the Debtor against which the Proof of Claim is filed; (v) set forth with specificity the legal and factual basis for the alleged Claim; (vi) include supporting documentation or an explanation as to why such documentation is not available; and (vii) be signed by the claimant or, if the claimant is not an individual, by an authorized agent of the claimant.
- (c) If a claimant asserts a Property Claim against more than one Debtor, the claimant **must** file a separate Proof of Claim against each Debtor.
- (d) Proofs of Claim shall be deemed timely filed only if the Proofs of Claim are **actually received** by the Debtors’ court approved claims agent, the Garden City Group, Inc. (“**GCG**”), or by the Court, on or before **February 10, 2010** at:

¹ Official Form 10 can be found at www.uscourts.gov/bkforms/index.html, the Official Website for the United States Bankruptcy Courts.

If by hand delivery or overnight courier:

The Garden City Group, Inc.
Attn: Motors Liquidation Company Claims Processing
5151 Blazer Parkway, Suite A
Dublin, Ohio 43017

If by first-class mail:

The Garden City Group, Inc.
Attn: Motors Liquidation Company
P.O. Box 9386
Dublin, Ohio 43017-4286

OR

If by hand delivery:

United States Bankruptcy Court, SDNY
One Bowling Green
Room 534
New York, New York 10004

- (e) Proofs of Claim sent by facsimile, telecopy, or electronic mail transmission **will not** be accepted.
- (f) The following persons or entities are **not** required to file a Proof of Claim on or before February 10, 2010, with respect to the claims described below:
1. any person or entity whose Property Claim is listed on the Schedules and (i) whose Property Claim is **not** described thereon as “disputed,” “contingent,” or “unliquidated,” (ii) who does not dispute the amount or classification of the Property Claim set forth in the Schedules, and (iii) who does not dispute that the Property Claim is an obligation of the specific Debtor against which the Property Claim is listed on the Schedules;
 2. any person or entity whose claim has been paid in full;
 3. any holder of a claim allowable under sections 503(b) and 507(a)(2) of the Bankruptcy Code as an administrative expense (**other than** a 503(b)(9) Claim);
 4. any person or entity that holds a Property Claim that has been allowed by an order of this Court entered on or before February 10, 2010;
 5. any holder of a Property Claim for which a separate deadline is fixed by this Court;

6. any Debtor in these cases having a Property Claim against another Debtor;
 7. any entity that, as of the Property Bar Date, is an affiliate (as defined in section 101(2) of the Bankruptcy Code) of any Debtor;
 8. any holder of a Property Claim who has already properly filed a Proof of Claim with the Clerk of the Court or GCG, against any of the Debtors utilizing a Claim form which substantially conforms to the Proof of Claim Form or Official Form 10.
- (g) Any person or entity that relies on the Schedules has the responsibility to determine that its Claim is accurately listed in the Schedules.

ORDERED that any holder of a Property Claim against the Debtors that is required but fails to file a Proof of Claim in accordance with this Order on or before February 10, 2010 shall be forever barred, estopped and enjoined from asserting such Property Claim against each of the Debtors and their respective estates (or filing a Proof of Claim with respect thereto), and each of the Debtors and their respective chapter 11 estates, successors, and property shall be forever discharged from any and all indebtedness or liability with respect to such Property Claim, and such holder shall not be permitted to vote to accept or reject any chapter 11 plan filed in these chapter 11 cases, participate in any distribution in any of the Debtors' chapter 11 cases on account of such Property Claim, or receive further notices with respect to any of the Debtors' chapter 11 cases; and it is further

ORDERED that the Proof of Claim Form and the proposed notice of the Property Bar Date, substantially in the form annexed hereto as Exhibit C (the "**Property Bar Date Notice**"), are hereby approved; and it is further

ORDERED that the following notice procedures are hereby approved:

- (a) Within **ten days** of entry of this Order, the Debtors shall cause to be mailed (i) a Proof of Claim Form and (ii) the Property Bar Date Notice to the following parties:

1. the United States Trustee for the Southern District of New York and the U.S. Attorney's Office, S.D.N.Y.;
2. the attorneys for the Committee; and
3. all known residences within an approximate 0.5 radius of each of the Properties.

