LATHAM & WATKINS LLP

Keith Simon 885 Third Avenue New York, New York 10022

Telephone: (212) 906-1200 Facsimile: (212) 751-4864 Email: keith.simon@lw.com

and

Douglas Bacon Sears Tower, Suite 5800 233 South Wacker Drive Chicago, Illinois 60606 Telephone: (312) 876-7700 Faccimile: (312) 803-8767

Facsimile: (312) 993-9767 Email: douglas.bacon@lw.com

Attorneys for GE Capital Corporation and its affiliates

## UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF NEW YORK

In re:	)	Chapter 11
GENERAL MOTORS CORP., et al.	)	Case No. 09-50026 (REG)
Debtors.	)	Jointly Administered
	)	
	)	

## **NOTICE OF WITHDRAWAL OF CLAIMS**

- 1. On June 1, 2009 Motors Liquidation Company (f/k/a General Motors Corporation) ("MLC") and certain of its subsidiaries and affiliated (collectively with MLC, the "Debtors") commenced voluntary cases under chapter 11 of the Bankruptcy Code. The Bankruptcy Court ordered November 30, 2009 as the deadline to file proofs of claim against the Debtors (the "Bar Date").
- 2. General Electric Canada Management Services and General Electric Capital Corporation (the "Claimants") timely submitted proofs of claim [Claim Nos. 66710, 66711,

66712, 66713, 66714, 66715 and 66722] (the "Claims") against one or more debtors in these chapter 11 cases. A copy of the file stamped Claims' cover pages are annexed as Exhibit A.

- 3. Claimants, by their undersigned counsel, hereby withdraw the Claims without prejudice.
- 4. The Claims are being withdrawn because the parties have settled the underlying obligations pursuant to (i) that certain Omnibus Agreement, dated as of February 25, 2010, which was approved by the Bankruptcy Court pursuant to the *Order Pursuant to Fed. R. Bankr. P. 9019 and 11 U.S.C. § 365 Approving (I) Omnibus Settlement Agreement and Compromise and (II) Rejection of Certain Personal Property Equipment Lease Agreements and the Order Authorizing Rejection of Certain Personal Property Agreements and/or Abandonment of Collateral to Secured Creditors,* both dated as of March 19, 2010, and (ii) that certain Settlement Agreement (GM 1991 A-3, GM 2000 A-1, GM 2000 A-3, GM 2001 A-1, GM 2001 A-2, GM 2001 A-3, GM 2001 A-4, GM 2001 A-5, GM 2001 A-6, GM 2001 A-7, and GM 2001 A-8) dated as of March 1, 2010, which was approved by the Bankruptcy Court pursuant to the *Order Pursuant to Fed. R. Bankr. P. 9019 Approving Global Settlement Agreement and Compromise* and the *Order Authorizing the Debtors to Assume and Assign Certain Unexpired Leases of Equipment and Related Executory Contracts*, both dated as of March 19, 2010.
- 5. Nothing herein shall limit, abrogate, impair, alter or otherwise affect any claims other than the Claims.

Dated: May 26, 2010 New York, NY Respectfully submitted,

## LATHAM & WATKINS LLP

By: /s/ Douglas Bacon \_

Keith Simon 885 Third Avenue, Suite 1000 New York, New York 10022 Telephone: (212) 906-1200 Facsimile: (212) 751-4864

-and-

Douglas Bacon 233 S. Wacker Drive, Suite 5800 Chicago, Illinois 60606 Telephone: (312) 876-7700 Facsimile: (312) 993-9767

