

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

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

**NOTICE OF SETTLEMENT OF ORDER DENYING APPLICATION OF GENERAL
MOTORS RETIREES' ASSOCIATION FOR APPOINTMENT OF A RETIREE
COMMITTEE PURSUANT TO 11 U.S.C. §1114(d)**

PLEASE TAKE NOTICE that a proposed order, a copy of which is annexed hereto, will be presented for settlement and signature to the Honorable Robert E. Gerber, United States Bankruptcy Judge, at the United States Bankruptcy Court, One Bowling Green, Room 621, New York, New York 10004, on July 1, 2009 at 12:00 noon.

PLEASE TAKE FURTHER NOTICE that objections or proposed counter-orders must be served and filed on the undersigned at the address below and upon each of the persons listed below; filed with the Clerk of the United States Bankruptcy Court for the Southern

District of New York at One Bowling Green, Room 621, New York, New York 10004; and the Chambers of Honorable Robert E. Gerber, United States Bankruptcy Judge, not later than July 1, 2009 at 11:00 a.m. of that day.

Dated: New York, New York
June 26, 2009

/s/ Harvey R. Miller
Harvey R. Miller
WEIL, GOTSHAL & MANGES LLP
767 Fifth Avenue
New York, New York 10153
Telephone: (212) 310-8000
Facsimile: (212) 310-8007

To: Neil A. Goteiner
Farella Braun & Martel LLP
235 Montgomery Street
San Francisco, CA 94104
(415) 954-4400

Kenneth H. Eckstein, Esq.
Kramer Levin Naftalis & Frankel LLP
1177 Avenue of the Americas
New York, New York 10036

Diana G. Adams, Esq.
United States Trustee
Attn: Brian S. Masumoto, Esq.
Trial Attorney
33 Whitehall Street
21st Floor
New York, NY 10004
(212) 510-0500

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

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

**ORDER DENYING APPLICATION OF GENERAL MOTORS RETIREES
ASSOCIATION FOR APPOINTMENT OF A RETIREE COMMITTEE PURSUANT
TO 11 U.S.C. §1114(d)**

Upon the Application of the General Motors Retirees' Association ("**Retirees' Association**"), pursuant to section 1114(d) of title 11, United States Code ("**Bankruptcy Code**"), for an order directing the appointment of an "official Section 1114 committee" of salaried retirees of General Motors Corporation ("**GM**"), (the "**Application**"); and the Court having considered the Application and the Debtors' Objections to the Application, dated June 19, 2009 (the "**Application**"), and the Objection of the Official Committee of Unsecured Creditors "To The Motion To Appoint An Official Retiree Committee Pursuant To 11 U.S.C. §1114(d)," dated June 19, 2009, the Reply of the Retirees' Association, dated June 23, 2009, and the Sur-Reply of GM, dated June 24, 2009; and a hearing having been held before the Court on June 25, 2009, after due notice of the Application having been provided, and it appearing that no further notice need be provided; and after consideration of all of the proceedings had before the Court and the Court having set forth in the record its Findings of Fact and Conclusions of Law pursuant to Fed. R. Bankr. P. 7052; and after due deliberation and sufficient cause appearing therefor, it is

ORDERED that the Application be, and the same, hereby is DENIED, without prejudice.

Dated: New York, New York
July , 2009

UNITED STATES BANKRUPTCY JUDGE