(b) The Debtors shall post the Proof of Claim Form and Property Bar Date Notice on the website established by GCG for the Debtors' cases: www.motorsliquidationdocket.com;

and it is further

ORDERED that the Debtors shall publish the Property Bar Date Notice, with the legend at the top of the first page omitted and with any necessary modifications for ease of publication, once in each of the newspapers set forth on Exhibit D annexed hereto at least **thirty days** prior to the Property Bar Date, which publication is hereby approved and shall be deemed good, adequate, and sufficient publication notice of the Property Bar Date and the procedures for filing Property Claims in these cases; and it is further

ORDERED that the Debtors may, in their sole discretion, publish the Property Bar Date Notice in other newspapers, trade journals, or similar publications; and it is further

ORDERED that the Debtors and GCG are authorized and empowered to take such steps and perform such acts as may be necessary to implement and effectuate the terms of this Order; and it is further

ORDERED that notification of the relief provided for in this Order as provided herein is fair and reasonable and will provide good, sufficient, and proper notice to all applicable creditors of their rights and obligations in connection with Property Claims they may have against the Debtors in these chapter 11 cases; and it is further

ORDERED that nothing in this Order shall prejudice the right of the Debtors or any other party in interest to dispute or assert offsets or defenses to any Claim; and it is further

ORDERED that entry of this Order is without prejudice to the right of the Debtors to seek a further order of this Court fixing the date by which holders of Claims **not** subject to a bar date must file such Claims against the Debtors or be forever barred from doing so; 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
December **18**, 2009

s/ Robert E. Gerber
UNITED STATES BANKRUPTCY JUDGE

Exhibit A

Material Properties Owned by the Debtors

Site Name	Address	City, State Zip
BUICK CITY	902 EAST HAMILTON AVENUE	FLINT, MICHIGAN 48550
FIERO SITE	900 BALDWIN AVENUE	PONTIAC, MICHIGAN 48340
FLINT FLOWTHROUGH WAREHOUSE	4002 JAMES COLE BOULEVARD	FLINT, MICHIGAN 48503
GMPT - FREDERICKSBURG	11032 TIDEWATER TRAIL	FREDERICKSBURG, VIRGINIA 22408
GMPT - LIVONIA	12200 MIDDLEBELT	LIVONIA, MICHIGAN 48150
GMPT - PARMA COMPLEX	5400 CHEVROLET BOULEVARD PO BOX 30098	PARMA, OHIO 44130
GMPT - WILLOW RUN	2930 ECORSE ROAD	YPSILANTI, MICHIGAN 48198
GMVM - MORAINES ASSEMBLY	2601 WEST STROOP ROAD	MORAINES, OHIO 45439
GMVM - PONTIAC ASSEMBLY	2100 SOUTH OPDYKE ROAD	PONTIAC, MICHIGAN 48341
GMVM - WILMINGTON ASSEMBLY	801 BOXWOOD ROAD PO BOX 1512 - 19899	WILMINGTON, DELAWARE 19804
PCC-VALIDATION	200 SOUTH BOULEVARD WEST	PONTIAC, MICHIGAN 48341
SAGINAW NODULAR IRON	2100 VETERANS MEMORIAL PARKWAY	SAGINAW, MICHIGAN 48605
SHREVEPORT PLANT (GMVM & STAMPING)	7600 GENERAL MOTORS BOULEVARD PO BOX 30011 - 71130-0011	SHREVEPORT, LOUISIANA 71130
STAMPING - GRAND RAPIDS	300 36TH STREET SOUTHWEST	WYOMING, MICHIGAN 49548
STAMPING - INDIANAPOLIS	340 WHITE RIVER PARKWAY WEST DRIVE SOUTH 50	INDIANAPOLIS, INDIANA 46206
STAMPING - MANSFIELD	2525 WEST FOURTH STREET PO BOX 2567 - 44906	MANSFIELD, OHIO 44906
STAMPING - PITTSBURGH	1451 LEBANON SCHOOL ROAD	WEST MIFFLIN, PENNSYLVANIA 15122
STAMPING - PONTIAC NORTH CAMPUS	220 EAST COLUMBIA	PONTIAC, MICHIGAN 48340

