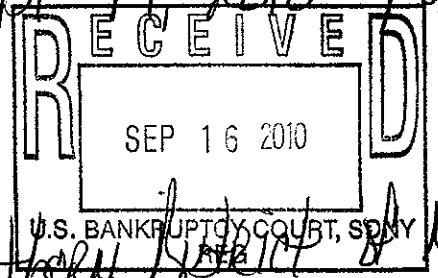


Sept 14 2010 1 of 3



Honorable Robert E. Gerber  
United States Bankruptcy Court Southern District of NY  
One Bowling Green, Room 6021  
New York, New York 10004

Case No. 09-50076

Re: Honorable Robert E. Gerber

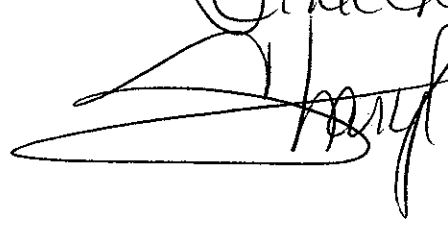
Enclosed are copies of letters, and envelope that was mailed to me, Sharyl J. Carter at 1511 LaSalle Avenue #1, Niagara Falls, New York 14301, that I received on Sept 4, 2010 by the Garden City Group, Inc. Attn: Motors Liquidation Company, P.O. Box 9386 Sudon, Ohio 43017-4286. I have a question as to why do I have to contact the Garden City Group and ask for copies of the motion when the motion should have been mailed to me before this 2 page letter that is enclosed, yes I do want, request copies of everything motion concerning my claims, and myself.

I Shaeryl Y. Carter object and disagree with the motion, and for all motions of my claims with Motors Liquidation Company. I object with the Debtors, New Am, The Charter Amendment, authorizing of stock powers by the above Debtors and their affiliated Debtors. If I am awarded approval of all, claims that I have against the Debtors and their affiliated Debtors, I Shaeryl Y. Carter want, request that all, any amount awarded to me shall be given to me directly, not placed in the hands, stock of General Motors Liquidation Company. I have and continue to have problems with this, above company and their affiliated Debtors. I tried to withdraw from my PSP stock account, due to financial problems and the above Debtors and

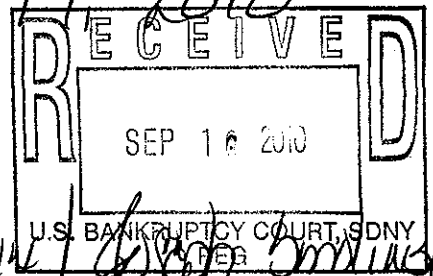
affiliated debtors have a block on my account the representative could not tell me why. Another reason if I have several claims against this company, why would I trust the debtors and their affiliated debtors to handle my Sharel of Carter award amount.

I Sharel of Carter object and disagree with the debtors several Motors Liquidation Company and their affiliated debtors, Motors.

Thank you.

Sincerely  
 Sharel of Carter

Sept 14 2010 14



Weil, Gotshal & Manges LLP

Attn: Harvey Miller / Stephen Karotkin

767 Fifth Avenue

New York, New York 10153

Case no 09-50024

Re: Weil, Gotshal & Manges LLP

I Sharyl Z Carter at 1541 LaSalle Ave #1, Niagara Falls, New York 14301 object and disagree with the motion, New L.M. The Charter Amendment authorizing of stock powers by the Debtors and their affiliated Debtors, Inders Liquidation Company.

I request a copy of the motion and any other documents concerning all my claims against the Debtors and their affiliated Debtors

Also if I Sharyl Z. Carter is awarded any amount from all my claims

24/2  
Against the letters above and their  
affiliated letters, I request amounts to  
be paid directly to me Sheryl J. Carter  
not place in checks that I have with  
the letters and affiliated letters.

Again I Sheryl J. Carter object  
and disagree with the motion above.

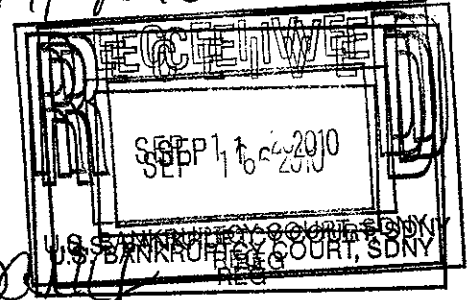
Thank you.

