

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

In re:) Chapter 11
)
MOTORS LIQUIDATION COMPANY) Case No. 09-50026 (REG)
f/k/a GENERAL MOTORS CORPORATION,)
et al.,) Jointly Administered
)
Debtors)
_____)

**VERIFIED STATEMENT OF BRENT COON & ASSOCIATES
UNDER BANKRUPTCY RULE 2019**

I, Lori K. Slocum, a representative of Brent Coon & Associates, declare as follows:

1. I am an attorney with the law firm of Brent Coon & Associates (hereinafter the “Firm”). I am a member in good standing of the bar of the state of Texas.

2. I am involved in the Firm’s representation of personal injury claimants and based upon that representation and the review of business records of the Firm, I have personal knowledge of the facts set forth herein. I make this statement pursuant to Rule 2019 of the Federal Rules of Bankruptcy Procedure (the “Statement”).

3. The Firm is organized under the laws of the state of Texas, with its principal offices for the practice of law located at 215 Orleans, Beaumont, TX 77701.

4. The Firm does not hold any claims against or interest in the Debtor.

5. As of the date of this Statement, the Firm represents a number of personal injury claimants (the “Claimants” or individually, a “Claimant”) who have been injured by asbestos or asbestos-containing products manufactured, marketed, distributed, sold, installed, or produced by the above-referenced debtors and debtors-in-possession (the “Debtors”) and others. Attached as Exhibit “A” is a list of the Claimants represented by the Firm.

6. The address for each Claimant represented by the Firm is c/o Brent Coon & Associates, P.C., 215 Orleans, Beaumont, TX 77701.

7. The nature of the claim held by each Claimant is a personal injury tort claim for damages caused by asbestos or asbestos-containing products manufactured, marketed, distributed, sold, installed, or produced by the Debtors and others.

8. Each Claimant acquired his or her claim more than a year prior to the filing of the above-captioned, jointly-administered bankruptcy cases.

9. The claims held by all Claimants are unliquidated.

10. Each Claimant on Exhibit A attached hereto has retained the Firm, and each Claimant has provided Brent Coon & Associates or co-counsel a limited power of attorney and proxy to represent them in bankruptcy matters. A blank but unredacted exemplar of the limited power of attorney and proxy authorizing representation of creditors is attached hereto as Exhibit B. If more than one such standard form of instrument is used by Brent Coon & Associates or co-counsel, one exemplar of each such agreement or instrument is included in Exhibit B, and labeled B-1, B-2, etc.

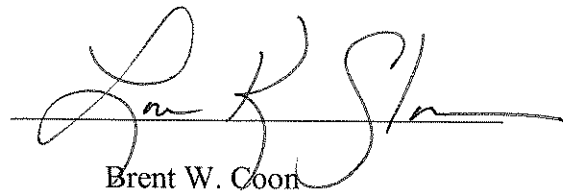
11. The Firm will file an amended and supplemental statement setting forth any material changes in the facts contained in this Statement, should any such changes occur.

12. The filing of the Firm's Statement does not waive any rights including (i) the Claimants' rights to have final orders in non-core matters entered only after *de novo* review by a district judge; (ii) the Claimants' rights to trial by jury in any proceeding and any trial on their claims; (iii) the Claimants' rights to have the reference withdrawn by the District Court in any matter subject to mandatory or discretionary withdrawal or abstention to the extent not previously directed; (iv) the Claimants' rights in not submitting themselves to the jurisdiction of

the Bankruptcy Court; or (v) any other rights, claims, actions, defenses, reclamations, setoffs, or recoupments to which the Claimants are or may be entitled under any agreements, in law or in equity, all of which rights, claims, actions, defenses, reclamations, setoffs, and recoupments the Firm's Claimants expressly reserve.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Executed this 23rd day of November, 2009, at Beaumont, Texas.

A handwritten signature in black ink, appearing to read "Brent W. Coon", is written over a horizontal line.