Attorneys for GE Capital Corporation and its affiliates





UNITED STATES BANKRUPTCY COURT FOR THE SOUTHERN DISTRICT OF NEW YORK		PROOF OF CLAIM			
Name of Debtor (Check Only One)  Motors Liquidation Company (f/k/a General Motors Corporation)  MLCS, LLC (f/k/a Saturn, LLC)  MLCS Distribution Corporation (f/k/a Saturn Distribution Corporation)  MLC of Harlem, Inc (f/k/a Chevrolet-Saturn of Harlem, Inc)	Case No 09-50026 (REG) 09-50027 (REG) on) 09-50028 (REG) 09-13558 (REG)	Your Claim is Scheduled As Follows.			
NOTE This form should not be used to make a claim for an administrative expense arising a for purposes of asserting a claim under 11 USC § 503(b)(9) (see Item # 5). All other requestibled pursuant to 11 USC § 503	fter the commencement of the case, but may be used	∪ S. 1			
Name of Creditor (the person or other entity to whom the debtor owes money or property)  General Electric Capital Corporation		S. BANKRUP 2009 NOV 30 S.D.H.			
Name and address where notices should be sent General Electric Capital Corporation	Check this box to indicate that this claim amends a previously filed	S.BANKRUPTCY COUR. 2009 NOV 30 P 1: 19 S.D.H.Y.			
c/o Latham & Watkins LLP Max Eisenberg, Esq	claim	7 0 SY			
233 South Wacker Dr , Ste 5800 Chicago, IL 60606	Court Claim Number:(If known)	. 1:1 A COM			
,	Filed on	If an amount is identified above, you have a claim			
Telephone number 312-876-7700 Email Address max eisenberg@lw com		scheduled by one of the Debtors as shown (This scheduled amount of your claim may be an umendment to a previously scheduled amount.) If you			
Name and address where payment should be sent (if different from above)	Check this box if you are aware that	agree with the amount and priority of your claim as			
FILED - 66710	anyone else has filed a proof of claim	against the Debtor, you do not need to file this proof of claim form, EXCEPT AS FOLLOWS. If the amount shown is listed as DISPUTED. UNLIQUIDATED or			
MOTORS LIQUIDATION COMPANY	relating to your claim. Attach copy of statement giving particulars	shown is listed as DISPUTED UNLIQUIDATED or CONTINGENT a proof of claim MUST be filed in			
F/K/A GENERAL MOTORS CORP	or statement giving particulars	order to receive any distribution in respect of your claim. If you have already filed a proof of claim in			
SDNY # 09-50026 (REG) Telephone number	Check this box if you are the debtor or trustee in this case	accordance with the attached instructions, you need not file again			
1 Amount of Claim as of Date Case Filed, June 1, 2009 \$ See A	ttached Exhibit A	5 Amount of Claim Entitled to			
If all or part of your claim is secured, complete item 4 below, however, if all of your claim is your claim is entitled to priority, complete item 5. If all or part of your claim is asserted pursuant.	unsecured, do not complete item 4 If all or part of	Priority under 11 U S C § 507(a) If any portion of your claim falls in one of the following categories,			
Check this box if claim includes interest or other charges in addition to the paternized statement of interest or charges		check the box and state the amount			
2 Basis for Claim See Attached Exhibit A (See instruction #2 on reverse side)	-	Specify the priority of the claim  Domestic support obligations under  11 U S C § 507(a)(1)(A) or (a)(1)(B)			
3 Last four digits of any number by which creditor identifies debtor		☐ Wages, salanes, or commissions (up			
3a Debtor may have scheduled account as (See instruction #3a on reverse side )		to \$10,950*) earned within 180 days before filing of the bankruptcy			
4 Secured Claim (See instruction #4 on reverse side.)  Check the appropriate box if your claim is secured by a lien on property or a riinformation	ght of setoff and provide the requested	petition or cessation of the debtor's business, whichever is earlier – 11 USC § 507(a)(4)  Contributions to an employee benefit			
Nature of property or right of setoff:  Real Estate  Motor Vehic  Describe: See Attached Exhibit A	cle 🗖 Equipment 🙇 Other	plan – 11 U S C § 507(a)(5)  Up to \$2,425* of deposits toward			
Value of Property \$ Annual interest Rate%		purchase, lease, or rental of property or services for personal, family, or			
Amount of arrearage and other charges as of time case filed included in se	ecured claim, if any: \$	household use - 11 U S C § 507(a)(7)			
Basis for perfection  Amount of Secured Claim \$ Amount Unsecured \$	•	Taxes or penalties owed to governmental units – 11 U S C			
		§ 507(a)(8)  Value of goods received by the Debtor within 20 days before the			
6 Credits. The amount of all payments on this claim has been credited for the p	• •	date of commencement of the case -			
7 <b>Documents</b> 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 7 and definition of redacted on reverse side.)		11 U S C § 503(b)(9) (§ 507(a)(2))  Other – Specify applicable paragraph of 11 U S C § 507(a)()			
DO NOT SEND ORIGINAL DOCUMENTS ATTACHED DOCUMENTS MAY	,	Amount entitled to priority			
SCANNING  12 If the documents are not available, please explain in an attachment	-01-09P03:26 RCVD	*Amounts are subject to adjustment on 4/1/10 and every 3 years thereafter with respect to cases commenced on ve after the date of adjustment so			
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					
11/25/09 address above Attach copy of power of attorney, if any	•	DEC 1 2009			
I have some	un to \$ team; or both 18115 C 88 157 and 3571	/			

Penalty for presenting fraudulent claim Fige of up to \$500,000 or imprisonment for up to 5 years, or both 18 USC §\$ 152 and 3571 Modified B10 (GCG) (12/08)