Sincerely  
Sheryl J. Carter

P.S. Enclosed is a copy  
of the letter mail to me.

Sheryl J. Carter

Sept 14, 2010 1st 2



The Garden City Group Inc.

Attn: Motors Liquidation Company

P.O. Box 9386

Columbus, Ohio 43217-4286

Case No  
09-5286

Re: The Garden City Group Inc.

Enclosed is a copy of the letter that was mailed to me Sheryl J. Carter at 1541 LaSalle Ave #1, Niagara Falls, New York

14301. I object and disagree with the Motion, New GM, the Charter Amendment authorizing of stock powers by the Debtors and their affiliated Debtors, Motors Liquidation Company.

I Sheryl J. Carter request a copy of the Motion and any other documents

Concerning all my claims that I Sharyl Y. Carter have against the Debtors and their affiliated Debtors.

Also if I Sharyl Y. Carter is awarded any amount from all my claims against the Debtors above and their affiliated Debtors I request to be paid directly to me Sharyl Y. Carter and not in checks that I have with the Debtors and affiliated Debtors.

Again I Sharyl Y. Carter disagree and object with the above motion

Thank you.

Sincerely  
Sharyl Y. Carter



HEARING DATE AND TIME: September 24, 2010 at 9:45 a.m. (Eastern Time)  
OBJECTION DEADLINE: September 17, 2010 at 4:00 p.m. (Eastern Time)

Harvey R. Miller  
Stephen Karotkin  
Joseph H. Smolinsky  
WEIL, GOTSHAL & MANGES LLP  
767 Fifth Avenue  
New York, New York 10153  
Telephone: (212) 310-8000  
Facsimile: (212) 310-8007

Attorneys for Debtors  
and Debtors in Possession

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

In re	:	Chapter 11 Case No.
	:	
MOTORS LIQUIDATION COMPANY, <i>et al.</i> ,	:	09-50026 (REG)
<i>f/k/a General Motors Corp., et al.</i>	:	
	:	
Debtors.	:	(Jointly Administered)

**NOTICE OF HEARING ON  
MOTION OF DEBTORS FOR ENTRY OF  
ORDER PURSUANT TO 11 U.S.C. §§ 105(a) AND 363(b)  
AUTHORIZING EXERCISE OF STOCK POWERS TO APPROVE AMENDMENT  
TO CERTIFICATE OF INCORPORATION OF GENERAL MOTORS COMPANY**

PLEASE TAKE NOTICE that on August 27, 2010, Motors Liquidation Company (*f/k/a* General Motors Corporation) and its affiliated debtors, as debtors in possession (collectively, the "Debtors"), filed a motion (the "Motion") for an order authorizing the Debtors, as holders of common stock in General Motors Company *f/k/a* NGMCO, Inc. ("New GM"), to exercise their common stock powers to approve a Certificate of Amendment to the Amended and Restated Certificate of Incorporation of New GM (the "Charter Amendment"). The Charter Amendment places certain restrictions on large shareholders of New GM, but will not affect the distributions of securities in New GM to creditors of the Debtors under a chapter 11 plan of liquidation. The Debtors believe that the Charter Amendment will preserve and enhance the value of New GM's securities, which they hold as a result of the sale of substantially all of their assets to New GM.

PLEASE TAKE FURTHER NOTICE that a hearing on the Motion will be held before the Honorable Robert E. Gerber, United States Bankruptcy Judge, in Room 621 of the United States Bankruptcy Court for the Southern District of New York, One Bowling Green, New York, New York 10004, on September 24, 2010 at 9:45 a.m. (Eastern Time).

