

QUARLES & BRADY LLP

300 North LaSalle Street

Suite 4000

Chicago, Illinois 60654

Telephone: (312) 715-5000

Facsimile: (312) 715-5155

Faye B. Feinstein (IL ARDC No. 06186627)

Christopher Combest (IL ARDC No. 06224701) (admitted *pro hac vice*)

*Counsel for UPS Capital Corporation,
Modine Manufacturing Company, and Tecta America Corp.*

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

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

**VERIFIED STATEMENT OF QUARLES & BRADY LLP PURSUANT TO
FEDERAL RULE OF BANKRUPTCY PROCEDURE 2019**

Quarles & Brady LLP ("Q&B") hereby makes the following statement pursuant to Fed.

R. Bankr. P. 2019:

1. Q&B represents the following creditors (the "Represented Creditors") in the captioned bankruptcy proceedings (the "Bankruptcy Case"):

(a) UPS Capital Corporation, 35 Glenlake Parkway, Atlanta, GA 30328; UPS Capital Corporation is a lessor of equipment to Debtors; the claims of UPS Capital Corporation remain unliquidated at this time;

(b) United Parcel Service, Inc., 55 Glenlake Parkway, Atlanta, GA 30328; United Parcel Service, Inc., provides shipping and transportation services to one or more of the Debtors; the claims of United Parcel Service, Inc., remain unliquidated at this time;

(c) Modine Manufacturing Company, 1500 DeKoven Avenue, Racine, WI 53403; Modine Manufacturing Company is a supplier of certain products to Debtors; Modine Manufacturing Company is currently working with Debtors to reconcile its claims against Debtors; and

(d) Tecta America Corp., 5215 Old Orchard Road, Suite 880, Skokie, IL 60077; Tecta America Corp. is a supplier of certain products to Debtors; Tecta America Corp. is currently working with Debtors to reconcile its claims against Debtors.

2. As of the Petition Date, the Represented Creditors described at paragraphs 1(b), (c), and (d), above, were existing clients of Q&B, and they consequently asked Q&B to represent them in the Bankruptcy Case. The Represented Creditor described at paragraph 1(a) above is an affiliate of a current client of Q&B and consequently asked Q&B to represent it in the Bankruptcy Case.

3. Q&B represents the Represented Creditors individually; the Represented Creditors do not comprise a committee of any kind.

4. The Represented Creditors reserve all of their respective rights to file proofs of claim in the Bankruptcy Case and to file such proofs of claim in amounts that may differ from those set forth above.

5. There are no instruments empowering Q&B to act on behalf of the Represented Creditors other than standard engagement letters.

6. Upon information and belief, neither Q&B nor the undersigned attorney owns any claims against or equity security interests in Debtors.

7. The above statements are made to the best of the undersigned's knowledge and belief, under penalty of perjury pursuant to 28 U.S.C. §1746.

Dated: June 30, 2009

QUARLES & BRADY LLP

By: /s/ Christopher Combest
Faye B. Feinstein
Christopher Combest
300 North LaSalle Street, Suite 4000
Chicago, Illinois 60654
Telephone: (312) 715-5000
Facsimile: (312) 715-5155
E-mail: Faye.Feinstein@quarles.com
Christopher.Combest@quarles.com

*Counsel for UPS Capital Corporation,
United Parcel Service, Inc., Modine
Manufacturing Company, and
Tecta America Corp.*

CERTIFICATE OF SERVICE

I hereby certify that, on June 30, 2009, a true and correct copy of the *Verified Statement of Quarles & Brady LLP Pursuant to Federal Rule of Bankruptcy Procedure 2019* was served electronically on all parties registered to receive electronic noticing via the Court's CM/ECF System.

/s/ Christopher Combest
Christopher Combest