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

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

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: In re: Chapter 11  
: :  
: :  
: MOTORS LIQUIDATION COMPANY, *et al.*, Case No. 09-50026 (REG)  
: f/k/a General Motors Corp., *et al.*, :  
: :  
: Debtors. Jointly Administered  
: :  
: :  
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**VERIFIED STATEMENT OF MILBANK, TWEED, HADLEY & M<sup>c</sup>CLOY LLP  
PURSUANT TO FEDERAL RULE OF BANKRUPTCY PROCEDURE 2019**

Milbank, Tweed, Hadley & M<sup>c</sup>Cloy LLP (“**Milbank**”), counsel for

(i) Manufacturers and Traders Trust Company, 25 South Charles Street, 16<sup>th</sup> Floor, Baltimore, Maryland 21201, not individually, but solely in its capacity as successor Indenture Trustee under the 2000A Transaction (defined below) (“**M&T**”) and (ii) Wells Fargo Northwest, National

Association, 299 S. Main Street, 12th Floor, Salt Lake City, UT 84111, not individually, but solely in its capacity as Indenture Trustee under the 2001A Transaction (defined below) (“**Wells Fargo,**” and together with M&T, the “**Indenture Trustees**”), does hereby make the following verified statement pursuant to rule 2019 of the Federal Rules of Bankruptcy Procedure:

**1. Nature and Amount of Claims**

M&T is successor Indenture Trustee under that certain leveraged lease transaction, commonly known as GM 2000A, among Motors Liquidation Company (formerly known as General Motors Corporation), as lessee, U.S. Bank National Association, as successor Owner Trustee, certain Owner Participants, and M&T, as successor Indenture Trustee (the “**2000A Transaction**”). As of June 1, 2009, M&T, as successor Indenture Trustee, holds claims on behalf of the holders of certain pass-through certificates issued pursuant to the 2000A Transaction in the aggregate principal amount of approximately \$107.5 million, plus fees and expenses.

Wells Fargo is Indenture Trustee under that certain leveraged lease transaction, commonly known as GM 2001A, among Motors Liquidation Company (formerly known as General Motors Corporation), as lessee, U.S. Bank National Association, as successor Owner Trustee, certain Owner Participants, and Wells Fargo, as Indenture Trustee (the “**2001A Transaction,**” and together with the 2000A Transaction, the “**Leveraged Lease Transactions**”). As of June 1, 2009, Wells Fargo, as Indenture Trustee, holds claims on behalf of the holders of certain equipment notes issued pursuant to the 2001A Transaction in the aggregate principal amount of approximately \$247 million, plus fees and expenses.

Milbank reserves the right to revise and supplement these statements, including in particular as to the nature and amount of claims held by the Indenture Trustees.

## 2. Facts And Circumstances Of Counsel's Engagement

Both of the Indenture Trustees have separately retained Milbank to represent their respective interests with respect to the Leveraged Lease Transactions in connection with the above-captioned cases.

## 3. Claims Or Interests Of Counsel

Upon information and belief formed after due inquiry, Milbank does not hold any claims against or interests in Motors Liquidation Corporation (formerly known as General Motors Corporation) or any of its affiliated debtors and debtors in possession.

Dated: New York, New York  
August 18, 2009

### **MILBANK, TWEED, HADLEY & M<sup>c</sup>CLOY LLP**

/s/ Tyson M. Lomazow

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