

KAYE SCHOLER LLP  
Richard G. Smolev (RS 2222)  
425 Park Avenue  
New York, NY 10022-3598  
Telephone: (212) 836-8000  
Facsimile: (212) 836-8689

*Attorneys for the Entities listed on Exhibit A  
hereto*

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

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

**VERIFIED STATEMENT OF KAYE SCHOLER LLP PURSUANT  
TO FEDERAL RULE OF BANKRUPTCY PROCEDURE 2019(a)**

Kaye Scholer LLP (“Kaye Scholer”), as attorneys for the entities listed on Exhibit A hereto (each, an “Entity,” and collectively, the “Entities”) in connection with the above-captioned chapter 11 cases of General Motors Corporation and its debtor affiliates (together, the “Debtors”), hereby submits this verified statement (the “Verified Statement”) pursuant to Federal Rule of Bankruptcy Procedure 2019(a).

1. Kaye Scholer is counsel to the Entities in the above-captioned cases. The address of Kaye Scholer for purposes of this statement is 425 Park Avenue, New York, New York 10022.

2. Exhibit A sets forth the mailing address for each Entity.

3. Each Entity may hold claims against and/or interests in the Debtors arising out of applicable agreements, law or equity pursuant to such Entity’s relationships

with the Debtors.

4. The specific nature and amounts of any claims held by the Entities will be set forth in proofs of claim filed against the Debtors' estates.

5. Each of the Entities separately requested that Kaye Scholer represent it in connection with the Debtors' chapter 11 cases.

6. Kaye Scholer represents each of the Entities individually; they do not constitute a committee of any kind.

7. Upon information and belief, Kaye Scholer may possess or hold claims against the Debtors that may be the subject of a proof of claim to be filed at a later date.

8. The undersigned hereby verifies under oath that the foregoing information is true and accurate, to the best of the undersigned's knowledge and belief. Kaye Scholer reserves the right to revise and supplement this Verified Statement.

Dated: June 3, 2009  
New York, New York

KAYE SCHOLER LLP

/s/ Richard G. Smolev  
Richard G. Smolev (RS 2222)  
425 Park Avenue  
New York, NY 10022-3598  
Telephone: (212) 836-8000  
Facsimile: (212) 836-8689

*Attorneys for the Entities listed on Exhibit  
A hereto*

**EXHIBIT A**

- 1. Phillip Morris Capital Corporation  
Attn: Douglas B. Levene, Esq.  
225 High Ridge Road, Suite 300 West  
Stamford, CT 06905**
  
- 2. HNB Investment Corp.  
c/o Phillip Morris Capital Corporation  
Attn: Douglas B. Levene, Esq.  
225 High Ridge Road, Suite 300 West  
Stamford, CT 06905**
  
- 3. General Foods Credit Investors No. 2 Corporation  
c/o Phillip Morris Capital Corporation  
Attn: Douglas B. Levene, Esq.  
225 High Ridge Road, Suite 300 West  
Stamford, CT 06905**
  
- 4. General Foods Credit Investors No. 3 Corporation  
c/o Phillip Morris Capital Corporation  
Attn: Douglas B. Levene, Esq.  
225 High Ridge Road, Suite 300 West  
Stamford, CT 06905**
  
- 5. General Foods Credit Corporation  
c/o Phillip Morris Capital Corporation  
Attn: Douglas B. Levene, Esq.  
225 High Ridge Road, Suite 300 West  
Stamford, CT 06905**