Bankruptcy Court, and shall be filed with the Bankruptcy Court (a) electronically in accordance with General Order M-242 (which can be found at [www.nysb.uscourts.gov](http://www.nysb.uscourts.gov)) by registered users of the Bankruptcy Court's filing system, and (b) by all other parties in interest, on a 3.5 inch disk, preferably in Portable Document Format (PDF), WordPerfect, or any other Windows-based word processing format (with a hard copy delivered directly to Chambers), in accordance with General Order M-182 (which can be found at [www.nysb.uscourts.gov](http://www.nysb.uscourts.gov)), and served in accordance with General Order M-242, and on (i) Weil, Gotshal & Manges LLP, attorneys for the Debtors, 767 Fifth Avenue, New York, New York 10153 (Attn: Harvey R. Miller, Esq., Stephen Karotkin, Esq., and Joseph H. Smolinsky, Esq.); (ii) the Debtors, c/o Motors Liquidation Company, 500 Renaissance Center, Suite 1400, Detroit, Michigan 48243 (Attn: Ted Stenger); (iii) General Motors, LLC, 400 Renaissance Center, Detroit, Michigan 48265 (Attn: Lawrence S. Buonomo, Esq.); (iv) Cadwalader, Wickersham & Taft LLP, attorneys for the United States Department of the Treasury, One World Financial Center, New York, New York 10281 (Attn: John J. Rapisardi, Esq.); (v) the United States Department of the Treasury, 1500 Pennsylvania Avenue NW, Room 2312, Washington, D.C. 20220 (Attn: Joseph Samarias, Esq.); (vi) Vedder Price, P.C., attorneys for Export Development Canada, 1633 Broadway, 47th Floor, New York, New York 10019 (Attn: Michael J. Edelman, Esq. and Michael L. Schein, Esq.); (vii) Kramer Levin Naftalis & Frankel LLP, attorneys for the statutory committee of unsecured creditors, 1177 Avenue of the Americas, New York, New York 10036 (Attn: Thomas Moers Mayer, Esq., Robert Schmidt, Esq., Lauren Macksoud, Esq., and Jennifer Sharret, Esq.); (viii) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, 21st Floor, New York, New York 10004 (Attn: Tracy Hope Davis, Esq.); (ix) the U.S. Attorney's Office, S.D.N.Y., 86 Chambers Street, Third Floor, New York, New York 10007 (Attn: David S. Jones, Esq. and Natalie Kuehler, Esq.); (x) Caplin & Drysdale, Chartered, attorneys for the official committee of unsecured creditors holding asbestos-related claims, 375 Park Avenue, 35th Floor, New York, New York 10152-3500 (Attn: Elihu Inselbuch, Esq. and Rita C. Tobin, Esq.) and One Thomas Circle, N.W., Suite 1100, Washington, DC 20005 (Attn: Trevor W. Swett III, Esq. and Kevin C. Maclay, Esq.); and (xi) Stutzman, Bromberg, Esserman & Plifka, A Professional Corporation, attorneys for Dean M. Trafelet in his capacity as the legal representative for future asbestos personal injury claimants, 2323 Bryan Street, Suite 2200, Dallas, Texas 75201 (Attn: Sander L. Esserman, Esq. and Robert T. Brousseau, Esq.), so as to be received no later than **September 17, 2010, at 4:00 p.m. (Eastern Time)** (the "Objection Deadline").

**PLEASE TAKE FURTHER NOTICE** that if no objections are timely filed and served with respect to the Motion, the Debtors may, on or after the Objection Deadline, submit to the Bankruptcy Court an order substantially in the form of the proposed order annexed to the Motion, which order may be entered with no further notice or opportunity to be heard offered to any party.

Dated: New York, New York  
August 27, 2010

/s/ Joseph H. Smolinsky  
Harvey R. Miller  
Stephen Karotkin  
Joseph H. Smolinsky

WEIL, GOTSHAL & MANGES LLP  
767 Fifth Avenue  
New York, New York 10153  
Telephone: (212) 310-8000  
Facsimile: (212) 310-8007

Attorneys for Debtors  
and Debtors in Possession



Harvey R. Miller  
Stephen Karotkin  
Joseph H. Smolinsky  
WEIL, GOTSHAL & MANGES LLP  
767 Fifth Avenue  
New York, New York 10153  
Telephone: (212) 310-8000  
Facsimile: (212) 310-8007

Attorneys for Debtors  
and Debtors in Possession

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

-----X		
In re	:	Chapter 11 Case No.
	:	
MOTORS LIQUIDATION COMPANY, <i>et al.</i> ,	:	09-50026 (REG)
<i>f/k/a General Motors Corp., et al.</i>	:	
	:	
Debtors.	:	(Jointly Administered)
	:	
-----X		

**NOTICE OF HEARING ON  
MOTION OF DEBTORS FOR ENTRY OF  
ORDER PURSUANT TO 11 U.S.C. §§ 105(a) AND 363(b)  
AUTHORIZING EXERCISE OF STOCK POWERS TO APPROVE AMENDMENT  
TO CERTIFICATE OF INCORPORATION OF GENERAL MOTORS COMPANY**

