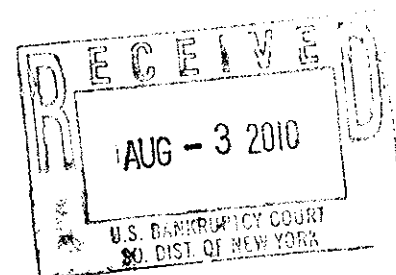




Pillsbury Winthrop Shaw Pittman LLP  
1540 Broadway | New York, NY 10036-4039 | tel 212.858.1000 | fax 212.858.1500



August 2, 2010

**Via Federal Express**

Clerk of the Court  
United States Bankruptcy Court  
Southern District of New York  
One Bowling Green  
New York, NY 10004-1408  
Attn: Vito Genna

Re: *In re Motors Liquidation Company, et al.*, Case No. 09-50026 (REG)

Dear Sir:

Please find attached the Notice of Transfer of Claim Other Than for Security dated July 29, 2010 and the Evidence of Transfer of Claim dated July 27, 2010.

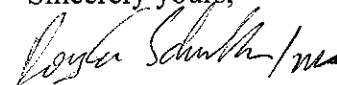
The transferor of the claim is Frank William Pereira and the transferee is Stone Lion Portfolio L.P. Evidence of the transfer is being submitted in lieu of submitting the actual agreement, as permitted by the Bankruptcy Rule 3001(e)(2).

In accordance with Rule 3001(e)(2), please notify the transferor, Frank William Pereira, and make the appropriate substitution.

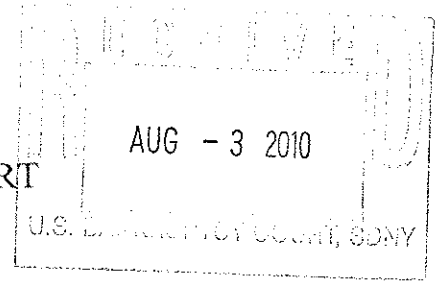
Please feel free to contact me if you have any questions.

Thank you in advance.

Sincerely yours,

  
Douglas J. Schneller

Encs. (as stated)



UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

In re Motors Liquidation Company, et al.  
Debtors.

Case No. 09-50026 (REG)  
(Jointly Administered)

**NOTICE OF TRANSFER OF CLAIM OTHER THAN FOR SECURITY**

A CLAIM HAS BEEN FILED IN THIS CASE or deemed filed under 11 U.S.C. § 1111(a).  
Transferee hereby gives evidence and notice pursuant to Rule 3001(e)(2), Fed R. Bankr. P., of the  
transfer, other than for security, of the claim referenced in this evidence and notice.

Stone Lion Portfolio L.P.  
Name of Transferee

Frank William Pereira  
Name of Transferor

Name and Address where notices to transferee  
should be sent:

Court Claim #: 43321  
Amount of Claim as Filed: \$75,000,000.00  
Date Claim Filed: 11/23/09

**Stone Lion Portfolio L.P.**  
461 Fifth Avenue, 14<sup>th</sup> Floor  
New York, NY 10017

Phone: 212 843-1200  
Last Four Digits of Acct #: \_\_\_\_\_

Name and Address where transferee payments should be sent (if different from above):

Phone: \_\_\_\_\_  
Last Four Digits of Acct #: \_\_\_\_\_

I declare under penalty of perjury that the information provided in this notice is true and correct  
to the best of my knowledge and belief.

By: Claudia Borg  
Transferee/Transferee's Agent

Date: 7/29/10

Penalty for making a false statement: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 & 3571.

Stone Lion Portfolio L.P.  
Stone Lion Capital Partners L.P. Investment Manager  
By: SL Capital Partners LLC, Its: General Partner  
By: Stone Lion Capital LLC, Managing Member

**Claudia Borg**  
General Counsel

EVIDENCE OF TRANSFER OF CLAIM

AUG - 3 2010  
U.S. BANKRUPTCY COURT, SDNY

TO: Clerk, United States Bankruptcy Court, Southern District of New York

AND TO: STONE LION PORTFOLIO L.P.

CLAIM NO.: 43321

FRANK WILLIAM PEREIRA, having an address c/o his attorneys David D. Patton & Associates, P.C., 44 East Long Lake Road, Suite 100, Bloomfield Hills, Michigan 48303-0829 ("Seller"), for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged and pursuant to the terms of a Transfer of Claim Agreement dated as of the date hereof, does hereby certify that it has unconditionally and irrevocably sold, transferred and assigned to STONE LION PORTFOLIO L.P., its successors and assigns, with offices at 461 Fifth Avenue, 14<sup>th</sup> Floor, New York, New York 10017 ("Buyer"), all right, title and interest in and to the claim of Seller against MOTORS LIQUIDATION COMPANY (F/K/A GENERAL MOTORS CORPORATION) and its affiliates (claim no. 43321) (collectively the "Claim") in the United States Bankruptcy Court, Southern District of New York, Case No. 09-50026 (REG).

Seller hereby waives any notice or hearing requirements imposed by Rule 3001 of the Federal Rules of Bankruptcy Procedure, and stipulates that an order may be entered recognizing this Assignment of Claim as an unconditional assignment and Buyer herein as the valid owner of the Claim. You are hereby requested to make all future payments and distributions, and to give all notices and other communications, in respect to the Claim to Buyer.

IN WITNESS WHEREOF, dated as of the 27<sup>th</sup> day of July, 2010.

FRANK WILLIAM PEREIRA

By: Margaret Walsh Pereira, Conservator of the Estate of Frank William Pereira, a Protected Individual

By: Margaret Walsh Pereira  
Name: MARGARET WALSH PEREIRA  
Title: CONSERVATOR OF THE ESTATE OF FRANK WILLIAM PEREIRA, a Protected Individual

BUYER:

STONE LION PORTFOLIO L.P.

By: Stone Lion Capital Partners L.P., Investment Manager

By: SL Capital Partners LLC, its General Partner

By: Stone Lion Capital LLC, Managing Member

By: Claudia Borg  
Name: **Claudia Borg**  
Title: **General Counsel**