UNITED STATES BANKRUPTCY COURT FOR THE SOUTH	ERN DISTRICT OF NEW YORK	PROOF OF CLAIM
Name of Debtor (Check Only One)	Case No	Your Claim is Scheduled As Follows.
\(\frac{\text{\text{M}}}{\text{M}}\) Motors Liquidation Company (f/k/a General Motors Corporation)  □MLCS, LLC (f/k/a Saturn, LLC)  □MLCS Distribution Corporation (f/k/a Saturn Distribution Corporation  □MLC of Harlem, Inc (f/k/a Chevrolet-Saturn of Harlem, Inc)	09-50026 (REG) 09-50027 (REG) on) 09-50028 (REG) 09-13558 (REG)	C
NOTF This form should not be used to make a claim for an administrative expense arising a for purposes of asserting a claim under 11 USC § 503(b)(9) (see Item # 5) All other reques filed pursuant to 11 USC § 503	fter the commencement of the case but may be used is for payment of an administrative expense should be	S. B. 2009
Name of Creditor (the person or other entity to whom the debtor owes money or property) General Electric Capital Corporation		FILE S.BANKRUP 2009 NOV 30 S.D.h
Name and address where notices should be sent General Electric Capital Corporation c/o Latham & Watkins LLP	Check this box to indicate that this claim amends a previously filed claim	S.BANKRUPTCY COURT 2009 NOV 30 P 1-19 S.D.H.Y.
Max Eisenberg, Esq 233 South Wacker Dr , Ste 5800	Court Claim Number:(If known)	1 - 1 - 1
Chicago, IL 60606	Filed on	۾ ج
Telephone number 312-876-7700 Email Address max eisenberg@lw com		If an amount is identified above, you have a claim scheduled by one of the Debtors as shown (This scheduled amount of your claim may be an amendment to a previously scheduled amount) If you
Name and address where payment should be sent (if different from above)	Check this box if you are aware that	agree with the amount and priority of your claim as scheduled by the Debtor and you have no other claim
FILED - 66711	anyone else has filed a proof of claim	against the Debtor, you do not need to file this proof of
MOTORS LIQUIDATION COMPANY	relating to your claim. Attach copy of statement giving particulars	claim form, EXCEPT AS FOLLOWS If the amount shown is listed as DISPUTED UNLIQUIDATED, or CONTINGENT, a proof of claim MUST be filed in
F/K/A GENERAL MOTORS CORP SDNY # 09-50026 (REG)	or statement graning particulars	order to receive any distribution in respect of your claim. If you have already filed a proof of claim in
Telephone number	Check this box if you are the debtor or trustee in this case	accordance with the attached instructions, you need not file again
•	ttached Exhibit A	5 Amount of Claim Entitled to
If all or part of your claim is secured, complete item 4 below; however, if all of your claim is your claim is entitled to priority, complete item 5. If all or part of your claim is asserted pursually.	unsecured, do not complete item 4 If all or part of ant to 11 U.S.C. § 503(b)(9), complete item 5	Priority under 11 U S C. § 507(a). If any portion of your claim falls in one of the following categories,
<ul> <li>Check this box if claim includes interest or other charges in addition to the patternized statement of interest or charges</li> </ul>	orincipal amount of claim Attach	check the box and state the amount Specify the priority of the claim
2 Basis for Claim See Attached Exhibit A (See instruction #2 on reverse side)		Domestic support obligations under 11 U S C § 507(a)(1)(A) or (a)(1)(B)
3. Last four digits of any number by which creditor identifies debtor		☐ Wages, salaries, or commissions (up
3a Debtor may have scheduled account as (See instruction #3a on reverse side )		to \$10,950*) earned within 180 days before filing of the bankruptcy petition or cessation of the debtor's
4 Secured Claim (See instruction #4 on reverse side )  Check the appropriate box if your claim is secured by a lien on property or a riinformation	ight of setoff and provide the requested	business, whichever is earlier - 11 USC § 507(a)(4)
Nature of property or right of setoff	cle 🗖 Equipment 💆 Other	☐ Contributions to an employee benefit plan – 11 U S C § 507(a)(5) ☐ Up to \$2,425* of deposits toward
Value of Property: \$ Annual Interest Rate%		purchase, lease, or rental of property or services for personal, family, or
Amount of arrearage and other charges as of time case filed included in se	ecured claim, if any \$	household use – 11 U S C § 507(a)(7)
Basis for perfection:  Amount of Secured Claim \$ Amount Unsecured \$		Taxes or penalties owed to governmental units – 11 U S C
		§ 507(a)(8)  Value of goods received by the
<ul> <li>6 Credits The amount of all payments on this claim has been credited for the p</li> <li>7 Documents Attach reducted copies of any documents that support the claim,</li> </ul>		Debtor within 20 days before the date of commencement of the case -
orders, invoices, itemized statements or running accounts, contracts, judgments, n You may also attach a summary Attach redacted copies of documents providing a security interest. You may also attach a summary (See instruction 7 and definit	nortgages, and security agreements evidence of perfection of	11 U S C § 503(b)(9) (§ 507(a)(2))  ☐ Other – Specify applicable paragraph of 11 U S C § 507(a)(_)
DO NOT SEND ORIGINAL DOCUMENTS ATTACHED DOCUMENTS MAY	•	Amount entitled to priority  \$
If the documents are not available, please explain in an attachment	2-01-09P03:26 RCVD	*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 CHY GR
Date 11/25/09 Signature The person filing this claim must sign it Sign other person authorized to file this claim and state address address above Attach copy of power of attorney, if any	•	FOR COUNT USE ONLY
Thomas & Shirthman		DEC 1 2009
Penally for presenting fraudulent claim. Fine of up to \$500,000 or imprisonment for a Modified B10 (GCG) (12/08)	up to 5 years, or both 18 USC §§ 152 and 3571	