**PLEASE TAKE NOTICE** that on August 27, 2010, Motors Liquidation Company (*f/k/a* General Motors Corporation) and its affiliated debtors, as debtors in possession (collectively, the "**Debtors**"), filed a motion (the "**Motion**") for an order authorizing the Debtors, as holders of common stock in General Motors Company *f/k/a* NGMCO, Inc. ("**New GM**"), to exercise their common stock powers to approve a Certificate of Amendment to the Amended and Restated Certificate of Incorporation of New GM (the "**Charter Amendment**"). The Charter Amendment places certain restrictions on large shareholders of New GM, but will not affect the distributions of securities in New GM to creditors of the Debtors under a chapter 11 plan of liquidation. The Debtors believe that the Charter Amendment will preserve and enhance the value of New GM's securities, which they hold as a result of the sale of substantially all of their assets to New GM.

**PLEASE TAKE FURTHER NOTICE** that a hearing on the Motion will be held before the Honorable Robert E. Gerber, United States Bankruptcy Judge, in Room 621 of the United States Bankruptcy Court for the Southern District of New York, One Bowling Green, New York, New York 10004, on **September 24, 2010 at 9:45 a.m. (Eastern Time)**, or as soon thereafter as counsel may be heard.

**PLEASE TAKE FURTHER NOTICE** that the Motion may be accessed on the website maintained by the Debtors' claims agent, [www.motorsliquidationdocket.com](http://www.motorsliquidationdocket.com). A link to the Court docket is located under the "Court Docket" tab. Creditors without access to the Internet may request a copy of the Motion by mail to The Garden City Group, Inc., Motors Liquidation Company Claims Agent, P.O. Box 9386, Dublin, Ohio 43017-4286 or by calling The Garden City Group, Inc. at 1-703-286-6401.

**PLEASE TAKE FURTHER NOTICE** that any responses or objections to this Motion must be in writing, shall conform to the Federal Rules of Bankruptcy Procedure and the Local Rules of the

Bankruptcy Court, and shall be filed with the Bankruptcy Court (a) electronically in accordance with General Order M-242 (which can be found at [www.nysb.uscourts.gov](http://www.nysb.uscourts.gov)) by registered users of the Bankruptcy Court's filing system, and (b) by all other parties in interest, on a 3.5 inch disk, preferably in Portable Document Format (PDF), WordPerfect, or any other Windows-based word processing format (with a hard copy delivered directly to Chambers), in accordance with General Order M-182 (which can be found at [www.nysb.uscourts.gov](http://www.nysb.uscourts.gov)), and served in accordance with General Order M-242, and on (i) Weil, Gotshal & Manges LLP, attorneys for the Debtors, 767 Fifth Avenue, New York, New York 10153 (Attn: Harvey R. Miller, Esq., Stephen Karotkin, Esq., and Joseph H. Smolinsky, Esq.); (ii) the Debtors, c/o Motors Liquidation Company, 500 Renaissance Center, Suite 1400, Detroit, Michigan 48243 (Attn: Ted Stenger); (iii) General Motors, LLC, 400 Renaissance Center, Detroit, Michigan 48265 (Attn: Lawrence S. Buonomo, Esq.); (iv) Cadwalader, Wickersham & Taft LLP, attorneys for the United States Department of the Treasury, One World Financial Center, New York, New York 10281 (Attn: John J. Rapisardi, Esq.); (v) the United States Department of the Treasury, 1500 Pennsylvania Avenue NW, Room 2312, Washington, D.C. 20220 (Attn: Joseph Samarias, Esq.); (vi) Vedder Price, P.C., attorneys for Export Development Canada, 1633 Broadway, 47th Floor, New York, New York 10019 (Attn: Michael J. Edelman, Esq. and Michael L. Schein, Esq.); (vii) Kramer Levin Naftalis & Frankel LLP, attorneys for the statutory committee of unsecured creditors, 1177 Avenue of the Americas, New York, New York 10036 (Attn: Thomas Moers Mayer, Esq., Robert Schmidt, Esq., Lauren Mackoud, Esq., and Jennifer Sharret, Esq.); (viii) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, 21st Floor, New York, New York 10004 (Attn: Tracy Hope Davis, Esq.); (ix) the U.S. Attorney's Office, S.D.N.Y., 86 Chambers Street, Third Floor, New York, New York 10007 (Attn: David S. Jones, Esq. and Natalie Kuehler, Esq.); (x) Caplin & Drysdale, Chartered, attorneys for the official committee of unsecured creditors holding asbestos-related claims, 375 Park Avenue, 35th Floor, New York, New York 10152-3500 (Attn: Elihu Inselbuch, Esq. and Rita C. Tobin, Esq.) and One Thomas Circle, N.W., Suite 1100, Washington, DC 20005 (Attn: Trevor W. Swett III, Esq. and Kevin C. Maclay, Esq.); and (xi) Stutzman, Bromberg, Esserman & Plifka, A Professional Corporation, attorneys for Dean M. Trafelet in his capacity as the legal representative for future asbestos personal injury claimants, 2323 Bryan Street, Suite 2200, Dallas, Texas 75201 (Attn: Sander L. Esserman, Esq. and Robert T. Brousseau, Esq.), so as to be received no later than **September 17, 2010, at 4:00 p.m. (Eastern Time)** (the "**Objection Deadline**").

