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May 12, 2010

BY ELECTRONIC AND FIRST CLASS MAIL

The Honorable Robert E. Gerber
United States Bankruptcy Judge
United States Bankruptcy Court
Southern District of New York
One Bowling Green
New York, New York 10004-1408

Re: **In re Motors Liquidation Company, et al.,
Case No. 09-50026-REG
Adversary Proceeding No. 10-5006**

*Enclosed Order:
Request for extension of time
to answer or move granted,
but pretrial conference well
priced on 5/27 as previously
directed.*

*S/REG
USBJ
5/17/10*

Dear Judge Gerber:

We have received a copy of Mr. Atamian's letter to you, on behalf of Defendant Bayerische Motoren Werke Aktiengesellschaft ("BMW AG"), of May 10, 2010. Please be advised that Plaintiff, Motors Liquidation Company, does not object to his request that Your Honor prescribe June 15, 2010 as the date for BMW AG to answer or otherwise move in response to the adversary complaint. In addition, while we are prepared to appear before Your Honor on May 27, we also do not object to rescheduling the Pretrial Conference until after BMW AG answers or otherwise moves.

Respectfully,


Stephen Karotkin

SK:cac

cc: Jean-Marie Atamian (by electronic mail)

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TERREN KARSTEN
DIRECTOR OF INVESTMENT
OPERATIONS

ONE

MEMORANDUM FOR THE BOARD OF DIRECTORS

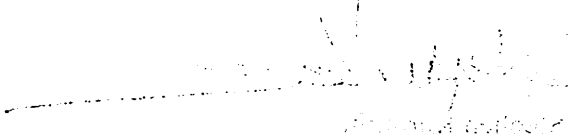
The Board of Directors is requested to consider the proposed acquisition of [Company Name] by [Acquirer Name]. The proposed acquisition is a cash transaction and is expected to be completed by [Date]. The acquisition is expected to result in the acquisition of [Number] shares of [Company Name] common stock.

It is recommended that the Board of Directors approve the proposed acquisition of [Company Name] by [Acquirer Name].

Very truly yours,

The undersigned, [Name], is a member of the Board of Directors of [Company Name] and is authorized to execute this memorandum on behalf of the Board of Directors. This memorandum is being prepared for the Board of Directors and is not intended to be distributed to any other persons.

Respectfully,



[Name]
[Title]