UNITED STATES BANKRUPTCY COURT FOR THE SOUTH	IERN DISTRICT OF NEW YORK	1		F CLAIM	INCOLUMN TAR FACE
Name of Debtor (Check Only One)	Case No			edýlěd As Fo	ilows.
Motors Liquidation Company (f/k/a General Motors Corporation)  MLCS, LLC (f/k/a Saturn, LLC)	09-50026 (REG) 09-50027 (REG)		700	Ś	
MLCS Distribution Corporation (f/k/a Saturn Distribution Corporation	on) 09-50028 (REG)	1	- <b>-</b> -	8 A	
☐MLC of Harlem, Inc (f/k/a Chevrolet-Saturn of Harlem, Inc)	09-13558 (REG)	S	¥0	<b>₹</b> -	
NOTE This form should not be used to make a claim for an administrative expense arising a for purposes of asserting a claim under 11 USC § 503(b)(9) (see Item # 5) All other reques filed pursuant to 11 USC § 503	fter the commencement of the case but may be used is for payment of an administrative expense should be	S.D.N.Y	7009 NOV 30 P	FILE (RUP	,
Name of Creditor (the person or other entity to whom the debtor owes money or property) General Electric Capital Corporation		∹	U	FILED BANKRUPTCY COUR	•
Name and address where notices should be sent General Electric Capital Corporation	Check this box to indicate that this claim amends a previously filed		<del> </del> : 9		
c/o Latham & Watkins LLP	claim		م	20	
Max Elsenberg, Esq 233 South Wacker Dr , Ste 5800	Court Claim Number				
Chicago, IL 60606	(If known)	1			
	Filed on				
Telephone number 312-876-7700		scheduled by	one of the	l above you ha Debtors as sh	own (This
Email Address max eisenberg@lw com		scheduled as	nount of y	your claim m	ay be an
Name and address where payment should be sent (if different from above)	Check this box if you are aware that	agree with the	amount an	d priority of yo nd you have no	ur claim as
FILED - 66712	anyone else has filed a proof of claim	against the Do	btor, you do i	not need to file t	his proof of
MOTORS LIQUIDATION COMPANY	relating to your claim Attach copy of statement giving particulars	shown is listed	as DISPUT	FOLLOWS If FED UNLIQUE of claim MUST	DATED, or
F/K/A GENERAL MOTORS CORP	or statement giving particulars	order to recei	ve any distr	nbutton in resp ly filed a proof	ect of your
SDNY # 09-50026 (REG) Telephone number	Check this box if you are the debtor or trustee in this case			ed instructions, y	
1 Amount of Claim as of Date Case Filed, June 1, 2009 \$ See A	ttached Exhibit A			m Entitled to	
If all or part of your claim is secured, complete item 4 below; however, if all of your claim is your claim is entitled to priority, complete item 5. If all or part of your claim is asserted pursus		If any	portion of	II USC § 56 of your claim lowing catego	falls
Check this box if claim includes interest or other charges in addition to the itemized statement of interest or charges	orincipal amount of claim Attach	check amou Specify the	nt	the claim	
2. Basis for Claim See Attached Exhibit A		☐ Dome	stic suppor	t obligations	
(See instruction #2 on reverse side )  3. Last four digits of any number by which creditor identifies debtor				a)(1)(A) or (a	
3a. Debtor may have scheduled account as (See instruction #3a on reverse side )		to \$10 before	,950*) earn filing of th	or commissio ned within 18 he bankruptcy	0 days
4 Secured Claim (See instruction #4 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		busine		tion of the delever is earlier	
	cle 🗀 Equipment 💆 Other	☐ Contra	butions to	an employee § 507(a)(5)	benefit
Describe See Attached Exhibit A				f deposits tow or rental of pr	
Value of Property \$ Annual Interest Rate%  Amount of arrearage and other charges as of time case filed included in se	cured claim, if any \$	or ser		ersonal famil	
Basis for perfection	var va varing it milj. 4	§ 5070	a)(7)		
Amount of Secured Claim \$ Amount Unsecured 5	<u> </u>			s owed to its – 11 US (	
6 Credits The amount of all payments on this claim has been credited for the p	numose of making this proof of alarm	☐ Value	of goods re	eceived by the	
7 Documents Attach redacted copies of any documents that support the claim,		date o	f commend	ement of the	case -
orders, invoices, itemized statements or running accounts, contracts, judgments in	nortgages, and security agreements			b)(9) (\$ 507(;	
You may also attach a summary Attach redacted copies of documents providing a security interest. You may also attach a summary. (See instruction 7 and definition of the contraction of	•	of 11	USC § 50	applicable pai 07(a)() led to priorit	
DO NOT SEND ORIGINAL DOCUMENTS ATTACHED DOCUMENTS MAY SCANNING			s	•	*
If the documents are not available, please explain in an attachment	2-01-09P03:25 RCVD	Amounts a 4/1/10 and c respect to co the date of c	re subject i every 3 yea ases comm adjustment	to adjustment ars thereafter enced on ar a	on with ofter GROUS
Signature The person filing this claim must sign it Sign other person authorized to file this claim and state address.	and print name and title, if any, of the creditor of	or	FOR 9	OFRT USE	ONLY
Date other person authorized to file this claim and state address 11/25/09 address above. Attach copy of power of attorney, if any	and rerephone number it different from the notic		[3]	י הרח 4	2000
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Penalty for presenting fraudikent claim Fine of up to \$500,000 or imprisonment for Modified B10 (GCG) (12/08)	up to 5 years, or both 18 U S C §§ 152 and 3571				