**PLEASE TAKE FURTHER NOTICE** that if no objections are timely filed and served with respect to the Motion, the Debtors may, on or after the Objection Deadline, submit to the Bankruptcy Court an order substantially in the form of the proposed order annexed to the Motion, which order may be entered with no further notice or opportunity to be heard offered to any party.

Dated: New York, New York  
August 27, 2010

/s/ Joseph H. Smolinsky  
Harvey R. Miller  
Stephen Karotkin  
Joseph H. Smolinsky

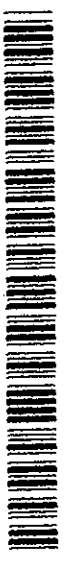
WEIL, GOTSHAL & MANGES LLP  
767 Fifth Avenue  
New York, New York 10153  
Telephone: (212) 310-8000  
Facsimile: (212) 310-8007

Attorneys for Debtors  
and Debtors in Possession

The Garden City Group, Inc.  
Attn: Motors Liquidation Company  
P. O. Box 9386  
Dublin, Ohio 43017-4286

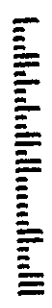
Return Service Requested

Important - Time Sensitive Bankruptcy Court Documents Enclosed

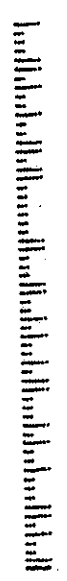


APSO984217388

SHARYL Y CARTER  
1541 LA SALLE AVE 1  
NIAGARA FALLS, NV 14301



1430191227 0063



Presorted  
First Class Mail  
U.S. Postage  
PAID  
Philadelphia, PA  
Permit No. 5634

9  
FD  
10

Harvey R. Miller  
Stephen Karotkin  
Joseph H. Smolinsky  
WEIL, GOTSHAL & MANGES LLP  
767 Fifth Avenue  
New York, New York 10153  
Telephone: (212) 310-8000  
Facsimile: (212) 310-8007

Attorneys for Debtors  
and Debtors in Possession

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

-----X		
In re	:	Chapter 11 Case No.
	:	
MOTORS LIQUIDATION COMPANY, <i>et al.</i> ,	:	09-50026 (REG)
<i>f/k/a General Motors Corp., et al.</i>	:	
	:	
Debtors.	:	(Jointly Administered)
	:	
-----X		

**NOTICE OF HEARING ON  
MOTION OF DEBTORS FOR ENTRY OF  
ORDER PURSUANT TO 11 U.S.C. §§ 105(a) AND 363(b)  
AUTHORIZING EXERCISE OF STOCK POWERS TO APPROVE AMENDMENT  
TO CERTIFICATE OF INCORPORATION OF GENERAL MOTORS COMPANY**

**PLEASE TAKE NOTICE** that on August 27, 2010, Motors Liquidation Company (*f/k/a* General Motors Corporation) and its affiliated debtors, as debtors in possession (collectively, the "**Debtors**"), filed a motion (the "**Motion**") for an order authorizing the Debtors, as holders of common stock in General Motors Company *f/k/a* NGMCO, Inc. ("**New GM**"), to exercise their common stock powers to approve a Certificate of Amendment to the Amended and Restated Certificate of Incorporation of New GM (the "**Charter Amendment**"). The Charter Amendment places certain restrictions on large shareholders of New GM, but will not affect the distributions of securities in New GM to creditors of the Debtors under a chapter 11 plan of liquidation. The Debtors believe that the Charter Amendment will preserve and enhance the value of New GM's securities, which they hold as a result of the sale of substantially all of their assets to New GM.

