

**BROWN RUDNICK LLP**

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*Counsel to the General Motors Nova Scotia  
Finance Company Noteholders Identified Herein*

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

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

**STATEMENT OF BROWN RUDNICK LLP PURSUANT TO RULE 2019 OF THE  
FEDERAL RULES OF BANKRUPTCY PROCEDURE**

1. Brown Rudnick LLP ("Brown Rudnick"), in connection with its representation of the Noteholders (as defined below), hereby submits this statement in accordance with Rule 2019 of the Federal Rules of Bankruptcy Procedure ("Rule 2019").

2. Brown Rudnick currently represents the below-listed parties (together, the "Noteholders") with respect to their respective claims based upon beneficial ownership of the £350,000,000 8.375% Guaranteed Notes due December 7, 2015 (the "2015 Notes") and the £250,000,000 8.875% Guaranteed Notes due July 10, 2023 (the "2023 Notes" and, collectively with the 2015 Notes, the "Notes"), issued by General Motors Nova Scotia Finance Company ("Finance"), which Notes are fully and unconditionally guaranteed by Motors Liquidation Company f/k/a General Motors Corporation ("Motors"):

<b>Party</b>	<b>Address</b>	<b>Principal Amount of Notes Held</b>	<b>Approx. Date Notes Acquired or Sold</b>
Anchorage Capital Master Offshore Ltd	c/o Anchorage Capital Group, L.L.C., 610 Broadway, 6th Floor New York, New York, 10012	£35,000,000	8/5/2009 - 8/10/2010
Canyon-GRF Master Fund, L.P.	c/o Canyon Capital Advisors LLC 2000 Avenue of the Stars, 11th Floor Los Angeles, CA 90067	£435,000	11/13/2009 - 4/7/2010
Canyon Value Realization Fund, L.P.	c/o Canyon Capital Advisors LLC 2000 Avenue of the Stars, 11th Floor Los Angeles, CA 90067	£1,831,000	11/13/2009 - 4/7/2010
CSS, LLC	175 W Jackson Blvd #440 Chicago Il 60604	£3,000,000	9/17/2009
CQS Directional Opportunities Master Fund Limited	c/o CQS (UK) LLP 5th Floor 33 Grosvenor Place London SW1X 7HY	£7,000,000	9/17/2009
KIVU Investment Fund Limited	c/o CQS (UK) LLP 5th Floor 33 Grosvenor Place London SW1X 7HY	£3,000,000	9/17/2009
Knighthead Master Fund, LP	c/o Knighthead Capital Management, L.L.C. 623 Fifth Avenue, 29th Floor New York, New York 10022	£15,185,000	1/6/2010 - 10/28/2010
LMA SPC for and on behalf of MAP 84	c/o Knighthead Capital Management, L.L.C. 623 Fifth Avenue, 29th Floor New York, New York 10022	£815,000	1/6/2010 - 10/28/2010
Lyxor/Canyon Value Realization Fund Limited	c/o Canyon Capital Advisors LLC 2000 Avenue of the Stars, 11th Floor Los Angeles, CA 90067	£761,000	11/13/2009 - 4/7/2010
Onex Debt Opportunity Fund, Ltd.	c/o Onex Credit Partners, LLC Onex Credit Partners, LLC 910 Sylvan Avenue Englewood Cliffs, NJ 07632	£6,750,000	5/28/2009 - 6/2/2009
Redwood Master Fund Ltd	910 Sylvan Ave Englewood Cliffs, NJ 07632	£7,760,000	1/12/2006 - 5/28/2009
The Canyon Value Realization Master Fund, L.P.	c/o Canyon Capital Advisors LLC 2000 Avenue of the Stars, 11th Floor Los Angeles, CA 90067	£5,631,000	11/13/2009 - 4/7/2010
<b>TOTAL</b>		<b>£87,168,000</b>	

3. Brown Rudnick was engaged by the Noteholders in December of 2010 to provide certain legal services in respect to their Notes.