HAITED CTATES DANIZOURTON COLIDT FOR THE SOUTH	EDM DICTDICT OF MEW VODE	
UNITED STATES BANKRUPTCY COURT FOR THE SOUTH		PROOF OF CLAIM
Name of Debtor (Check Only One)  □Motors Liquidation Company (l/k/a General Motors Corporation)  □MLCS, LLC (f/k/a Saturn, LLC)  □MLCS Distribution Corporation (f/k/a Saturn Distribution Corporation)  □MLC of Harlem, Inc (f/k/a Chevrolet-Saturn of Harlem, Inc)	Case No 09-50026 (REG) 09-50027 (REG) on) 09-50028 (REG) 09-13558 (REG)	Your Claim is Scheduled As Follows.
NOTE This form should not be used to make a claim for an administrative expense arising a for purposes of asserting a claim under 11 USC § \$03(b)(9) (see Item # 5) All other reques filed pursuant to 11 USC § \$03	fter the commencement of the case but may be used	
Name of Creditor (the person or other entity to whom the debtor owes money or property) General Electric Capital Corporation		S.BANKRUP 2009 NOV 30 S.D.N
Name and address where notices should be sent General Electric Capital Corporation	Check this box to indicate that this claim amends a previously filed	S.BANKRUPTCY COUR 2009 NOV 30 P 1: 10 S.D.N.Y.
c/o Latham & Watkins LLP	claim	.* 0 2
Max Elsenberg, Esq	Court Claim Number:	<del></del> 8
233 South Wacker Dr , Ste 5800 Chicago, IL 60606	(If known)	" C
	Filed on	
Telephone number 312-876-7700		If an amount is identified above you have a claim scheduled by one of the Debtors as shown (This
Email Address max eisenberg@lw com		scheduled amount of your claim may be an amendment to a previously scheduled amount ) If you
Name and address where payment should be sent (if different from above)	Check this box if you are aware that	lagree with the amount and priority of your claim as
FILED - 66713	anyone else has filed a proof of claim	scheduled by the Debtor and you have no other claim against the Debtor you do not need to file this proof of claim form EXCEPT AS FOLLOWS. If the amount
MOTORS LIQUIDATION COMPANY	relating to your claim Attach copy	shown is listed as DISPUTED, UNLIQUIDATED, or
F/K/A GENERAL MOTORS CORP	of statement giving particulars	CONTINGENT, a proof of claim MUST be filed in order to receive any distribution in respect of your
SDNY # 09-50026 (REG) Telephone number	Check this box if you are the debtor or trustee in this case	claim If you have already filed a proof of claim in accordance with the attached instructions, you need not file again
1 Amount of Claim as of Date Case Filed, June 1, 2009: \$See A	ttached Exhibit A	5 Amount of Claim Entitled to
If all or part of your claim is secured, complete item 4 below, however, if all of your claim is your claim is entitled to priority, complete item 5. If all or part of your claim is asserted pursuant.		Priority under 11 U S C § 507(a). If any portion of your claim falls in one of the following categories,
Check this box if claim includes interest or other charges in addition to the itemized statement of interest or charges	orneipal amount of claim Attach	check the box and state the amount  Specify the priority of the claim
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(See instruction #2 on reverse side )  3. Last four digits of any number by which creditor identifies debtor		11 U S C & 507(a)(1)(A) or (a)(1)(B)  Wages, Salaries, or commissions (up
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Nature of property or right of setoff	cle 🗆 Equipment 💆 Other	Contributions to an employee benefit plan – 11 U S C § 507(a)(5)  Up to \$2,425* of deposits toward
Value of Property \$ Annual Interest Rate%		purchase lease, or rental of property
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Basis for perfection:		☐ Taxes or penalties owed to
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7 Documents Attach redacted copies of any documents that support the claim, orders, invoices, itemized statements or running accounts, contracts, judgments, it you may also attach a summary Attach redacted copies of documents providing a security interest. You may also attach a summary (See instruction 7 and definite terms of the summary of the summ	nortgages, and security agreements evidence of perfection of	11 U S C § 503(b)(9) (§ 507(a)(2))  ☐ Other – Specify applicable paragraph of 11 U S C § 507(a)()  Amount entitled to priority
DO NOT SEND ORIGINAL DOCUMENTS ATTACHED DOCUMENTS MAY SCANNING	/ BE DESTROYED AFTER	•
	2-01-09P03:25 RCVD	*Amounts are subject to adjustment on 4/1/10 and every 3 years thereafter with respect to caves commenced on after the date of adjustments.
Date other person authorized to file this claim must sign it. Sign other person authorized to file this claim and state address address above. Attach copy of power of attorney, if any		
