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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

	X	
	:	Chapter 11
In Re:	:	
	:	Case No. 09-50026 (REG)
MOTORS LIQUIDATION COMPANY, <i>et al.</i> ,	:	
	:	Jointly Administered
	:	
Debtors.	:	
	X	

**JOINDER AND RESERVATION OF RIGHTS OF GOLDMAN SACHS & CO. TO
RESPONSE OF CERTAIN NOTEHOLDERS IN OPPOSITION TO OFFICIAL
COMMITTEE OF UNSECURED CREDITORS' FIRST AMENDED OBJECTION TO
CLAIMS FILED BY GREEN HUNT WEDLAKE, INC. AND NOTEHOLDERS OF
GENERAL MOTORS NOVA SCOTIA FINANCE COMPANY
AND MOTION FOR OTHER RELIEF**

Goldman Sachs & Co. ("Goldman Sachs"), by and through its undersigned counsel, submits this joinder and reservation of rights to the response dated December 13, 2010 (the "Noteholders' Response") [Docket No. 8084], filed by Appaloosa Management L.P., Aurelius Capital Management, LP, Elliott Management Corporation, and Fortress Investment Group LLC in opposition to the Official Committee of Unsecured Creditors' First Amended Objection to Claims Filed By Green Hunt Wedlake, Inc. and Noteholders of General Motors Nova Scotia Finance Company and Motion for Other Relief (the "Claims Objection").

Goldman Sachs currently holds the 8.375% Guaranteed Notes due December 7, 2015

(the “Notes”). The Notes were issued by General Motors Nova Scotia Finance Company and guaranteed by Motors Liquidation Company, f/k/a General Motors Corporation.

Goldman Sachs has reviewed the Noteholders’ Response to the Claims Objection and agrees with and joins in the arguments set forth in the Noteholders’ Response. For the reasons set forth in the Noteholders’ Response, the Guaranty Claims¹ and the Wind-Up Claim are separate, non-duplicative claims that should be allowed in full by the Court. Accordingly, Goldman Sachs respectfully requests that the Court overrule the Claims Objection and allow the Guaranty Claims and the Wind-Up Claim as filed.

Goldman Sachs expressly reserves its right to supplement and amend this response and reserves all other rights, remedies, claims and defenses at law or in equity.

Dated: New York, New York
December 22, 2010

RICHARDS KIBBE & ORBE LLP

/s/ Neil S. Binder

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¹ Capitalized terms not otherwise defined herein shall have the meaning set forth in the Noteholders’ Response.