

**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)  
: :  
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**ORDER GRANTING DEBTORS' OBJECTION TO PROOFS OF  
CLAIM NOS. 16440 AND 16441 FILED BY MICHAEL A. SCHWARTZ**

Upon the Objection dated December 17, 2010 (the “**Objection**”) to Proofs of Claim Nos. 16440 and 16441 filed by Michael A. Schwartz (collectively, the “**Saturn Putative Class Claims**”) of Motors Liquidation Company (f/k/a General Motors Corporation) and its affiliated debtors, as debtors in possession (collectively, the “**Debtors**”), pursuant to section 502(b) of title 11, United States Code (the “**Bankruptcy Code**”), Rule 3007(d) of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), and this Court’s Order Pursuant to Section 502(b)(9) of the Bankruptcy Code and Bankruptcy Rule 3003(c)(3) Establishing the Deadline for Filing Proofs of Claim (Including Claims Under Bankruptcy Code Section 503(b)(9)) and Procedures Relating Thereto and Approving the Form and Manner of Notice Thereof (ECF No. 4079), seeking entry of an order disallowing and expunging Claim Nos. 16440 and 16441; and due and proper notice of the Objection having been provided, and it appearing that no other or further notice need be provided; and after considering (i) the Objection (ECF 8179), (ii) the Saturn Plaintiffs’ Memorandum of Law in Opposition to the Debtors’ Objection (ECF 8893-95), (iii) the Debtors’ Reply in Support of the Objection (ECF 8973), and (iv) the arguments of counsel at hearing on February 10, 2011; and the Court having found and

determined after due deliberation that the relief sought by the Debtors 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 establish just cause for the relief granted herein;

It is hereby ORDERED, ~~ADJUDGED, AND DECREED~~ that:

1. The relief requested in the Objection is granted as provided herein and as reflected in the transcript of the February 10, 2011 hearing;

2. Class treatment under Rule 23 of the Federal Rules of Civil Procedure is denied as to the Saturn Putative Class Claims;

3. Pursuant to section 502(b) of the Bankruptcy Code, the Saturn Putative Class Claims are disallowed and expunged in their entirety;

4. The Debtors shall have no obligation to establish reserves for Claim Nos. 16440 and 16441 for purposes of the confirmation of a chapter 11 plan or plans in these chapter 11 cases;

5. The individual class representatives William Anderson, Jeremy Bauer, Antonio Burgos, Jennifer Cardwell, Amy Faust, Blain Fowler, Jesus Leal, Linda S. Marchetta, Jeanne Menzer, Charles Reid, Cynthia Scott, and Debra Stoffer each shall have twenty (20) days from the date of entry of this order to file individual proofs of claim on behalf themselves in a fixed, liquidated amount solely relating to the relief they seek individually in the lawsuit styled *In re Saturn L-Series Timing Chain Products Liability Litigation*, MDL NO. 1920, Lead Case No. 8:07cv298, Member Case No. 8:08cv79, pending in the United States District Court for the District of Nebraska;

6. Each party shall be responsible for its own costs and attorneys' fees;

7. This Court shall retain jurisdiction to hear and determine all matters arising from or related to this order.

Dated: New York, New York  
March 4, 2011

s/ Robert E. Gerber  
United States Bankruptcy Judge