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

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: **Chapter 11 Case No.**  
: **09-50026 (REG)**  
: **(Jointly Administered)**  
: **Debtors.**  
: **(Jointly Administered)**  
: **(Jointly Administered)**  
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**AMENDMENT TO QUARTERLY REPORT OF NOTICED  
*DE MINIMIS* SALES AND CERTAIN NON-NOTICED  
*DE MINIMIS* SALES CONSUMMATED BY THE DEBTORS  
PURSUANT TO ORDER ESTABLISHING PROCEDURES FOR *DE MINIMIS*  
ASSET SALES DURING THE FISCAL QUARTER ENDING DECEMBER 31, 2009**

**PLEASE TAKE NOTICE THAT** on August 18, 2009, the Court entered the Order Pursuant to 11 U.S.C. §§ 105 and 363 (A) Establishing Procedures for the Disposition of *De Minimis* Assets, and (B) Authorizing the Debtors to (i) Pay Related Fees, and (ii) Assume, Assume and Assign, or Reject Related Executory Contracts or Unexpired Leases [Docket No. 3830] (the “*De Minimis* Asset Sale Procedures Order”).<sup>1</sup> The *De Minimis* Asset Sale Procedures Order authorized the Debtors to implement certain procedures to consummate sales

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<sup>1</sup> Capitalized terms used herein and not otherwise defined herein shall have the meanings ascribed to such terms in *De Minimis* Asset Sale Procedures Order.

of *de minimis* assets outside of the ordinary course of business pursuant to section 363 of the Bankruptcy Code.

**PLEASE TAKE FURTHER NOTICE THAT** pursuant to paragraph 22 of the *De Minimis* Asset Sale Procedures Order, on or before the 30th day of the commencement of each fiscal quarter, the Debtors are required to file and serve on the Creditors' Committee a report summarizing (i) any Noticed *De Minimis* Sales that were consummated pursuant to the *De Minimis* Sale Procedures during the immediately preceding fiscal quarter and (ii) any Non-Noticed *De Minimis* Sales for consideration greater than \$250,000 that were consummated pursuant to the *De Minimis* Sale Procedures during the immediately preceding fiscal quarter.

**PLEASE FURTHER TAKE NOTICE THAT** on January 27, 2010 the Debtors filed the Quarterly Report of Noticed *De Minimis* Sales and Certain Non-Noticed *De Minimis* Sales Consummated by the Debtors Pursuant to Order Establishing Procedures for *De Minimis* Asset Sales During the Fiscal Quarter Ending December 31, 2009 [Docket No. 4888] (the "**Quarterly Report**").

**PLEASE TAKE FURTHER NOTICE THAT** upon further review of their records, the Debtors hereby amend the Quarterly Report to report that the Non-Noticed *De Minimis* Sales, for consideration greater than \$250,000, of the Debtors' ownership interests in

certain subsidiaries that operate automobile dealerships, listed on Exhibit A hereto, were consummated during the fiscal quarter ending December 31, 2009.

Dated: New York, New York  
February 5, 2010

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**Exhibit A**

<i>#</i>	<i>Company Name</i>	<i>Ownership Structure</i>	<i>Actions</i>	<i>Purchaser</i>	<i>Purchase Price</i>	<i>Closing Date</i>
1.	DDH Investments of South Texas, Inc.	Owned 86% by MLC <sup>1</sup>	SPA Dated 10/29/09	HA Saturn Acquisition Company, LLC	\$600,000	11/18/09
2.	Freeborough Automotive, Inc.	Owned 70% by MLC	SPA Dated 10/28/09	Sherrill A. Freeborough	\$400,000	11/20/09
3.	Hawaii Automotive Retailing Group, Inc.	Owned 72% by MLC	SPA Dated 09/24/09	Inder Dosanjh	\$400,000	10/8/09
4.	Lou Sobh Cerritos Saturn, Inc.	Owned 82.2% by MLC	SPA Dated 10/28/09	Monir Lou Sobh	\$700,000	11/20/09
5.	Prestige Saturn of Jacksonville, Inc.	Owned 65% by MLC	SPA Dated 12/16/09	Gregory Jackson and William D. Pounds	\$375,000	12/30/09
6.	Saturn of Central Florida, Inc.	Owned 87% by MLC	SPA Dated 11/11/09	Saturn of Central Florida, Inc.	\$325,000	12/30/09
7.	Saturn of Charlotte Market Area, Inc.	Owned 57% by MLC	SPA Dated 10/28/09	Musgrave Automotive Properties, LLC	\$330,000	11/20/09
8.	Saturn of Raleigh Market Area, Inc.	Owned 69% by MLC	SPA Dated 10/28/09	Musgrave Automotive Properties, LLC	\$450,000	11/20/09

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<sup>1</sup> Motors Liquidation Company