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

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

**STATEMENT OF COVINGTON & BURLING LLP PURSUANT
TO FEDERAL RULE OF BANKRUPTCY PROCEDURE 2019**

Covington & Burling LLP (“Covington”), a law firm which maintains offices at The New York Times Building, 620 Eighth Avenue, New York, New York 10018 and at 1201 Pennsylvania Avenue, N.W., Washington, D.C. 20004, makes this statement pursuant to Federal Rule of Bankruptcy Procedure 2019.

1. Covington represents the following parties in interest in the above-captioned cases:

a. Union Pacific Railroad Company and Union Pacific Distribution Services, 1400 Douglas Street, Omaha, Nebraska 68179. Union Pacific Railroad Company and Union Pacific Distribution Services (collectively, “Union Pacific”) are parties to pre-petition contracts with one or more of the Debtors. Union Pacific has pre-petition claims against one or more of the Debtors arising under such contracts in an amount exceeding \$21 million, which claims arose in the ordinary course of Union Pacific’s business prior to the Debtors’ bankruptcy filings. Union Pacific may also have post-petition administrative claims against one or more of the Debtors based on post-petition services provided to the Debtors.

b. Calyon New York Branch (“Calyon”), 1301 Avenue of the Americas, New York, New York 10019. Calyon is one of a number of lenders under the Amended and Restated Credit Agreement, dated as of July 20, 2006, among General Motors Corp., General Motors of Canada, Limited, Saturn Corporation, Citicorp USA, Inc. as Administrative Agent, and the lenders from time to time party thereto (the “Pre-Petition Revolving Credit Agreement”). According to the Debtors’ public filings, the aggregate amount outstanding under the Pre-Petition Revolving Credit Agreement is approximately \$4.48 billion.

2. Calyon retained Covington in early April 2009 and Union Pacific retained Covington in or about June 2009 to represent them on all matters regarding this Chapter 11 proceeding. Covington had previously represented these parties in interest and/or corporate affiliates on other matters.

3. Covington does not hold any claim against, or interest in, any of the Debtors.

4. Covington will supplement this Statement as appropriate.

Dated: New York, New York
June 22, 2009

Respectfully submitted,

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VERIFICATION

I, Michael St. Patrick Baxter, a partner of Covington & Burling LLP, a law firm which maintains offices at The New York Times Building, 620 Eighth Avenue, New York, New York 10018, and at 1201 Pennsylvania Avenue, N.W., Washington, D.C. 20004, and has made the attached statement pursuant to Federal Rule of Bankruptcy Procedure 2019 (the “Rule 2019 Statement”), declare under penalty of perjury that the Rule 2019 Statement is true and correct to the best of my knowledge as it pertains to Union Pacific Railroad Company and Union Pacific Distribution Services, and that the filing of the Rule 2019 Statement on behalf of Covington & Burling LLP has been authorized.

Dated: June 22, 2009
Washington, D.C.

By /s/ Michael St. Patrick Baxter
Michael St. Patrick Baxter

