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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In Re:	X	
	:	Chapter 11
	:	
MOTORS LIQUIDATION COMPANY, <i>et al.</i> ,	:	Case No. 09-50026 (REG)
f/k/a General Motors Corp., <i>et al.</i> ;	:	
	:	Jointly Administered
Debtors.	:	
	:	
	X	

**JOINDER OF CITIGROUP GLOBAL MARKETS INC. TO RESPONSE OF CERTAIN
NOTEHOLDERS IN OPPOSITION TO OFFICIAL COMMITTEE OF UNSECURED
CREDITORS’ FIRST AMENDED OBJECTION TO CLAIMS FILED BY GREEN HUNT
WEDLAKE, INC., AND NOTEHOLDERS OF GENERAL MOTORS NOVA SCOTIA
FINANCE COMPANY AND MOTION FOR OTHER RELIEF**

Citigroup Global Markets Inc. (“CGMI”), by and through its undersigned counsel, submits this joinder to the response dated December 13, 2010 (the “Noteholders’ Response”) [Docket No. 8104], filed by Appaloosa Management L.P., Aurelius Capital Management, LP, Elliott Management Corporation, and Fortress Investment Group LLC in opposition to the Official Committee of Unsecured Creditors’ First Amended Objection to Claims Filed By Green Hunt Wedlake, Inc., and Noteholders of General Motors Nova Scotia Finance Company (the “Claims Objection”). In support of its joinder, CGMI respectfully submits as follows:

CGMI currently holds both (i) the 8.375% Guaranteed Notes due December 7, 2015 (the “2015 Notes”) and (ii) the 8.875% Guaranteed Notes due July 10, 2023 (the “2023 Notes”).

CGMI reviewed the Noteholders’ Response to the Claims Objection and supports the arguments set forth in the Noteholders’ Response. Like the Noteholders, CGMI asserts that the Guaranty Claims¹ and the Wind-Up Claim are separate, non-duplicative claims that should be allowed by the Court. Accordingly, CGMI hereby joins in the Noteholders’ Response and respectfully requests that the Court overrule the Claims Objection and allow the Guaranty Claims and the Wind-Up Claim, as filed.

Dated: New York, New York
December 14, 2010

MORRISON & FOERSTER LLP

/s/ Lorenzo Marinuzzi _____

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¹ Capitalized terms not otherwise defined herein shall have the meaning set forth in the Noteholders’ Response.