

DAVIS POLK & WARDWELL  
450 Lexington Avenue  
New York, New York 10017  
Telephone: (212) 450-4000  
Facsimile: (212) 450-6444  
Donald S. Bernstein  
Marshall S. Huebner

*Counsel to Ford Motor Company and its affiliates*

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

----- X  
:  
In re: :  
:  
:  
GENERAL MOTORS CORPORATION, *et al.*, : Chapter 11 Case No.  
:  
:  
Debtors. : 09-50026 (REG)  
:  
:  
:  
----- X

NOTICE OF APPEARANCE AND  
REQUEST FOR NOTICES AND SERVICE OF PAPERS

PLEASE TAKE NOTICE that Davis Polk & Wardwell hereby appears in the above-captioned chapter 11 case and any other chapter 11 cases that are consolidated with the above-captioned case for administrative purposes (collectively, the “**Cases**”) as attorneys for Ford Motor Company and its affiliates that are parties in interest in the Cases (collectively, “**Ford**”) and requests, pursuant to Rules 2002, 9007 and 9010(b) of the Federal Rules of Bankruptcy Procedure, and Sections 102(1) and 1109(b) of chapter 11 of title 11 of the United States Code, that all notices given or required to be given in connection with the

Cases, and all papers served or required to be served in connection therewith, be given and served upon:

Donald S. Bernstein  
Marshall S. Huebner  
Davis Polk & Wardwell  
450 Lexington Avenue  
New York, New York 10017  
Telephone: (212) 450-4000  
Facsimile: (212) 450-6444  
Email: gm.service@dpw.com

PLEASE TAKE FURTHER NOTICE that the foregoing request includes, without limitation, any and all notices in respect of any application, motion, petition, pleading, request, complaint, demand, order or any other paper filed in the Cases whether such notice is formal or informal, written or oral, and whether transmitted by hand delivery, United States Mail, electronic mail, expedited delivery service, telephone, telex, telecopy or otherwise.

This appearance and demand for notice and service of papers is not, and may not be deemed or construed to be, a consent to jurisdiction of the Bankruptcy Court over Ford. Further, this appearance and demand for notice and service of papers is not, and may not be deemed or construed to be, a waiver of any of Ford's substantive or procedural rights, including without limitation:

(i) Ford's right to have final orders in non-core matters entered only after *de novo* review by a District Court; (ii) Ford's right to trial by jury in any proceeding so triable herein or in any case, controversy or proceeding related hereto; (iii) Ford's right to have the reference withdrawn by the District Court in any matter subject to mandatory or discretionary withdrawal; or (iv) any other rights, claims, actions, defenses, set-offs or recoupments, which Ford expressly reserves.

New York, New York  
Dated: June 1, 2009

By: /s/ Marshall S. Huebner  
DAVIS POLK & WARDWELL  
450 Lexington Avenue  
New York, New York 10017  
Telephone: (212) 450-4000  
Facsimile: (212) 450-6444

Donald S. Bernstein  
Marshall S. Huebner

*Counsel to Ford Motor Company  
and its affiliates*

**CERTIFICATE OF SERVICE**

I hereby certify that on this 1st day of June 2009 I caused a true and correct copy of this Notice of Appearance and Request for Notices and Service of Papers to be served by first class mail upon the parties listed on the attached Service List.

Dated: New York, New York  
June 1, 2009

/s/ Arvin I. Abraham  
Arvin I. Abraham  
Davis Polk & Wardwell  
450 Lexington Avenue  
New York, NY 10017  
Telephone: 212-450-4522  
Fax: 212-450-3522

**SERVICE LIST**

Stephen Karotkin  
on behalf of Debtor General Motors Corporation  
Weil, Gotshal & Manges LLP  
767 Fifth Avenue  
New York, New York 10153

Office of the United States Trustee  
Southern District of New York  
33 Whitehall Street  
New York, NY 10004