Exhibit B

Proof of Claim Form



UNITED STATES BANKRUPTCY COURT FOR THE SOUTHERN DISTRICT OF NEW YORK		PROOF OF CLAIM
Name of Debtor (Check Only One): <input type="checkbox"/> Motors Liquidation Company (f/k/a General Motors Corporation) <input type="checkbox"/> MLCS, LLC (f/k/a Saturn, LLC) <input type="checkbox"/> MLCS Distribution Corporation (f/k/a Saturn Distribution Corporation)	Case No. 09-50026 (REG) 09-50027 (REG) 09-50028 (REG)	
<small>NOTE: This form should not be used to make a claim for an administrative expense arising after the commencement of the case, but may be used for purposes of asserting a claim under 11 U.S.C. § 503(b)(9) (see Item #4). All other requests for payment of an administrative expense should be filed pursuant to 11 U.S.C. § 503.</small>		
Name of Creditor (the person or other entity to whom the debtor owes money or property): Name and address where notices should be sent: Telephone number: Email Address:	<input type="checkbox"/> Check this box to indicate that this claim amends a previously filed claim. Court Claim Number: _____ <i>(If known)</i> Filed on: _____	
Name and address where payment should be sent (if different from above): Telephone number:	<input type="checkbox"/> Check this box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars. <input type="checkbox"/> Check this box if you are the debtor or trustee in this case.	
1. Amount of Claim as of Date Case Filed, June 1, 2009: \$ _____ <small>If all or part of your claim is secured, complete item 3 below; however, if all of your claim is unsecured, do not complete item 3. If all or part of your claim is entitled to priority, complete item 4.</small> <input type="checkbox"/> Check this box if claim includes interest or other charges in addition to the principal amount of claim. Attach itemized statement of interest or charges.	4. Amount of Claim Entitled to Priority under 11 U.S.C. § 507(a). If any portion of your claim falls in one of the following categories, check the box and state the amount. Specify the priority of the claim. <input type="checkbox"/> Domestic support obligations under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B). <input type="checkbox"/> Wages, salaries, or commissions (up to \$10,950*) earned within 180 days before filing of the bankruptcy petition or cessation of the debtor's business, whichever is earlier - 11 U.S.C. § 507(a)(4). <input type="checkbox"/> Contributions to an employee benefit plan - 11 U.S.C. § 507(a)(5). <input type="checkbox"/> Up to \$2,425* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use - 11 U.S.C. § 507(a)(7). <input type="checkbox"/> Taxes or penalties owed to governmental units - 11 U.S.C. § 507(a)(8). <input type="checkbox"/> Value of goods received by the Debtor within 20 days before the date of commencement of the case - 11 U.S.C. § 503(b)(9) (§ 507(a)(2)) <input type="checkbox"/> Other - Specify applicable paragraph of 11 U.S.C. § 507(a)(____). Amount entitled to priority: \$ _____ <small>*Amounts are subject to adjustment on 4/1/10 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment.</small>	
2. Basis for Claim: _____ <small>(See instruction #2 on reverse side.)</small>	3. Secured Claim (See instruction #3 on reverse side.) Check the appropriate box if your claim is secured by a lien on property or a right of setoff and provide the requested information. Nature of property or right of setoff: <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Equipment <input type="checkbox"/> Other Describe: _____ Value of Property: \$ _____ Annual Interest Rate: ____ % Amount of arrearage and other charges as of time case filed included in secured claim, if any: \$ _____ Basis for perfection: _____ Amount of Secured Claim: \$ _____ Amount Unsecured: \$ _____	
5. Credits: The amount of all payments on this claim has been credited for the purpose of making this proof of claim. 6. Documents: Attach redacted copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements or running accounts, contracts, judgments, mortgages, and security agreements. You may also attach a summary. Attach redacted copies of documents providing evidence of perfection of a security interest. You may also attach a summary. (See instruction 6 on reverse side.) DO NOT SEND ORIGINAL DOCUMENTS. ATTACHED DOCUMENTS MAY BE DESTROYED AFTER SCANNING. If the documents are not available, please explain in an attachment.	FOR COURT USE ONLY	
Date: _____	Signature: The person filing this claim must sign it. Sign and print name and title, if any, of the creditor or other person authorized to file this claim and state address and telephone number if different from the notice address above. Attach copy of power of attorney, if any.	

Penalty for presenting fraudulent claim: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571.

Modified B10 (GCG) (12/08)

INSTRUCTIONS FOR PROOF OF CLAIM FORM

The instructions and definitions below are general explanations of the law. In certain circumstances, there may be exceptions to these general rules. The attorneys for the Debtors and their court-appointed claims agent, The Garden City Group, Inc., are not authorized and are not providing you with any legal advice.