**PLEASE TAKE FURTHER NOTICE** that a hearing on the Motion will be held before the Honorable Robert E. Gerber, United States Bankruptcy Judge, in Room 621 of the United States Bankruptcy Court for the Southern District of New York, One Bowling Green, New York, New York 10004, on **September 24, 2010 at 9:45 a.m. (Eastern Time)**, or as soon thereafter as counsel may be heard.

**PLEASE TAKE FURTHER NOTICE** that the Motion may be accessed on the website maintained by the Debtors' claims agent, [www.motorsliquidationdocket.com](http://www.motorsliquidationdocket.com). A link to the Court docket is located under the "Court Docket" tab. Creditors without access to the Internet may request a copy of the Motion by mail to The Garden City Group, Inc., Motors Liquidation Company Claims Agent, P.O. Box 9386, Dublin, Ohio 43017-4286 or by calling The Garden City Group, Inc. at 1-703-286-6401.

**PLEASE TAKE FURTHER NOTICE** that any responses or objections to this Motion must be in writing, shall conform to the Federal Rules of Bankruptcy Procedure and the Local Rules of the

Bankruptcy Court, and shall be filed with the Bankruptcy Court (a) electronically in accordance with General Order M-242 (which can be found at [www.nysb.uscourts.gov](http://www.nysb.uscourts.gov)) by registered users of the Bankruptcy Court's filing system, and (b) by all other parties in interest, on a 3.5 inch disk, preferably in Portable Document Format (PDF), WordPerfect, or any other Windows-based word processing format (with a hard copy delivered directly to Chambers), in accordance with General Order M-182 (which can be found at [www.nysb.uscourts.gov](http://www.nysb.uscourts.gov)), and served in accordance with General Order M-242, and on (i) Weil, Gotshal & Manges LLP, attorneys for the Debtors, 767 Fifth Avenue, New York, New York 10153 (Attn: Harvey R. Miller, Esq., Stephen Karotkin, Esq., and Joseph H. Smolinsky, Esq.); (ii) the Debtors, c/o Motors Liquidation Company, 500 Renaissance Center, Suite 1400, Detroit, Michigan 48243 (Attn: Ted Stenger); (iii) General Motors, LLC, 400 Renaissance Center, Detroit, Michigan 48265 (Attn: Lawrence S. Buonomo, Esq.); (iv) Cadwalader, Wickersham & Taft LLP, attorneys for the United States Department of the Treasury, One World Financial Center, New York, New York 10281 (Attn: John J. Rapisardi, Esq.); (v) the United States Department of the Treasury, 1500 Pennsylvania Avenue NW, Room 2312, Washington, D.C. 20220 (Attn: Joseph Samarias, Esq.); (vi) Vedder Price, P.C., attorneys for Export Development Canada, 1633 Broadway, 47th Floor, New York, New York 10019 (Attn: Michael J. Edelman, Esq. and Michael L. Schein, Esq.); (vii) Kramer Levin Naftalis & Frankel LLP, attorneys for the statutory committee of unsecured creditors, 1177 Avenue of the Americas, New York, New York 10036 (Attn: Thomas Moers Mayer, Esq., Robert Schmidt, Esq., Lauren Macksoud, Esq., and Jennifer Sharret, Esq.); (viii) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, 21st Floor, New York, New York 10004 (Attn: Tracy Hope Davis, Esq.); (ix) the U.S. Attorney's Office, S.D.N.Y., 86 Chambers Street, Third Floor, New York, New York 10007 (Attn: David S. Jones, Esq. and Natalie Kuehler, Esq.); (x) Caplin & Drysdale, Chartered, attorneys for the official committee of unsecured creditors holding asbestos-related claims, 375 Park Avenue, 35th Floor, New York, New York 10152-3500 (Attn: Elihu Inselbuch, Esq. and Rita C. Tobin, Esq.) and One Thomas Circle, N.W., Suite 1100, Washington, DC 20005 (Attn: Trevor W. Swett III, Esq. and Kevin C. Maclay, Esq.); and (xi) Stutzman, Bromberg, Esserman & Plifka, A Professional Corporation, attorneys for Dean M. Trafelet in his capacity as the legal representative for future asbestos personal injury claimants, 2323 Bryan Street, Suite 2200, Dallas, Texas 75201 (Attn: Sander L. Esserman, Esq. and Robert T. Brousseau, Esq.), so as to be received no later than **September 17, 2010, at 4:00 p.m. (Eastern Time)** (the "**Objection Deadline**").