Brent W. Coon
Texas State Bar No. 04769750
Lori K. Slocum
Texas State Bar No. 24048597
Brent Coon & Associates
215 Orleans Street
Beaumont, TX 77001
(409) 835-2666
(409) 833-4483 (facsimile)

State of Texas :

County of Jefferson :

On this the 23rd day of November, 2009, before me the undersigned officer, personally appeared Lori Slocum, known to me to be the person whose name is subscribed to the within instrument and acknowledged that she executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

Marilyn H. Cribbs
Notary Public

(SEAL)

MARILYN H. CRIBBS
Notary's name printed

Commission expires: 08-12-2013

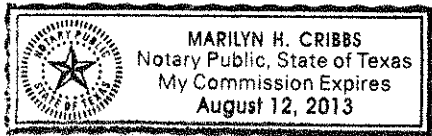


EXHIBIT A

Client ID	First Name of Creditor	Last Name of Creditor	Address1	Address2	City	State	Zip Code	Reserved	Form of Agreement / Instrument Empowering Entity to Act on Behalf	Amount of Claim of Creditor if Liquidated	Date of Acquisition of Creditor's Claim if Acquired Within 1 Year of Petition Date	Type of Disease	Pertinent Facts and Circumstances Regarding Employment of Counsel	Type of Injury
24607	D	Allen	476 TOWNSHIP ROAD #1239		Procterville	OH	45669		B-1; Limited Power of Attorney and Proxy		More Than a Year Ago	Non-Malignant	Claimant approached us regarding an asbestos case	Asbestos Related Personal Injury
32076	Thelma	Allen	258 W Dennick		YOUNGSTOWN	OH	44504		B-1; Limited Power of Attorney and Proxy		More Than a Year Ago	Non-Malignant	Claimant approached us regarding an asbestos case	Asbestos Related Personal Injury
26892	Lawrence	Barnes	7005 LOCKWOOD BLVD		Youngstown	OH	44512		B-1; Limited Power of Attorney and Proxy		More Than a Year Ago	Non-Malignant	Claimant approached us regarding an asbestos case	Asbestos Related Personal Injury
35000	David	Barrera	205 EAST FIRST STREET		San Juan	TX	78589		B-2; Referral Proxy		More Than a Year Ago	Non-Malignant	Claimant approached us regarding an asbestos case	Asbestos Related Personal Injury
32096	Jacqueline	Barrett	459 ARBOR CIRCLE		Youngstown	OH	44505		B-1; Limited Power of Attorney and Proxy		More Than a Year Ago	Non-Malignant	Claimant approached us regarding an asbestos case	Asbestos Related Personal Injury
32099	Gerald	Bartholomew	1008 WABASH AVE		Youngstown	OH	44502		B-1; Limited Power of Attorney and Proxy		More Than a Year Ago	Non-Malignant	Claimant approached us regarding an asbestos case	Asbestos Related Personal Injury
32100	Gerald	Basen	465 CORTSVILLE RD		Campbell	OH	44405		B-1; Limited Power of Attorney and Proxy		More Than a Year Ago	Non-Malignant	Claimant approached us regarding an asbestos case	Asbestos Related Personal Injury
35003	James	Battye	5838 FREEMANS FARM		San Antonio	TX	78233		B-1; Limited Power of Attorney and Proxy		More Than a Year Ago	Non-Malignant	Claimant approached us regarding an asbestos case	Asbestos Related Personal Injury
32104	Emma	Bell	465 ALAMEDA AVE		Youngstown	OH	44504		B-1; Limited Power of Attorney and Proxy		More Than a Year Ago	Non-Malignant	Claimant approached us regarding an asbestos case	Asbestos Related Personal Injury