A SEPARATE PROOF OF CLAIM FORM MUST BE FILED AGAINST EACH DEBTOR

PLEASE SEND YOUR ORIGINAL, COMPLETED CLAIM FORM AS FOLLOWS: IF BY MAIL: THE GARDEN CITY GROUP, INC., ATTN: MOTORS LIQUIDATION COMPANY CLAIMS PROCESSING, P.O. BOX 9386, DUBLIN, OH 43017-4286. IF BY HAND OR OVERNIGHT COURIER: THE GARDEN CITY GROUP, INC., ATTN: MOTORS LIQUIDATION COMPANY CLAIMS PROCESSING, 5151 BLAZER PARKWAY, SUITE A, DUBLIN, OH 43017. PROOFS OF CLAIM MAY ALSO BE HAND DELIVERED TO: THE UNITED STATES BANKRUPTCY COURT, SDNY, ONE BOWLING GREEN, ROOM 534, NEW YORK, NEW YORK 10004. ANY PROOF OF CLAIM SUBMITTED BY FACSIMILE OR E-MAIL WILL NOT BE ACCEPTED.

THE BAR DATE IS FEBRUARY __, 2010 AT 5:00 P.M. (PREVAILING EASTERN TIME)

Court, Name of Debtor, and Case Number:

These chapter 11 cases were commenced in the United States Bankruptcy Court for the Southern District of New York on June 1, 2009. You should select the debtor against which you are asserting your claim.

A SEPARATE PROOF OF CLAIM FORM MUST BE FILED AGAINST EACH DEBTOR.

Creditor's Name and Address:

Fill in the name of the person or entity asserting a claim and the name and address of the person who should receive notices issued during the bankruptcy case. Please provide us with a valid email address if available. A separate space is provided for the payment address if it differs from the notice address. The creditor has a continuing obligation to keep the court informed of its current address. See Federal Rule of Bankruptcy Procedure (FRBP) 2002(g).

1. Amount of Claim as of Date Case Filed:

State the total amount owed to the creditor on the date of the bankruptcy filing. Follow the instructions concerning whether to complete items 3 and 4. Check the box if interest or other charges are included in the claim.

2. Basis for Claim:

State the type of debt or how it was incurred. Examples include environmental claims, property damage, goods sold, money loaned, services performed, personal injury/wrongful death, car loan, mortgage note, and credit card. If the claim is based on the delivery of health care goods or services, limit the disclosure of the goods or services so as to avoid embarrassment or the disclosure of confidential health care information. You may be required to provide additional disclosure if the debtor, trustee or another party in interest files an objection to your claim.

3. Secured Claim:

Check the appropriate box and provide the requested information if the claim is fully or partially secured. Skip this section if the claim is entirely unsecured. (See DEFINITIONS, below.) State the type and the value of property that secures the claim, attach copies of lien documentation, and state annual interest rate and the amount past due on the claim as of the date of the bankruptcy filing.

4. Amount of Claim Entitled to Priority Under 11 U.S.C. § 507(a):

If any portion of your claim falls in one or more of the listed categories, check the appropriate box(es) and state the amount entitled to priority. (See DEFINITIONS, below.) A claim may be partly priority and partly non-priority. For example, in some of the categories, the law limits the amount entitled to priority.

5. Credits:

An authorized signature on this proof of claim serves as an acknowledgment that when calculating the amount of the claim, the creditor gave the Debtor credit for any payments received toward the debt.

6. Documents:

Attach to this proof of claim form redacted copies documenting the existence of the debt and of any lien securing the debt. You may also attach a summary. You must also attach copies of documents that evidence perfection of any security interest. You may also attach a summary. FRBP 3001(c) and (d). If the claim is based on the delivery of health care goods or services, see instruction 2. Do not send original documents, as attachments may be destroyed after scanning.

Date and Signature:

The person filing this proof of claim must sign and date it. FRBP 9011. Print the name and title, if any, of the creditor or other person authorized to file this claim. State the filer's address and telephone number if it differs from the address given on the top of the form for purposes of receiving notices. Attach a complete copy of any power of attorney. Criminal penalties apply for making a false statement on a proof of claim.

DEFINITIONS

Debtor

A debtor is the person, corporation, or other entity that has filed a bankruptcy case.