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UNITED STATES BANKRUPTCY COURT FOR THE SOUTH	IERN DISTRICT OF NEW YORK	PROOF OF CLAIM
Name of Debtor (Check Only One):  Motors Liquidation Company (f/k/a General Motors Corporation)  □MLCS, LLC (f/k/a Saturn, LLC)	Case No. 09-50026 (REG) 09-50027 (REG)	Your Claim is Scheduled As Follows:
□MLCS Distribution Corporation (f/k/a Saturn Distribution Corporation UMLC of Harlem, Inc. (f/k/a Chevrolet-Saturn of Harlem, Inc.)		~
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Name of Creditor (the person or other entity to whom the debtor owes money or property): General Electric Canada Management Service	es	FILED S.BANKRUPTCY 7009 NOV 30 P S.D.N.Y.
Name and address where notices should be sent: General Electric Canada Management Services	Check this box to indicate that this claim amends a previously filed claim.	FILED 2009 NOV 30 P 1: 19 S.D.N.Y.
c/o Latham & Watkins LLP Max Eisenberg, Esq.		<del>-</del> 8
233 South Wacker Dr., Ste. 5800	Court Claim Number:	<b>-</b> 5
Chicago, IL 60606	(If known) Filed on:	ابنہ کھ
Telephone number: 312-876-7700 Email Address: max.eisenberg@lw.com		If an amount is identified above, you have a claim scheduled by one of the Debtors as shown. (This scheduled amount of your claim may be ar amendment to a previously scheduled amount.) If you
Name and address where payment should be sent (if different from above):	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.	agree with the amount and priority of your claim as scheduled by the Debtor and you have no other claim against the Debtor, you do not need to file this pruof of claim form, EXCEPT AS FOLLOWS: If the amount shown is listed as DISPUTED, UNLIQUIDATED, or CONTINGENT, a proof of claim MUST be filed in order to receive any distribution in respect of your
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If all or part of your claim is secured, complete item 4 below; however, if all of your claim is your claim is entitled to priority, complete item 5. If all or part of your claim is asserted pursu.  Check this box if claim includes interest or other charges in addition to the	ant to 11 U.S.C. § 503(b)(9), complete item 5.	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
itemized statement of interest or charges.	principal amount of claim. Attach	amount. Specify the priority of the claim.
2. Basis for Claim: See Attached Exhibit A (See instruction #2 on reverse side.)		Domestic support obligations under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B).
3. Last four digits of any number by which creditor identifies debtor:		☐ Wages, salaries, or commissions (up
3a. Debtor may have scheduled account as: (See instruction #3a on reverse side.)		to \$10,950*) carned within 180 days before filing of the bankruptcy petition or cessation of the debtor's
4. Secured Claim (See instruction #4 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.		business, whichever is earlier – 11 U.S.C. § 507(a)(4).  Contributions to an employee benefit
Nature of property or right of setoff:  Real Estate  Motor Vehi Describe: See Attached Exhibit A	cle 🗖 Equipment 💆 Other	plan – 11 U.S.C. § 507(a)(5).  Up to \$2,425* of deposits toward
Value of Property: \$ Annual Interest Rate %		purchase, lease, or rental of property or services for personal, family, or
Amount of arrearage and other charges as of time case filed included in so	ecured claim, if any: \$	household use - 11 U.S.C. § 507(a)(7).
Basis for perfection:		☐ Taxes or penalties owed to
Amount of Secured Claim: S Amount Unsecured:	S	governmental units – 11 U.S.C. § 507(a)(8).
6. Credits: The amount of all payments on this claim has been credited for the p	• •	Value of goods received by the Debtor within 20 days before the date of commencement of the case -
7. <b>Documents:</b> Attach redacted copies of any documents that support the claim, orders, invoices, itemized statements or running accounts, contracts, judgments, r You may also attach a summary. Attach redacted copies of documents providing	nortgages, and security agreements.	11 U.S.C. § 503(b)(9) (§ 507(a)(2))  Other – Specify applicable paragraph of 11 U.S.C. § 507(a)( ).
a security interest. You may also attach a summary. (See instruction 7 and defini		Amount entitled to priority:
DO NOT SEND ORIGINAL DOCUMENTS. ATTACHED DOCUMENTS MAY SCANNING.	A RE DESTROYED AFTER	\$ *Amounts are subject to adjustment on 4/1/10 and every 3 years thereafter with
If the documents are not available, please explain in an attachment.		respect to cases commenced on or after the date of adjustment.
Date: 11/25/09  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.  FOR COURT USE ONLY		
Zuelen.	Manjit K. Sharma	
- Control - Cont	Director & V.P., Fin.	ance



