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COUNSEL FOR VERIZON
CAPITAL CORPORATION FORMERLY
KNOWN AS BELL ATLANTIC
TRI-CONTINENTAL LEASING CORP.

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re:

GENERAL MOTORS CORP., *et al.*

Debtors.

Chapter 11

Case No. 09-50026 (REG)

Jointly Administered

NOTICE OF APPEARANCE

PLEASE TAKE NOTICE that the undersigned hereby appears as counsel for Verizon Capital Corporation formerly known as Bell Atlantic Tri-Continental Leasing Corp. and Tri-Continental Leasing Corp. (“Verizon Capital Corp.”), and pursuant to Federal Rules of Bankruptcy Procedure 2002, 3017(a), 9007, 9010 and 11 U.S.C. § 1109(b), requests that copies of any and all notices, pleadings, motions, orders to show cause, applications, presentments, petitions, memoranda, affidavits, declarations, orders, disclosure statements and plans of reorganization, or other documents, filed or entered in this case, be transmitted to:

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PLEASE TAKE FURTHER NOTICE that, in accordance with Federal Rule of Bankruptcy Procedure 3017(a), this request also constitutes a request in writing for copies of any and all disclosure statements or plans filed in these cases.

Neither this Request for Notice nor any subsequent appearances, pleadings, claims, proofs of claim, documents, suits, motions nor any other writings or conduct, shall constitute a waiver of Verizon Capital Corp.'s:

- a. right to have any and all final orders in any and all non-core matters entered only after *de novo* review by a United States District Court Judge;
- b. right to trial by jury in any proceeding as to any and all matters so triable herein, whether or not the same be designated legal or private right, or in any case, controversy or proceeding related hereto, notwithstanding the designation *vel non* of such matters as "core proceedings" pursuant to 28 U.S.C. § 157 (b) (2) (H), and whether or not such jury trial right is pursuant to statute or the United States Constitution;
- c. right to have the reference of this matter withdrawn by the United States District Court in any matter or proceeding subject to mandatory or discretionary withdrawal; and
- d. other rights, claims, actions, defenses, setoffs, recoupments or other matters to which Verizon is rightly entitled under any agreements or at law or in equity or under the United States Constitution.

All of the above rights are expressly reserved and preserved unto Verizon Capital Corp. without exception and with no purpose of confessing or conceding jurisdiction in any way by this filing or by any other participation in these matters.

Dated: June 25, 2009

Respectfully submitted,

/s/ Louis R. Strubeck, Jr.

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CONTINENTAL LEASING CORPORATION

CERTIFICATE OF SERVICE

The undersigned attorney hereby certifies that a true and correct copy of the foregoing Notice of Appearance was served upon the counsel and parties of record listed on the attached Service List, electronically through the Clerk's ECF system or by first-class mail, postage prepaid, on the 25th day of June, 2009.

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/s/ Louis R. Strubeck, Jr.

Louis R. Strubeck, Jr.