The Debtors in these Chapter 11 cases are:

Motors Liquidation Company (f/w/a General Motors Corporation)	09-50026 (REG)
MLCS, LLC (f/w/a Saturn, LLC)	09-50027 (REG)
MLCS Distribution Corporation (f/w/a Saturn Distribution Corporation)	09-50028 (REG)

Creditor

A creditor is the person, corporation, or other entity owed a debt by the debtor on the date of the bankruptcy filing.

Claim

A claim is the creditor's right to receive payment on a debt that was owed by the Debtor on the date of the bankruptcy filing. See 11 U.S.C. § 101(5). A claim may be secured or unsecured.

Proof of Claim

A proof of claim is a form used by the creditor to indicate the amount of the debt owed by the debtor on the date of the bankruptcy filing. The creditor must file the form with The Garden City Group, Inc. as described in the instructions above and in the Bar Date Notice.

Secured Claim Under 11 U.S.C. § 506(a)

A secured claim is one backed by a lien on property of the debtor. The claim is secured so long as the creditor has the right to be paid from the property prior to other creditors. The amount of the secured claim cannot exceed the value of the property. Any

amount owed to the creditor in excess of the value of the property is an unsecured claim. Examples of liens on property include a mortgage on real estate or a security interest in a car. A lien may be voluntarily granted by a debtor or may be obtained through a court proceeding. In some states, a court judgment is a lien. A claim also may be secured if the creditor owes the debtor money (has a right to setoff).

Unsecured Claim

An unsecured claim is one that does not meet the requirements of a secured claim. A claim may be partly unsecured if the amount of the claim exceeds the value of the property on which the creditor has a lien.

Claim Entitled to Priority Under 11 U.S.C. § 507(a)

Priority claims are certain categories of unsecured claims that are paid from the available money or property in a bankruptcy case before other unsecured claims.

Redacted

A document has been redacted when the person filing it has masked, edited out, or otherwise deleted, certain information. A creditor should redact and use only the last four digits of any social-security, individual's tax-identification, or financial-account number, all but the initials of a minor's name and only the year of any person's date of birth.

Evidence of Perfection

Evidence of perfection may include a mortgage, lien, certificate of title, financing statement, or other document showing that the lien has been filed or recorded.

INFORMATION

Acknowledgment of Filing of Claim

To receive acknowledgment of your filing from The Garden City Group, Inc., please provide a self-addressed, stamped envelope and a copy of this proof of claim when you submit the original claim to The Garden City Group, Inc.

Offers to Purchase a Claim

Certain entities are in the business of purchasing claims for an amount less than the face value of the claims. One or more of these entities may contact the creditor and offer to purchase the claim. Some of the written communications from these entities may easily be confused with official court documentation or communications from the debtors. These entities do not represent the bankruptcy court or the debtors. The creditor has no obligation to sell its claim. However, if the creditor decides to sell its claim, any transfer of such claim is subject to FRBP 3001(e), any applicable provisions of the Bankruptcy Code (11 U.S.C. § 101 et seq.), and any applicable orders of the bankruptcy court.

Additional Information

If you have any questions with respect to this claim form, please contact the Debtors at 1 (800) 414-9607 or by e-mail at claims@motorsliquidation.com.

Exhibit C

Property Bar Date Notice

YOU ARE RECEIVING THIS NOTICE BECAUSE YOU RESIDE NEAR ONE OF THE PROPERTIES LISTED AT THE END OF THIS NOTICE WHICH WAS FORMERLY OWNED BY GENERAL MOTORS OR ONE OF ITS AFFILIATED COMPANIES AND CURRENTLY IS OWNED BY ONE OF THE DEBTORS.

THE DEBTORS ARE NOT AWARE OF ANY PARTICULAR HARM TO YOU OR YOUR PROPERTY AS A RESULT OF IT BEING LOCATED NEAR ONE OF THE PROPERTIES LISTED BELOW OR ANY OTHER PARTICULAR REASON WHY YOU MAY HAVE A CLAIM. HOWEVER, IF YOU BELIEVE YOU HAVE A CLAIM, YOU SHOULD FILE A CLAIM ON OR BEFORE FEBRUARY 10, 2010 IN ACCORDANCE WITH THE PROCEDURES SET FORTH IN THIS NOTICE.