32110	Andrew	Benson	4015 MONTICELLO BLVD # 207	Youngstown	OH	44505	B-1; Limited Power of Attorney and Proxy	More Than a Year Ago	Non-Malignant	Claimant approached us regarding an asbestos case	Asbestos Related Personal Injury
32111	Glenn	Berch	1209 CHARLOTTE	Youngstown	OH	44506	B-1; Limited Power of Attorney and Proxy	More Than a Year Ago	Non-Malignant	Claimant approached us regarding an asbestos case	Asbestos Related Personal Injury
32129	Frederick	Brooks	336 Greenbriar Drive	RAVENNA	OH	44266	B-1; Limited Power of Attorney and Proxy	More Than a Year Ago	Non-Malignant	Claimant approached us regarding an asbestos case	Asbestos Related Wrongful Death
32051	Sandra	Conrad	2353 MARK STREET	Croswell	MI	48422	B-1; Limited Power of Attorney and Proxy	More Than a Year Ago	MESOTHELIOMA	Claimant approached us regarding an asbestos case	Asbestos Related Wrongful Death
25020	William	Crouse	6026 TETLIN FIELD DR	New Albany	OH	43054	B-1; Limited Power of Attorney and Proxy	More Than a Year Ago	MESOTHELIOMA	Claimant approached us regarding an asbestos case	Asbestos Related Wrongful Death
37400	Stan	Dooley	37146 Superior Ave.	BURNEY	CA	96013	B-1; Limited Power of Attorney and Proxy	More Than a Year Ago	LUNG CANCER	Claimant approached us regarding an asbestos case	Asbestos Related Wrongful Death
23206	Frederick	Douglas	4005 WELLACHER DR SW	Warren	OH	44481	B-1; Limited Power of Attorney and Proxy	More Than a Year Ago	Non-Malignant	Claimant approached us regarding an asbestos case	Asbestos Related Personal Injury
26889	Ricky	Dudek	3109 MEANDERWOOD DRIVE	Canfield	OH	44406	B-1; Limited Power of Attorney and Proxy	More Than a Year Ago	Non-Malignant	Claimant approached us regarding an asbestos case	Asbestos Related Personal Injury
36742	Frank	Duffie	11109 Brahms Lane	DAVISON	MI	48423	B-1; Limited Power of Attorney and Proxy	More Than a Year Ago	MESOTHELIOMA	Claimant approached us regarding an asbestos case	Asbestos Related Wrongful Death
24554	Steve	England	3405 Gander Drive	JEFFERSONVILLE	IN	47130	B-1; Limited Power of Attorney and Proxy	More Than a Year Ago	Non-Malignant	Claimant approached us regarding an asbestos case	Asbestos Related Personal Injury
32225	Tommy	Evans	16605 BRYCE AVE	Cleveland	OH	44128	B-1; Limited Power of Attorney and Proxy	More Than a Year Ago	Non-Malignant	Claimant approached us regarding an asbestos case	Asbestos Related Personal Injury

