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*Attorneys for Manufacturers and Traders Trust
 Company and Wells Fargo Northwest, National
 Association*

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

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In re:	: Chapter 11
	: :
MOTORS LIQUIDATION COMPANY, <i>et al.</i> ,	: Case No. 09-50026 (REG)
	: Jointly Administered
Debtors.	: :
	: :
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**NOTICE OF APPEARANCE AND REQUEST FOR SERVICE OF NOTICES
 AND PAPERS BY MILBANK, TWEED, HADLEY & M^cCLOY LLP
AS COUNSEL FOR CERTAIN INDENTURE TRUSTEES**

PLEASE TAKE NOTICE that Milbank, Tweed, Hadley & M^cCloy LLP

("Milbank") hereby appears (the "Notice of Appearance") as counsel for Manufacturers and Traders Trust Company ("M&T"), not individually, but solely in its capacity as successor Indenture Trustee under that certain leveraged lease transaction commonly known as GM2000A, and Wells Fargo Northwest, National Association ("Wells Fargo" and together with M&T, the "Indenture Trustees"), not individually, but solely in its capacity as Indenture Trustee under that certain leveraged lease transaction commonly known as GM2001A, and, pursuant to section 1109(b) of title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (as amended, the "Bankruptcy Code") and rules 2002, 3017(a), 9007 and 9010 of the Federal Rules of

Bankruptcy Procedure (as amended, the “**Bankruptcy Rules**”), requests that copies of any and all notices and papers filed or entered in this case be given to and served upon the following:

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PLEASE TAKE FURTHER NOTICE that, pursuant to section 1109(b) of the Bankruptcy Code, this request includes not only the notices and papers referred to in the Bankruptcy Rules, but also includes any notice, motion, proposed order, application, petition, pleading, request, complaint, demand, memorandum, affidavit, declaration, presentment, order to show cause, disclosure statement, and plan of reorganization, whether formal or informal, whether written or oral, and whether transmitted or conveyed by mail, courier service, hand-delivery, telephone, facsimile transmission, electronically, or otherwise, that is filed or given in connection with these cases and the proceedings therein.

PLEASE TAKE FURTHER NOTICE that, in accordance with Bankruptcy Rule 3017(a), this request also constitutes a request in writing for copies of any disclosure statement or plan filed in these cases.

PLEASE TAKE FURTHER NOTICE that neither this Notice of Appearance nor any prior or later appearance, pleading or claim waives (1) any right to have final orders in non-core matters entered only after de novo review by a District Court judge, (2) any right to trial by jury

in any proceeding so triable in this case or any case, controversy, or proceeding related to this case, (3) any right to have the District Court withdraw the reference in any matter subject to mandatory or discretionary withdrawal, or (4) any other substantive or procedural right.

PLEASE TAKE FURTHER NOTICE that this Notice of Appearance is without prejudice to any other rights, claims, actions, defenses, setoffs or recoupments under agreements, in law, in equity, or otherwise, all of which rights, claims, actions, defenses, setoffs and recoupments against a debtor or any other entities either in this case or in any other action are expressly reserved.

Dated: New York, New York
July 13, 2009

MILBANK, TWEED, HADLEY & M^cCLOY LLP

/s/ Matthew S. Barr
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