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

-----X		:	
In re	:	:	Chapter 11 Case No.
	:	:	
MOTORS LIQUIDATION COMPANY	:	:	09-50026 (REG)
f/k/a GENERAL MOTORS CORPORATION,	:	:	
et al.,	:	:	
	:	:	
Debtors.	:	:	(Jointly Administered)
	:	:	
-----X			

NOTICE OF DEADLINE FOR FILING CERTAIN PROOFS OF CLAIM

TO ALL PERSONS AND ENTITIES WITH CLAIMS AGAINST A DEBTOR SET FORTH BELOW:

Name of Debtor	Case Number	Tax Identification Number	Other Names Used by Debtors in the Past 8 Years
Motors Liquidation Company (f/k/a General Motors Corporation)	09-50026	38-0572515	General Motors Corporation GMC Truck Division NAO Fleet Operations GM Corporation GM Corporation-GM Auction Department National Car Rental National Car Sales Automotive Market Research
MLCS, LLC (f/k/a Saturn, LLC)	09-50027	38-2577506	Saturn, LLC Saturn Corporation Saturn Motor Car Corporation GM Saturn Corporation Saturn Corporation of Delaware
MLCS Distribution Corporation (f/k/a Saturn Distribution Corporation)	09-50028	38-2755764	Saturn Distribution Corporation

PLEASE TAKE NOTICE THAT, on December __, 2009, the United States Bankruptcy Court for the Southern District of New York (the “**Court**”) having jurisdiction over the chapter 11 cases of Motors Liquidation Company (f/k/a **General Motors Corporation**) and its affiliated debtors, as debtors in possession (collectively, the “**Debtors**”) entered a supplemental order (the “**Supplemental Bar Date Order**”) establishing (i) **February 10, 2010, at 5:00 p.m. (Eastern Time)** (the “**Property Claims Bar Date**”) as the last date and time for each person or entity (including, without limitation, individuals, partnerships, corporations, joint ventures, and trusts) to file a proof of claim based on prepetition claims against any of the Debtors with respect to their person or real property arising from being located adjacent to, or in the proximity of, the properties listed at the end of this notice (a “**Property Proof of Claim**”).

The Supplemental Bar Date Order, the Property Claims Bar Date and the procedures set forth below for the filing of Property Proofs of Claim apply to all such claims against the Debtors that arose prior to **June 1, 2009**, the date on which the Debtors commenced their cases under the United States Bankruptcy Code (the “**Bankruptcy Code**”).

If you have any questions relating to this Notice, please feel free to contact the Debtors at 1-800-414-9607 or by e-mail at claims@motorsliquidation.com

YOU SHOULD CONSULT AN ATTORNEY IF YOU HAVE ANY QUESTIONS, INCLUDING WHETHER YOU SHOULD FILE A PROPERTY PROOF OF CLAIM.

1. WHO MUST FILE A PROPERTY PROOF OF CLAIM

You **MUST** file a **Property Proof of Claim** to vote on a chapter 11 plan filed by the Debtors or to share in any of the Debtors’ estates if you have a claim that arose prior to **June 1, 2009**. Acts or omissions of the Debtors that occurred before **June 1, 2009** may give rise to claims against the Debtors that must be filed by **February 10, 2010**, notwithstanding that such claims may not have matured or become fixed or liquidated or certain prior to **June 1, 2009**.

Pursuant to section 101(5) of the Bankruptcy Code and as used in this Notice, the word “claim” means: (a) a right to payment, whether or not such right is reduced to judgment, liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured, or unsecured; or (b) a right to an equitable remedy for breach of performance if such breach gives rise to a right to payment, whether or not such right to an equitable remedy is reduced to judgment, fixed, contingent, matured, unmatured, disputed, undisputed, secured, or unsecured.

YOU SHOULD NOT FILE A PROPERTY PROOF OF CLAIM IF YOU DO NOT HAVE A CLAIM AGAINST THE DEBTORS.

THE FACT THAT YOU HAVE RECEIVED THIS NOTICE DOES NOT MEAN THAT YOU HAVE A CLAIM OR THAT THE DEBTORS OR THE COURT BELIEVE THAT YOU HAVE A CLAIM.

