

Mathew S. Barr
Tyson M. Lomazow
Samuel Khalil
MILBANK, TWEED, HADLEY & M^cCLOY LLP
One Chase Manhattan Plaza
New York, New York 10005-1413
Telephone: (212) 530-5000
Facsimile: (212) 530-5219

*Attorneys for Wells Fargo Northwest, National
Association and Manufacturers and Traders Trust
Company, as Indenture Trustees*

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

-----x
: In re: : Chapter 11
: :
: MOTORS LIQUIDATION COMPANY, *et al.*, : Case No. 09-50026 (REG)
: : Jointly Administered
: Debtors. :
: :
-----x

MOTION FOR ADMISSION TO PRACTICE *PRO HAC VICE*

I, Sean M. Newell, request admission, *pro hac vice*, before the Honorable Robert E. Gerber, to represent Wells Fargo Bank Northwest, National Association, not individually, but solely in its capacity as Indenture Trustee under that certain leveraged lease transaction commonly known as “GM2001A,” and Manufacturers and Traders Trust Company, not individually, but solely in its capacity as successor Indenture Trustee under that certain leveraged lease transaction commonly known as “GM2000A.”

[Remainder of page intentionally left blank]

I am an attorney of the law firm of Milbank, Tweed, Hadley & M^cCLOY LLP. My office and e-mail addresses, and telephone and fax numbers are as follows:

Sean M. Newell, Esq.
MILBANK, TWEED, HADLEY & M^cCLOY LLP
1850 K Street, N.W., Suite 1100
Washington, DC 20006
Telephone: (202) 835-7541
Facsimile: (202) 263-7541
snewell@milbank.com

I certify that I am a member in good standing in the Bars of the State of New York and the District of Columbia, and am also admitted to practice before the United States District Court for the District of Columbia.

I have submitted the filing fee of \$25.00 with this motion for *pro hac vice* admission.

[Remainder of page intentionally left blank]

WHEREFORE, I pray that this Court enter an order permitting my admission to the United States Bankruptcy Court for the Southern District of New York , *pro hac vice*, for these cases only.

New York, New York
Dated: July 28, 2009

Respectfully submitted,

By: /s/ Matthew S. Barr
Mathew S. Barr
Tyson M. Lomazow
Samuel Khalil
MILBANK, TWEED, HADLEY & M^cCLOY LLP
One Chase Manhattan Plaza
New York, New York 10005-1413
Telephone: (212) 530-5000
Facsimile: (212) 530-5219

- and -

By: /s/ Sean M. Newell
Sean M. Newell
MILBANK, TWEED, HADLEY & M^cCLOY LLP
1850 K Street, NW, Suite 1100
Washington, DC 20006-2236
Telephone: (202) 835-7500
Facsimile: (202) 835-7586

*Attorneys for Wells Fargo Northwest, National
Association and Manufacturers and Traders Trust
Company, as Indenture Trustees*

CERTIFICATE OF SERVICE

I HEREBY CERTIFY that, on this 28th day of July 2009, a true and correct copy of the foregoing document was served on all counsel of record pursuant to the Court's ECF system in accordance with the Federal Rules of Civil Procedure:

/s/ Tyson M. Lomazow
Tyson M. Lomazow
MILBANK, TWEED, HADLEY & M^cCLOY LLP
One Chase Manhattan Plaza
New York, New York 10005-1413
Telephone: (212) 530-5000
Facsimile: (212) 530-5219

**UNITED STATES BANKRUPTCY COURT
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: In re: : Chapter 11
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: MOTORS LIQUIDATION COMPANY, *et al.*, : Case No. 09-50026 (REG)
: : Jointly Administered
: Debtors. :
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ORDER GRANTING ADMISSION TO PRACTICE, *PRO HAC VICE*

Upon the motion of Sean M. Newell, to be admitted, *pro hac vice*, to represent Wells Fargo Bank Northwest, National Association, not individually, but solely in its capacity as Indenture Trustee under that certain leveraged lease transaction commonly known as “GM2001A,” and Manufacturers and Traders Trust Company, not individually, but solely in its capacity as successor Indenture Trustee under that certain leveraged lease transaction commonly known as “GM2000A” (together, the “**Clients**”) in the above-captioned cases; and upon the movant’s certification that the movant is a member in good standing in the Bars of the State of New York and the District of Columbia and is also admitted to practice before the United States District Court for the District of Columbia, it is hereby

ORDERED, that Sean M. Newell, Esq., is admitted to practice, *pro hac vice*, in the United States Bankruptcy Court for the Southern District of New York in the above-captioned cases to represent the Client, provided that the filing fee has been paid.

Dated: _____, 2009
New York, New York

/s/ _____
UNITED STATES BANKRUPTCY JUDGE