**PLEASE TAKE FURTHER NOTICE** that if no objections are timely filed and served with respect to the Motion, the Debtors may, on or after the Objection Deadline, submit to the Bankruptcy Court an order substantially in the form of the proposed order annexed to the Motion, which order may be entered with no further notice or opportunity to be heard offered to any party.

Dated: New York, New York  
August 27, 2010

/s/ Joseph H. Smolinsky  
Harvey R. Miller  
Stephen Karotkin  
Joseph H. Smolinsky

WEIL, GOTSHAL & MANGES LLP  
767 Fifth Avenue  
New York, New York 10153  
Telephone: (212) 310-8000  
Facsimile: (212) 310-8007

Attorneys for Debtors  
and Debtors in Possession

The Garden City Group, Inc.  
Attn: Motors Liquidation Company  
P.O. Box 9386  
Dublin, Ohio 43017-4286

**Return Service Requested**

**Important - Time Sensitive Bankruptcy Court Documents Enclosed**



APS0981090214

SHARYL Y CARTER  
1541 LASALLE AVE #1  
NIAGARA FALLS, NY 14301-1227



*PS 4/25/18*

Presorted  
First Class Mail  
U.S. Postage  
PAID  
Philadelphia, PA  
Permit No. 5634

Harvey R. Miller  
Stephen Karotkin  
Joseph H. Smolinsky  
WEIL, GOTSHAL & MANGES LLP  
767 Fifth Avenue  
New York, New York 10153  
Telephone: (212) 310-8000  
Facsimile: (212) 310-8007

Attorneys for Debtors  
and Debtors in Possession

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

-----X	
In re	: Chapter 11 Case No.
MOTORS LIQUIDATION COMPANY, <i>et al.</i> ,	: 09-50026 (REG)
<i>f/k/a General Motors Corp., et al.</i>	:
Debtors.	: (Jointly Administered)
-----X	

**NOTICE OF HEARING ON  
MOTION OF DEBTORS FOR ENTRY OF  
ORDER PURSUANT TO 11 U.S.C. §§ 105(a) AND 363(b)  
AUTHORIZING EXERCISE OF STOCK POWERS TO APPROVE AMENDMENT  
TO CERTIFICATE OF INCORPORATION OF GENERAL MOTORS COMPANY**

**PLEASE TAKE NOTICE** that on August 27, 2010, Motors Liquidation Company (*f/k/a* General Motors Corporation) and its affiliated debtors, as debtors in possession (collectively, the "**Debtors**"), filed a motion (the "**Motion**") for an order authorizing the Debtors, as holders of common stock in General Motors Company *f/k/a* NGMCO, Inc. ("**New GM**"), to exercise their common stock powers to approve a Certificate of Amendment to the Amended and Restated Certificate of Incorporation of New GM (the "**Charter Amendment**"). The Charter Amendment places certain restrictions on large shareholders of New GM, but will not affect the distributions of securities in New GM to creditors of the Debtors under a chapter 11 plan of liquidation. The Debtors believe that the Charter Amendment will preserve and enhance the value of New GM's securities, which they hold as a result of the sale of substantially all of their assets to New GM.

**PLEASE TAKE FURTHER NOTICE** that a hearing on the Motion will be held before the Honorable Robert E. Gerber, United States Bankruptcy Judge, in Room 621 of the United States Bankruptcy Court for the Southern District of New York, One Bowling Green, New York, New York 10004, on **September 24, 2010 at 9:45 a.m. (Eastern Time)**, or as soon thereafter as counsel may be heard.

**PLEASE TAKE FURTHER NOTICE** that the Motion may be accessed on the website maintained by the Debtors' claims agent, [www.motorsliquidationdocket.com](http://www.motorsliquidationdocket.com). A link to the Court docket is located under the "Court Docket" tab. Creditors without access to the Internet may request a copy of the Motion by mail to The Garden City Group, Inc., Motors Liquidation Company Claims Agent, P.O. Box 9386, Dublin, Ohio 43017-4286 or by calling The Garden City Group, Inc. at 1-703-286-6401.