2. WHEN AND WHERE TO FILE

All Property Proofs of Claim must be filed so as to be **actually received** on or before February 10, 2010 at the following address:

If by overnight courier or hand delivery to:

The Garden City Group, Inc.
Attn: Motors Liquidation Company Claims Processing
5151 Blazer Parkway, Suite A
Dublin, Ohio 43017

If by first-class mail, to:

The Garden City Group, Inc.
Attn: Motors Liquidation Company
P.O. Box 9386
Dublin, Ohio 43017-4286

Or if by hand delivery to:

United States Bankruptcy Court, SDNY
One Bowling Green
Room 534
New York, New York 10004

Property Proofs of Claim will be deemed timely filed only if **actually received** by The Garden City Group, Inc. or the Court on or before February 10, 2010. Property Proofs of Claim may **not** be delivered by facsimile, telecopy, or electronic mail transmission.

3. WHAT TO FILE

If you file a Property Proof of Claim, your filed Property Proof of Claim must: (i) be written in the English language; (ii) be denominated in dollars; (iii) conform substantially to the form provided with this Notice (“**Proof of Claim Form**”) or Official Bankruptcy Form No. 10; (iv) state the Debtor against which it is filed; (v) set forth with specificity the legal and factual basis for the alleged claim; (vi) include supporting documentation or an explanation as to why such documentation is not available; and (vii) be **signed** by the claimant or, if the claimant is not an individual, by an authorized agent of the claimant.

IF YOU ARE ASSERTING A CLAIM AGAINST MORE THAN ONE DEBTOR, SEPARATE PROPERTY PROOFS OF CLAIM MUST BE FILED AGAINST EACH SUCH DEBTOR AND YOU MUST IDENTIFY ON YOUR PROPERTY PROOF OF CLAIM THE SPECIFIC DEBTOR AGAINST WHICH YOUR CLAIM IS ASSERTED AND THE CASE NUMBER OF THAT DEBTOR’S BANKRUPTCY CASE. A LIST OF THE NAMES OF THE DEBTORS AND THEIR CASE NUMBERS IS SET FORTH ABOVE.

Additional Property Proof of Claim Forms may be obtained at www.uscourts.gov/bkforms/ or www.motorsliquidationdocket.com.

YOU SHOULD ATTACH TO YOUR COMPLETED PROPERTY PROOF OF CLAIM FORM COPIES OF ANY WRITINGS UPON WHICH YOUR CLAIM IS BASED. IF THE DOCUMENTS ARE VOLUMINOUS, YOU SHOULD ATTACH A SUMMARY.

4. CONSEQUENCES OF FAILURE TO FILE A PROPERTY PROOF OF CLAIM BY THE PROPERTY CLAIMS BAR DATE

If you do not file a Property Proof of Claim on or before February 10, 2010 in the appropriate form in accordance with the procedures described in this Notice for any such claim you wish to assert against each of the Debtors, you will be forever prohibited and forbidden from asserting the claim in the future, and each of the Debtors and their respective chapter 11 estates, successors, and property will be forever discharged from and will not be liable or responsible for anything related to the claim and you will not be permitted to vote to accept or reject any chapter 11 plan filed in these chapter 11 cases, receive any distribution in any of the Debtors' chapter 11 cases on account of your claim, or receive further notices with respect to any of the Debtors' chapter 11 cases.

A holder of a possible claim against the Debtors should consult an attorney as to whether the holder should file a Property Proof of Claim.

