

Peter V. Pantaleo
David J. Mack
SIMPSON THACHER & BARTLETT LLP
425 Lexington Avenue
New York, NY 10017
Ph: 212-455-2000
Fax: 212-455-2502

Counsel to Citicorp USA, Inc.

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

_____)	Chapter 11
In re:)	Case No. 09-50026 (REG)
GENERAL MOTORS CORPORATION, et al., ¹)	Jointly Administered
)	
Debtor.)	
_____)	

**NOTICE OF APPEARANCE AND DEMAND FOR SERVICE OF PAPERS BY
SIMPSON THACHER & BARTLETT LLP ON BEHALF OF
CITICORP USA, INC.**

PLEASE TAKE NOTICE that Simpson Thacher & Bartlett LLP (“Simpson Thacher”) hereby appears in the above-captioned chapter 11 cases as attorneys for Citicorp USA, Inc. in its capacity as administrative agent (in such capacity, the “Revolver Agent”) under the Amended and Restated Credit Agreement, dated as of July 20, 2006 (as amended, supplemented or otherwise modified, the “Revolver Facility”) among General Motors Corporation, General Motors of Canada Limited, Saturn, LLC, as a guarantor, the Revolver Agent, JPMorgan Chase Bank, N.A., as syndication agent, and the banks and other financial institutions party thereto as lenders.

Pursuant to section 1109(b) of Title 11 of the United States Code (the “Bankruptcy Code”) and Rules 2002, 9007 and 9010 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), Simpson Thacher requests that all notices given or

¹ The Debtors in these cases include: the Company, Saturn, LLC, Saturn Distribution Corporation, and Chevrolet-Saturn of Harlem, Inc.

required to be given in these cases, and all papers served or required to be served in these cases, be given and served upon Simpson Thacher at the office, address and telephone number set forth below, and that Simpson Thacher be added to the mailing matrix on file with the Clerk of the Bankruptcy Court as follows:

Peter V. Pantaleo, Esq.
David J. Mack, Esq.

Simpson Thacher & Bartlett LLP
425 Lexington Avenue
New York, NY 10017
Ph: 212-455-2000
Fax: 212-455-2502

E-mail: ppantaleo@stblaw.com
E-mail: dmack@stblaw.com

PLEASE TAKE NOTICE that pursuant to section 1109(b) of the Bankruptcy Code, the foregoing demand includes not only the notices and papers referred to in the Bankruptcy Rules specified above, but also includes, without limitation, orders and notices of any applications, motions, petitions, pleadings, complaints, demands, disclosure statements, or plans of reorganization transmitted or conveyed by mail delivery, ECF, telephone, telecopier or otherwise, which affects the above-captioned Debtors, property of such Debtors, or Citicorp USA, Inc.

PLEASE TAKE FURTHER NOTICE that neither this Notice of Appearance and Demand for Service of Papers (the "Notice") nor any later appearance, pleading, proof of claim, claim or suit shall constitute a waiver of (i) the right to have final orders in non-core matters entered only after de novo review by a District Judge, (ii) the right to trial by jury in any proceeding related to this case or any case, controversy, or proceeding related to this case, (iii) the right to have the District Court withdraw the reference in any matter subject to mandatory or discretionary withdrawal, (iv) any objection to the jurisdiction of

this Bankruptcy Court for any purpose other than with respect to this Notice, (v) an election of remedy, or (vi) any other rights, claims, actions, defenses, setoffs, or recoupments as appropriate, in law or in equity, under any agreements, all of which rights, claims, actions, defenses, setoffs, and recoupments are expressly reserved.

Dated: New York, New York
June 1, 2009

By: s/ Peter V. Pantaleo
Peter V. Pantaleo
David J. Mack
SIMPSON THACHER & BARTLETT LLP
425 Lexington Avenue
New York, NY 10017
Ph: 212-455-2000
Fax: 212-455-2502

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 Demand for 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/ Elisabeth Juterbock
Elisabeth Juterbock
Simpson Thacher & Bartlett LLP
425 Lexington Avenue
New York, NY 10017
Telephone: 212-455-2000
Fax: 212-455-2502

SERVICE LIST

Weil Gotshal & Manges LLP
Attn: Stephen Karotkin
767 Fifth Avenue
New York, NY 10153

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