23212	Donald	Ficke	1790 Main Street EXT SW		WARREN	OH	44481		B-1; Limited Power of Attorney and Proxy		More Than a Year Ago	Non-Malignant	Claimant approached us regarding an asbestos case	Asbestos Related Personal Injury
32248	Joseph	Gardi	188 Portal Drive		CORTLAND	OH	44410		B-1; Limited Power of Attorney and Proxy		More Than a Year Ago	Non-Malignant	Claimant approached us regarding an asbestos case	Asbestos Related Personal Injury
26927	Roger	Gottschalk	534 West Ash St.		MASON	MI	48854		B-1; Limited Power of Attorney and Proxy		More Than a Year Ago	LUNG CANCER	Claimant approached us regarding an asbestos case	Asbestos Related Wrongful Death
32275	Renee	Grant	711 LIBERTY RD		Youngstown	OH	44505		B-1; Limited Power of Attorney and Proxy		More Than a Year Ago	Non-Malignant	Claimant approached us regarding an asbestos case	Asbestos Related Personal Injury
32277	Van	Gray	222 RUTLEDGE		Youngstown	OH	44505		B-1; Limited Power of Attorney and Proxy		More Than a Year Ago	Non-Malignant	Claimant approached us regarding an asbestos case	Asbestos Related Personal Injury
25660	Joseph	Green	3388 West 20th Avenue		GARY	IN	46404		B-1; Limited Power of Attorney and Proxy		More Than a Year Ago	Non-Malignant	Claimant approached us regarding an asbestos case	Asbestos Related Wrongful Death
35696	Paul	Griffith	PO BOX 687	847 E 24TH STREET	Baxter Springs	KS	66713		B-1; Limited Power of Attorney and Proxy		More Than a Year Ago	Non-Malignant	Claimant approached us regarding an asbestos case	Asbestos Related Personal Injury
23224	Jesse	Harris	714 OXFORD AVE		Youngstown	OH	44510		B-1; Limited Power of Attorney and Proxy		More Than a Year Ago	Non-Malignant	Claimant approached us regarding an asbestos case	Asbestos Related Personal Injury
32735	Anderson	Henry	240 NORWOOD AVE		Youngstown	OH	44504		B-1; Limited Power of Attorney and Proxy		More Than a Year Ago	Non-Malignant	Claimant approached us regarding an asbestos case	Asbestos Related Personal Injury
26201	Walter	Hickman	3340 NEWTON TOMLINSON		Warren	OH	44481		B-1; Limited Power of Attorney and Proxy		More Than a Year Ago	Non-Malignant	Claimant approached us regarding an asbestos case	Asbestos Related Personal Injury
32304	Vernest	Hildreth	30 Butterfly Way		LOVINGTON	GA	30016		B-1; Limited Power of Attorney and Proxy		More Than a Year Ago	Non-Malignant	Claimant approached us regarding an asbestos case	Asbestos Related Personal Injury

32305	Ludell	Hill	PO Box 384	CAMPBELL	OH	44405	B-1; Limited Power of Attorney and Proxy	More Than a Year Ago	Non-Malignant	Claimant approached us regarding an asbestos case	Asbestos Related Personal Injury
32314	Laverne	Howard	445 W RAVENWOOD	Youngstown	OH	44511	B-1; Limited Power of Attorney and Proxy	More Than a Year Ago	Non-Malignant	Claimant approached us regarding an asbestos case	Asbestos Related Personal Injury
41981	Charles	Hutson	1952 East I	BALLANTINE	MT	59006	B-1; Limited Power of Attorney and Proxy	More Than a Year Ago	Non-Malignant	Claimant approached us regarding an asbestos case	Asbestos Related Wrongful Death
25707	William	Johnson	1106 DRAPER	Joliet	IL	60432	B-1; Limited Power of Attorney and Proxy	More Than a Year Ago	Non-Malignant	Claimant approached us regarding an asbestos case	Asbestos Related Personal Injury
51811	David	King	2256 N. Diamond Mill Road	BROOKVILLE	OH	45309	B-1; Limited Power of Attorney and Proxy	More Than a Year Ago	Lung Cancer	Claimant approached us regarding an asbestos case	Asbestos Related Personal Injury
32361	Richard	Korhan	1269 Victory Hill Ln	YOUNGSTOWN	OH	44515	B-1; Limited Power of Attorney and Proxy	More Than a Year Ago	Non-Malignant	Claimant approached us regarding an asbestos case	Asbestos Related Personal Injury
32365	Tony	Koulianos	116 REGENT ST	Campbell	OH	44405	B-1; Limited Power of Attorney and Proxy	More Than a Year Ago	Non-Malignant	Claimant approached us regarding an asbestos case	Asbestos Related Personal Injury
41366	Glen	Kruse	1164 YARBOROUGH RD	Cassatt	SC	29032	B-1; Limited Power of Attorney and Proxy	More Than a Year Ago	LUNG CANCER	Claimant approached us regarding an asbestos case	Asbestos Related Wrongful Death
32395	Rahman	Long	29 BROOKLINE AVE	Youngstown	OH	44505	B-1; Limited Power of Attorney and Proxy	More Than a Year Ago	Non-Malignant	Claimant approached us regarding an asbestos case	Asbestos Related Personal Injury
43638	Miles	Mabe	171 VI MAE DR	Lexington	NC	27295	B-1; Limited Power of Attorney and Proxy	More Than a Year Ago	OTHER CANCER	Claimant approached us regarding an asbestos case	Asbestos Related Wrongful Death
32404	Robert	Macovitz	1830 COITSVILLE	Hubbard Road	OH	44505	B-1; Limited Power of Attorney and Proxy	More Than a Year Ago	Non-Malignant	Claimant approached us regarding an asbestos case	Asbestos Related Personal Injury