4. Amounts and date ranges set forth in the chart in paragraph 2 of this 2019 Statement correspond to the amounts reported to Brown Rudnick in connection with this Rule 2019 statement, and may or may not correspond to the holdings as set forth in proofs of claim

filed with respect to the Notes.

5. Additional information reported to Brown Rudnick in connection with this Rule 2019 statement concerning the time of any purchase or sale of the Notes by the Noteholders and the prices paid or received is set forth on Exhibit A attached hereto.

6. Although each individual Noteholder has hired Brown Rudnick to represent its interests and to enable the individual parties to be heard in a more efficient and cost-effective manner in these cases, each Noteholder makes its own decisions as to how it wishes to proceed and does not act for, or purport to represent or speak on behalf of, any other Noteholder.

7. Brown Rudnick does not own any claims against or interests in the Debtors. Brown Rudnick has not made any inquiry concerning whether any of its shareholders or employees personally hold any claims against or interests in the Debtors.

8. The undersigned declares under penalty of perjury that the foregoing is true and correct.

Dated: March 8, 2011  
New York, New York

Respectfully submitted,

**BROWN RUDNICK LLP**

By:           /s/ Daniel J. Saval          

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Herein*

#8289558

**Exhibit A**

**Trading Information**

**Anchorage Capital Master Offshore Ltd**

**2015 Notes (XS0171922643)**

<b>Trade Date</b>	<b>Buy/Sell</b>	<b>Quantity</b>	<b>Price</b>
8/5/2009	Buy	£25,000,000	23.60
8/10/2010	Buy	£10,000,000	60.25

**Canyon-GRF Master Fund, L.P.**

**2015 Notes (XS0171922643)**

<b>Trade Date</b>	<b>Buy/Sell</b>	<b>Quantity</b>	<b>Price</b>
11/13/2009	Buy	£250,000	26.5
11/13/2009	Buy	£550,000	27
11/13/2009	Buy	£250,000	27.5
12/10/2009	Buy	£100,000	38
1/15/2010	Sell	(£250,000)	49
2/26/2010	Sell	(£250,000)	50.5
4/7/2010	Sell	(£215,000)	61.5

**Canyon Value Realization Fund, L.P.**

**2015 Notes (XS0171922643)**

<b>Trade Date</b>	<b>Buy/Sell</b>	<b>Quantity</b>	<b>Price</b>
11/13/2009	Buy	£1,060,000	26.5
11/13/2009	Buy	£2,325,000	27
11/13/2009	Buy	£1,060,000	27.5
12/10/2009	Buy	£425,000	38
1/15/2010	Sell	(£1,059,000)	49
2/26/2010	Sell	(£1,060,000)	50.5
4/7/2010	Sell	(£920,000)	61.5

**CSS, LLC**

**2015 Notes (XS0171922643)**

<b>Trade Date</b>	<b>Buy/Sell</b>	<b>Quantity</b>	<b>Price</b>
9/17/2009	Buy	£3,000,000	25.75

**CQS Directional Opportunities Master Fund Limited**

**2015 Notes (XS0171922643)**

<b>Trade Date</b>	<b>Buy/Sell</b>	<b>Quantity</b>	<b>Price</b>
11/9/2010	Buy	£7,000,000	59.50

**KIVU Investment Fund Limited**

**2015 Notes (XS0171922643)**

<b>Trade Date</b>	<b>Buy/Sell</b>	<b>Quantity</b>	<b>Price</b>
11/9/2010	Buy	£3,000,000	59.50

**Knighthood Master Fund, LP**

**2015 Notes (XS0171922643)**

<b>Trade Date</b>	<b>Buy/Sell</b>	<b>Quantity</b>	<b>Price</b>
1/6/2010	Buy	£1,895,000	47
1/7/2010	Buy	£3,790,000	49
1/7/2010	Buy	£4,735,000	49.125
5/7/2010	Buy	£1,906,000	53
10/28/2010	Buy	£2,859,000	61