UNITED STATES BANKRUPTCY COURT FOR THE SOUTH	HERN DISTRICT OF NEW YORK	PROOF OF CLAIM	
Name of Debtor (Check Only One):  □Motors Liquidation Company (f/k/a General Motors Corporation)  ©MLCS, LLC (f/k/a Saturn, LLC)  □MLCS Distribution Corporation (f/k/a Saturn Distribution Corporation)  □MLC of Harlem, Inc. (f/k/a Chevrolet-Saturn of Harlem, Inc.)	Case No. 09-50026 (REG) 09-50027 (REG) on) 09-50028 (REG) 09-13558 (REG)	Your Claim is Scheduled As Follows:	
NOTE: This form should not be used to make a claim for an administrative expense arising a for purposes of asserting a claim under 11 U.S.C. § 503(b)(9) (see Item # 5). All other requestiled pursuant to 11 U.S.C. § 503.	ufter the commencement of the case, but may be used	U.S.B/	
Name of Creditor (the person or other entity to whom the debtor owes money or property): General Electric Canada Management Service Name and address where notices should be sent:  General Electric Canada Management Services  c/o Latham & Watkins LLP  Max Eisenberg, Esq.	Check this box to indicate that this claim amends a previously filed claim.	U.S.BANKRUPTCY COUR 2009 NOV 30 P 1: 19 S.D.N.Y.	
233 South Wacker Dr., Ste. 5800 COPY	Court Claim Number: (If known) Filed on:	If an amount is identified above, you have a claim scheduled by one of the Debtors as shown. (This	
Telephone number: 312-876-7700 Email Address: max.eisenberg@lw.com	[	scheduled amount of your claim may be ar amendment to a previously scheduled amount.) If you	
Name and address where payment should be sent (if different from above):	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.  Check this box if you are the debtor	agree with the amount and priority of your claim as scheduled by the Debtor, you do not need to file this proof of claim form, EXCEPT AS FOLLOWS: If the amount shown is listed as DISPUTED, UNLIQUIDATED, or CONTINGENT, a proof of claim MUST be filed in order to receive any distribution in respect of you claim. If you have already filed a proof of claim in	
Telephone number:	Check this box if you are the debtor or trustee in this case.	accordance with the attached instructions, you need no file again.	
1. Amount of Claim as of Date Case Filed, June 1, 2009: \$ See A If all or part of your claim is secured, complete item 4 below; however, if all of your claim is your claim is entitled to priority, complete item 5. If all or part of your claim is asserted pursu. Check this box if claim includes interest or other charges in addition to the itemized statement of interest or charges.  2. Basis for Claim: See Attached Exhibit A (See instruction #2 on reverse side.)  3. Last four digits of any number by which creditor identifies debtor:  3a. Debtor may have scheduled account as: (See instruction #3a on reverse side.)  4. Secured Claim (See instruction #4 on reverse side.)  Check the appropriate box if your claim is secured by a lien on property or a rinformation.  Nature of property or right of setoff: Real Estate Motor Vehi Describe: See Attached Exhibit A  Value of Property: Annual Interest Rate  %  Amount of arrearage and other charges as of time case filed included in set Basis for perfection:  Amount of Secured Claim: S  Amount Unsecured: S  6. Credits: The amount of all payments on this claim has been credited for the payments: Attach redacted copies of any documents that support the claim, orders, invoices, itemized statements or running accounts, contracts, judgments, rayou may also attach a summary. Attach redacted copies of documents providing a security interest. You may also attach a summary. (See instruction 7 and definition of the payments interest. You may also attach a summary. (See instruction 7 and definition of the payments interest. You may also attach a summary. (See instruction 7 and definition of the payments interest. You may also attach a summary. (See instruction 7 and definition of the payments interest.	right of setoff and provide the requested liele   Equipment   Other  Surpose of making this proof of claim.  Such as promissory notes, purchase mortgages, and security agreements.  evidence of perfection of	5. 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.  Domestic support obligations under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B).  Wages, salaries, or commissions (up to \$10,950*) carned within 180 days before filing of the bankruptey petition or cessation of the debtor's business, whichever is earlier − 11 U.S.C. § 507(a)(4).  Contributions to an employee benefit plan − 11 U.S.C. § 507(a)(5).  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).  Taxes or penalties owed to governmental units − 11 U.S.C. § 507(a)(8).  Value of goods received by the Debtor within 20 days before the date of commencement of the case − 11 U.S.C. § 507(a)(2))  Other − Specify applicable paragraph of 11 U.S.C. § 507(a)().  Amount entitled to priority:	
DO NOT SEND ORIGINAL DOCUMENTS. ATTACHED DOCUMENTS MAY SCANNING.  If the documents are not available, please explain in an attachment.	·	*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.	
Date: 11/25, 2009  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.  Manjit K. Sharma Director & V.P., Finance			
- much	Director & V.P.,	Finanțe	