25850	John	Modisette	2621 DEER CROSSING	El Dorado	AR	71730	B-1; Limited Power of Attorney and Proxy	More Than a Year Ago	Non-Malignant	Claimant approached us regarding an asbestos case	Asbestos Related Wrongful Death
23281	Martin	Novotny	16482 LEFFINGWILL RD	Berlin Center	OH	44401	B-1; Limited Power of Attorney and Proxy	More Than a Year Ago	Non-Malignant	Claimant approached us regarding an asbestos case	Asbestos Related Personal Injury
25666	Irma	Orr	7226 Roosevelt Circle	MERRILLVILLE	IN	46410	B-1; Limited Power of Attorney and Proxy	More Than a Year Ago	Non-Malignant	Claimant approached us regarding an asbestos case	Asbestos Related Personal Injury
26214	James	Paul	1005 LESLIE LANE	Girard	OH	44420	B-1; Limited Power of Attorney and Proxy	More Than a Year Ago	Non-Malignant	Claimant approached us regarding an asbestos case	Asbestos Related Personal Injury
24564	Thomas	Peak	218 S OAK STREET	Clarksville	IN	47129	B-1; Limited Power of Attorney and Proxy	More Than a Year Ago	Non-Malignant	Claimant approached us regarding an asbestos case	Asbestos Related Personal Injury
32536	Bayard	Rader	39 WEST QUARRY STREET, APT 8	Newton Falls	OH	44444	B-1; Limited Power of Attorney and Proxy	More Than a Year Ago	Non-Malignant	Claimant approached us regarding an asbestos case	Asbestos Related Personal Injury
50299	David	Rexroad	3560 Woodbine Avenue	YOUNGSTOWN	OH	44425	B-1; Limited Power of Attorney and Proxy	More Than a Year Ago	Non-Malignant	Claimant approached us regarding an asbestos case	Asbestos Related Personal Injury
32555	William	Richards	911 NANCY ST	Niles	OH	44446	B-1; Limited Power of Attorney and Proxy	More Than a Year Ago	Non-Malignant	Claimant approached us regarding an asbestos case	Asbestos Related Personal Injury
32568	Robert	Roof	1705 DIFFORD DR	Niles	OH	44446	B-1; Limited Power of Attorney and Proxy	More Than a Year Ago	Non-Malignant	Claimant approached us regarding an asbestos case	Asbestos Related Personal Injury
32573	Charles	Rounsaville	1381 SCIOTO ST	Youngstown	OH	44505	B-1; Limited Power of Attorney and Proxy	More Than a Year Ago	Non-Malignant	Claimant approached us regarding an asbestos case	Asbestos Related Personal Injury
32577	Jesse	Sanders	2837 OAK ST EXT	Youngstown	OH	44505	B-1; Limited Power of Attorney and Proxy	More Than a Year Ago	Non-Malignant	Claimant approached us regarding an asbestos case	Asbestos Related Personal Injury