**LMA SPC for and on behalf of MAP 84**

**2015 Notes (XS0171922643)**

<b>Trade Date</b>	<b>Buy/Sell</b>	<b>Quantity</b>	<b>Price</b>
1/6/10	Buy	£105,000	47
1/7/10	Buy	£210,000	49
1/7/10	Buy	£265,000	49.125
5/7/10	Buy	£94,000	53
10/28/10	Buy	£141,000	61

**Lyxor/Canyon Value Realization Fund Limited**

**2015 Notes (XS0171922643)**

<b>Trade Date</b>	<b>Buy/Sell</b>	<b>Quantity</b>	<b>Price</b>
11/13/2009	Buy	£440,000	26.5
11/13/2009	Buy	£965,000	27
11/13/2009	Buy	£440,000	27.5
12/10/2009	Buy	£175,000	38
1/15/2010	Sell	(£439,000)	49
2/26/2010	Sell	(£440,000)	50.5
4/7/2010	Sell	(£380,000)	61.5

**Onex Debt Opportunity Fund, Ltd.**

**2015 Notes (XS0171922643)**

<b>Trade Date</b>	<b>Buy/Sell</b>	<b>Quantity</b>	<b>Price</b>
5/28/2009	Buy	£1,750,000	11.75

**2023 Notes (XS0171908063)**

<b>Trade Date</b>	<b>Buy/Sell</b>	<b>Quantity</b>	<b>Price</b>
05/27/2009	Buy	£2,000,000	12.50
06/02/2009	Buy	£3,000,000	53.00

**Redwood Master Fund Ltd**

**2015 Notes (XS0171922643)**

<b>Trade Date</b>	<b>Buy/Sell</b>	<b>Quantity</b>	<b>Price</b>
5/28/2009	Buy	£1,760,000	11.75

**Redwood Master Fund Ltd (continued)****2023 Notes (XS0171908063)**

<b>Trade Date</b>	<b>Buy/Sell</b>	<b>Quantity</b>	<b>Price</b>
01/12/2006	Buy	£1,430,000	69.00
01/12/2006	Buy	£2,000,000	69.00
01/12/2006	Buy	£2,000,000	69.50
01/12/2006	Buy	£2,000,000	70.00
01/12/2006	Buy	£3,000,000	70.25
01/18/2006	Buy	£1,900,000	67.00
01/18/2006	Buy	£4,815,000	67.125
06/02/2009	Buy	£6,000,000	53.00
06/28/2006	Sell	(£2,855,000)	77.50
07/11/2006	Sell	(£145,000)	82.50
07/11/2006	Sell	(£2,000,000)	82.50
07/11/2006	Sell	(£2,000,000)	82.50
07/11/2006	Sell	(£620,000)	82.50
08/09/2006	Sell	(£810,000)	85.25
08/09/2006	Sell	(£2,000,000)	85.25
08/09/2006	Sell	(£40,000)	85.25
09/07/2006	Sell	(£1,905,000)	88.00
09/26/2006	Sell	(£2,860,000)	87.75
09/27/2006	Sell	(£10,000)	88.00
09/27/2006	Sell	(£1,900,000)	88.00

**The Canyon Value Realization Master Fund, L.P.****2015 Notes (XS0171922643)**

<b>Trade Date</b>	<b>Buy/Sell</b>	<b>Quantity</b>	<b>Price</b>
11/13/2009	Buy	£3,250,000	26.5
11/13/2009	Buy	£7,150,000	27
11/13/2009	Buy	£3,250,000	27.5
12/10/2009	Buy	£1,300,000	38
1/15/2010	Sell	(£3,252,000)	49
2/26/2010	Sell	(£3,252,000)	50.5
4/7/2010	Sell	(2,815,000)	61.5