UNITED STATES BANKRUPTCY COURT FOR THE SOUTH	FDN DISTDICT OF NEW VODE	
		PROOF OF CLAIM
Name of Debtor (Check Only One)  Motors Liquidation Company (I/k/a General Motors Corporation)  MLCS, LLC (I/k/a Saturn, LLC)  MLCS Distribution Corporation (I/k/a Saturn Distribution Corporation)  MLC of Harlem, Inc (I/k/a Chevrolet-Saturn of Harlem, Inc)	Case No 09-50026 (REG) 09-50027 (REG) on) 09-50028 (REG) 09-13558 (REG)	Your Claim is Scheduled As Follows.
NOTE This form should not be used to make a claim for an administrative expense arising a for purposes of asserting a claim under 11 USC § 503(b)(9) (see Item # 5) All other reques filed pursuant to 11 USC § 503	fter the commencement of the case but may be used is for payment of an administrative expense should be	BAN S
Name of Creditor (the person or other entity to whom the debtor owes money or property) General Electric Capital Corporation		S.BANKRUPICY 2009 NOV 30 P S.D.N.Y.
Name and address where notices should be sent General Electric Capital Corporation c/o Latham & Watkins LLP	Check this box to indicate that this claim amends a previously filed claim	7. Y. J. Y.
Max Elsenberg, Esq 233 South Wacker Dr , Ste 5800	Court Claim Number	1: 1 <b>9</b>
Chicago, IL 60606	(If known) Filed on	Line
Telephone number 312-876-7700 Email Address max eisenberg@lw com	ried on	If an amount is identified above, you have a claim scheduled by one of the Debtors as shown (This scheduled amount of your claim may be an arrendment to a previously scheduled amount.) If you
Name and address where payment should be sent (if different from above)  FILED - 66722  MOTORS LIQUIDATION COMPANY  F/K/A GENERAL MOTORS CORP  SDNY # 09-50026 (REG)	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  Check this box if you are the debtor	agree with the amount and priority of your claim as scheduled by the Debtor and you have no other claim against the Debtor, you do not need to file this proof o claim form, EXCEPT AS FOLLOWS If the amount shown is listed as DISPUTED, UNLIQUIDATED, or CONTINGENT, a proof of claim MUST be filed it order to receive any distribution in respect of you claim. If you have already filed a proof of claim is accordance with the attached instructions, you need no
Telephone number	or trustee in this case	file again
If all or part of your claim is secured, complete item 4 below; however, if all of your claim is your claim is entitled to priority, complete item 5 if all or part of your claim is asserted pursual.  Check this box if claim includes interest or other charges in addition to the patternized statement of interest or charges.  Basis for Claim See Attached Exhibit A (See instruction #2 on reverse side.)  Last four digits of any number by which creditor identifies debtor.  3a Debtor may have scheduled account as: (See instruction #3a on reverse side.)  Secured Claim (See instruction #4 on reverse side.)  Secured Claim (See instruction #4 on reverse side.)  Check the appropriate box if your claim is secured by a lien on property or a runformation  Nature of property or right of setoff Real Estate Motor Vehiclescribe: See Attached Exhibit A	ant to 11 USC § 503(b)(9), complete item 5 principal amount of claim. Attach  ght of setoff and provide the requested	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  Domestic support obligations under 11 U S C § 507(a)(1)(A) or (a)(1)(B)  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 carlier – 11 U S C § 507(a)(4)  Contributions to an employee benefit plan – 11 U S C § 507(a)(5)  Up to \$2,425* of deposits toward
Value of Property \$ Annual Interest Rate%  Amount of arrearage and other charges as of time case filed included in se	ecured claim, if any \$	purchase, lease, or rental of property or services for personal, family, or household use - 11 U S C § 507(a)(7)
Basis for perfection Amount Unsecured \$ \text{Amount Unsecured \$ \text{S}  \text{Line 1}  \tex	<u> </u>	Taxes or penalties owed to governmental units – 11 U S C § 507(a)(8)
6 Credits The amount of all payments on this claim has been credited for the p 7 Documents. Attach redacted copies of any documents that support the claim, orders, invoices, itemized statements or running accounts, contracts, judgments, in You may also attach a summary. Attach redacted copies of documents providing a security interest. You may also attach a summary. (See instruction 7 and definition DO NOT SEND ORIGINAL DOCUMENTS. ATTACHED DOCUMENTS MAY SCANNING.  If the documents are not available, please explain in an attachment.	such as promissory notes, purchase nortgages, and security agreements evidence of perfection of too of 'redacted" on reverse side )	□ Value of goods received by the Debtor within 20 days before the date of commencement of the case - 11 USC § 503(b)(9) (§ 507(a)(2)) □ Other - Specify applicable paragraph of 11 USC § 507(a)(_) Amount entitled to priority  *Amounts are subject to adjustiment on 4/1/10 and every 3 years thereafter with temperate to cases commenced on or offer
Date 11/25/09  Signature The person filing this claim must sign it Sign other person authorized to file this claim and state address address above Attach copy of power of attorney, if any  Penalty for presenting franklulent claim. Fine of up to \$500,000 or imprisonment for a	and telephone number if different from the notic	
Modified B10 (GCG) (12/08)		