DATED: December ____, 2009
New York, New York

BY ORDER OF THE COURT

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

LIST OF PROPERTIES

Site Name	Address	City, State Zip
BUICK CITY	902 EAST HAMILTON AVENUE	FLINT, MICHIGAN 48550
FIERO SITE	900 BALDWIN AVENUE	PONTIAC, MICHIGAN 48340
FLINT FLOWTHROUGH WAREHOUSE	4002 JAMES COLE BOULEVARD	FLINT, MICHIGAN 48503
GMPT - FREDERICKSBURG	11032 TIDEWATER TRAIL	FREDERICKSBURG, VIRGINIA 22408
GMPT - LIVONIA	12200 MIDDLEBELT	LIVONIA, MICHIGAN 48150
GMPT - PARMA COMPLEX	5400 CHEVROLET BOULEVARD PO BOX 30098	PARMA, OHIO 44130
GMPT - WILLOW RUN	2930 ECORSE ROAD	YPSILANTI, MICHIGAN 48198
GMVM - MORaine ASSEMBLY	2601 WEST STROOP ROAD	MORaine, OHIO 45439
GMVM - PONTIAC ASSEMBLY	2100 SOUTH OPDYKE ROAD	PONTIAC, MICHIGAN 48341
GMVM - WILMINGTON ASSEMBLY	801 BOXWOOD ROAD PO BOX 1512 - 19899	WILMINGTON, DELAWARE 19804
PCC-VALIDATION	200 SOUTH BOULEVARD WEST	PONTIAC, MICHIGAN 48341
SAGINAW NODULAR IRON	2100 VETERANS MEMORIAL PARKWAY	SAGINAW, MICHIGAN 48605
SHREVEPORT PLANT (GMVM & STAMPING)	7600 GENERAL MOTORS BOULEVARD PO BOX 30011 - 71130-0011	SHREVEPORT, LOUISIANA 71130
STAMPING - GRAND RAPIDS	300 36TH STREET SOUTHWEST	WYOMING, MICHIGAN 49548
STAMPING - INDIANAPOLIS	340 WHITE RIVER PARKWAY WEST DRIVE SOUTH 50	INDIANAPOLIS, INDIANA 46206
STAMPING - MANSFIELD	2525 WEST FOURTH STREET PO BOX 2567 - 44906	MANSFIELD, OHIO 44906
STAMPING - PITTSBURGH	1451 LEBANON SCHOOL ROAD	WEST MIFFLIN, PENNSYLVANIA 15122
STAMPING - PONTIAC NORTH CAMPUS	220 EAST COLUMBIA	PONTIAC, MICHIGAN 48340

Exhibit D

Newspapers

Site Name	Newspaper Name	Newspaper Address	Newspaper City, State, Zip
BUICK CITY	FLINT JOURNAL	200 EAST 1ST STREET	FLINT, MICHIGAN 48502
FIERO SITE	THE OAKLAND PRESS	48 WEST HURON STREET	PONTIAC, MICHIGAN 48342
FLINT FLOWTHROUGH WAREHOUSE	FLINT JOURNAL	200 EAST 1ST STREET	FLINT, MICHIGAN 48502
GMPT - FREDERICKSBURG	FREE LANCE STAR	616 AMELIA STREET	FREDERICKSBURG, VIRGINIA 22401
GMPT - LIVONIA	OBSERVER & ECCENTRIC	36251 SCHOOLCRAFT ROAD	LIVONIA, MICHIGAN 48150
GMPT - PARMA COMPLEX	PARMA SUN POST	5510 CLOVERLEAF PARKWAY	CLEVELAND, OHIO 44125
GMPT - WILLOW RUN	YPSILANTI COURIER	133 WEST MICHIGAN AVENUE	YPSILANTI, MICHIGAN 48197
GMVM - MORAINES ASSEMBLY	DAYTON DAILY NEWS	45 SOUTH LUDLOW STREET	DAYTON, OHIO 45402
GMVM - PONTIAC ASSEMBLY	THE OAKLAND PRESS	48 WEST HURON STREET	PONTIAC, MICHIGAN 48342
GMVM - WILMINGTON ASSEMBLY	DELAWARE BUSINESS LEDGER	218 EAST MAIN STREET	NEWARK, DELAWARE 19711
PCC-VALIDATION	THE OAKLAND PRESS	48 WEST HURON STREET	PONTIAC, MICHIGAN 48342
SAGINAW NODULAR IRON	SAGINAW NEWS	203 SOUTH WASHINGTON AVENUE	SAGINAW, MICHIGAN 48607
SHREVEPORT PLANT (GMVM & STAMPING)	SHREVEPORT TIMES	222 LAKE STREET	SHREVEPORT, LOUISIANA 71101
STAMPING - GRAND RAPIDS	THE GRAND RAPIDS PRESS	155 MICHIGAN STREET NORTHWEST	GRAND RAPIDS, MICHIGAN 49503
STAMPING - INDIANAPOLIS	THE INDIANAPOLIS STAR	307 NORTH PENNSYLVANIA STREET	INDIANAPOLIS, INDIANA 46204
STAMPING - MANSFIELD	MANSFIELD NEWS JOURNAL	70 WEST FOURTH STREET	MANSFIELD, OHIO 44903
STAMPING - PITTSBURGH	PITTSBURGH POST GAZETTE	34 BOULEVARD OF THE ALLIES	PITTSBURGH, PENNSYLVANIA 15222
STAMPING - PONTIAC NORTH CAMPUS	THE OAKLAND PRESS	48 WEST HURON STREET	PONTIAC, MICHIGAN 48342