**PLEASE TAKE FURTHER NOTICE** that any responses or objections to this Motion must be in writing, shall conform to the Federal Rules of Bankruptcy Procedure and the Local Rules of the

Bankruptcy Court, and shall be filed with the Bankruptcy Court (a) electronically in accordance with General Order M-242 (which can be found at [www.nysb.uscourts.gov](http://www.nysb.uscourts.gov)) by registered users of the Bankruptcy Court's filing system, and (b) by all other parties in interest, on a 3.5 inch disk, preferably in Portable Document Format (PDF), WordPerfect, or any other Windows-based word processing format (with a hard copy delivered directly to Chambers), in accordance with General Order M-182 (which can be found at [www.nysb.uscourts.gov](http://www.nysb.uscourts.gov)), and served in accordance with General Order M-242, and on (i) Weil, Gotshal & Manges LLP, attorneys for the Debtors, 767 Fifth Avenue, New York, New York 10153 (Attn: Harvey R. Miller, Esq., Stephen Karotkin, Esq., and Joseph H. Smolinsky, Esq.); (ii) the Debtors, c/o Motors Liquidation Company, 500 Renaissance Center, Suite 1400, Detroit, Michigan 48243 (Attn: Ted Stenger); (iii) General Motors, LLC, 400 Renaissance Center, Detroit, Michigan 48265 (Attn: Lawrence S. Buonomo, Esq.); (iv) Cadwalader, Wickersham & Taft LLP, attorneys for the United States Department of the Treasury, One World Financial Center, New York, New York 10281 (Attn: John J. Rapisardi, Esq.); (v) the United States Department of the Treasury, 1500 Pennsylvania Avenue NW, Room 2312, Washington, D.C. 20220 (Attn: Joseph Samarias, Esq.); (vi) Vedder Price, P.C., attorneys for Export Development Canada, 1633 Broadway, 47th Floor, New York, New York 10019 (Attn: Michael J. Edelman, Esq. and Michael L. Schein, Esq.); (vii) Kramer Levin Naftalis & Frankel LLP, attorneys for the statutory committee of unsecured creditors, 1177 Avenue of the Americas, New York, New York 10036 (Attn: Thomas Moers Mayer, Esq., Robert Schmidt, Esq., Lauren Macksoud, Esq., and Jennifer Sharret, Esq.); (viii) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, 21st Floor, New York, New York 10004 (Attn: Tracy Hope Davis, Esq.); (ix) the U.S. Attorney's Office, S.D.N.Y., 86 Chambers Street, Third Floor, New York, New York 10007 (Attn: David S. Jones, Esq. and Natalie Kuehler, Esq.); (x) Caplin & Drysdale, Chartered, attorneys for the official committee of unsecured creditors holding asbestos-related claims, 375 Park Avenue, 35th Floor, New York, New York 10152-3500 (Attn: Elihu Inselbuch, Esq. and Rita C. Tobin, Esq.) and One Thomas Circle, N.W., Suite 1100, Washington, DC 20005 (Attn: Trevor W. Swett III, Esq. and Kevin C. Maclay, Esq.); and (xi) Stutzman, Bromberg, Esserman & Plifka, A Professional Corporation, attorneys for Dean M. Trafelet in his capacity as the legal representative for future asbestos personal injury claimants, 2323 Bryan Street, Suite 2200, Dallas, Texas 75201 (Attn: Sander L. Esserman, Esq. and Robert T. Brousseau, Esq.), so as to be received no later than **September 17, 2010, at 4:00 p.m. (Eastern Time)** (the "**Objection Deadline**").

**PLEASE TAKE FURTHER NOTICE** that if no objections are timely filed and served with respect to the Motion, the Debtors may, on or after the Objection Deadline, submit to the Bankruptcy Court an order substantially in the form of the proposed order annexed to the Motion, which order may be entered with no further notice or opportunity to be heard offered to any party.

Dated: New York, New York  
August 27, 2010

/s/ Joseph H. Smolinsky  
Harvey R. Miller  
Stephen Karotkin  
Joseph H. Smolinsky

WEIL, GOTSHAL & MANGES LLP  
767 Fifth Avenue  
New York, New York 10153  
Telephone: (212) 310-8000  
Facsimile: (212) 310-8007

Attorneys for Debtors  
and Debtors in Possession