23313	Edward	Semeraro	17837 COURTNEY RD	Beloit	OH	44609	B-1; Limited Power of Attorney and Proxy	More Than a Year Ago	Non-Malignant	Claimant approached us regarding an asbestos case	Asbestos Related Personal Injury
28503	George	Sparr	296 Cimarron Drive	HOWELL	MI	48855	B-1; Limited Power of Attorney and Proxy	More Than a Year Ago	LUNG CANCER	Claimant approached us regarding an asbestos case	Asbestos Related Wrongful Death
32641	Royal	Stargell	2115 JEFFERSON ST SW	Warren	OH	44485	B-1; Limited Power of Attorney and Proxy	More Than a Year Ago	Non-Malignant	Claimant approached us regarding an asbestos case	Asbestos Related Personal Injury
32617	Edward	Svetlak	1759 MATHEWS RD	Poland	OH	44514	B-1; Limited Power of Attorney and Proxy	More Than a Year Ago	Non-Malignant	Claimant approached us regarding an asbestos case	Asbestos Related Personal Injury
32649	Paul	Temelkoff	11 RED FERN DR	Youngstown	OH	44505	B-1; Limited Power of Attorney and Proxy	More Than a Year Ago	Non-Malignant	Claimant approached us regarding an asbestos case	Asbestos Related Personal Injury
32676	Raul	Valentin	1582 CRAIGLEE AVE	Youngstown	OH	44506	B-1; Limited Power of Attorney and Proxy	More Than a Year Ago	Non-Malignant	Claimant approached us regarding an asbestos case	Asbestos Related Personal Injury
32700	Lusandy	Watson	247 4TH ST	Warren	OH	44483	B-1; Limited Power of Attorney and Proxy	More Than a Year Ago	Non-Malignant	Claimant approached us regarding an asbestos case	Asbestos Related Personal Injury
32713	Lee	Williams	416 ARLINGTON	Youngstown	OH	44502	B-1; Limited Power of Attorney and Proxy	More Than a Year Ago	Non-Malignant	Claimant approached us regarding an asbestos case	Asbestos Related Personal Injury
20580	Tommie	Williams	1113 ROBINSON STREET	Port Gibson	MS	39150	B-1; Limited Power of Attorney and Proxy	More Than a Year Ago	Non-Malignant	Claimant approached us regarding an asbestos case	Asbestos Related Personal Injury

LIMITED POWER OF ATTORNEY AND PROXY

To: Brent Coon
Brent Coon & Associates
215 Orleans
Beaumont, TX 77701

The undersigned claimant hereby authorizes Brent Coon & Associates, as attorney in fact for the undersigned and with full power of substitution to vote on any questions that may be lawfully submitted to creditors of any Defendant who is bankrupt or who may hereafter go bankrupt (hereinafter "Debtor"), in any bankruptcy proceeding involving debtor filed on behalf of the Debtor; to submit Official Unsecured Creditors' Committee Questionnaire; to serve on any committee; to vote, after review of the appropriate disclosure statements, for or against any Plan of Reorganization of the Debtor; and, in general, to perform any act for the undersigned in all matters arising in this case. Undersigned gives Attorney a power of attorney to execute all reasonable and necessary documents connected with the handling of their asbestos lawsuit including pleadings, contracts, checks or drafts, settlement agreements, verifications, dismissals and orders and any and all other documents that Client could properly execute. This is in addition to any other limited powers previously provided to counsel through previously signed documents.

Dated: _____

Signed: _____

Printed Name: _____

Street: _____

City: _____ State: _____

SS#: _____

Subscribed and sworn to before me this ____ day of _____, 200__

Notary Public

GLOBAL PROXY

The undersigned Claimant hereby authorizes *Cletus P. Ernster III, P.C.*, Attorney At Law, or any associated attorneys, to act as attorney-in-fact for the undersigned, with full power of substitution, to vote on any question that may be lawfully submitted to creditors of any debtor in bankruptcy, or otherwise, to vote for a Trustee of the Estate of any bankrupt debtor and for a Committee of Creditors; and in general, to perform any act not constituting the practice of law for the undersigned in all matters arising, or related to Claimant's asbestos case, including, but not limited to, any matter relating to any debtor who has filed for Federal or State bankruptcy protection. Although you have a contract with these lawyers authorizing them to prosecute your claim to settlement or judgment, this Proxy will ensure that your attorneys are able to vote on your behalf on any matters arising from any bankruptcy proceedings which may affect your case.

A copy of this document serves as an original.

Signed: _____

Printed Name: _____

Social Security Number: _____