

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

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 :
In re : **Chapter 11 Case No.**
 :
GENERAL MOTORS CORP., et al., : **09-_____ (____)**
 :
Debtors. : **(Jointly Administered)**
 :
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**NOTICE OF INTENT TO PURCHASE, ACQUIRE
OR OTHERWISE ACCUMULATE GM STOCK**

PLEASE TAKE NOTICE THAT [Name of Prospective Acquirer] (the “Filer”) hereby provides notice (the “Notice”) of (i) its intention to purchase, acquire or otherwise accumulate directly one or more shares of General Motors Corporation (“GM”) common stock (“GM Common Stock”) and/or Options (as defined below) to acquire shares of GM Common Stock and/or (ii) a proposed purchase or acquisition of shares of GM Common Stock and/or Options to acquire GM Common Stock that would result in an increase in the number of shares of GM Common Stock or Options to acquire GM Common Stock that are beneficially owned (as defined below) by the Filer (any proposed transaction described in (i) or (ii), a “Proposed Transfer”).

PLEASE TAKE FURTHER NOTICE THAT the following table sets forth the following information:

1. If the Proposed Transfer is directly by the Filer of shares of GM Common Stock and/or Options to acquire GM Common Stock, the table below sets forth (i) the number of shares of GM Common Stock and/or Options to acquire GM Common Stock proposed to be purchased or acquired; and (ii) the date(s) of such Proposed Transfer.

2. If the Proposed Transfer is by a person or Entity other than the Filer, but the Proposed Transfer nonetheless would increase the number of shares of GM Common Stock and/or Options to acquire GM Common Stock that are beneficially owned by the Filer, the table below sets forth (i) the name(s) of each such person or Entity; (ii) the number of shares and/or Options that is the subject of the Proposed Transfer to be so purchased or acquired; and (iii) the date(s) of such Proposed Transfer.

<i>Name of Acquirer</i>	<i>Number of Shares of GM Common Stock to be Transferred</i>	<i>Number of Shares Subject to Options to be Transferred</i>	<i>Date(s) of Proposed Transfer</i>

(Attach additional page if necessary)

PLEASE TAKE FURTHER NOTICE THAT the following table summarizes the Filer's beneficial ownership of GM Common Stock and/or Options to acquire GM Common Stock assuming the Proposed Transfer is approved and consummated as described above. The table sets forth, as of immediately following the Proposed Transfer, (i) the number of Shares of GM Common Stock (or Options to acquire GM Common Stock) that would be owned directly by the Filer and (ii) in the case of any beneficial ownership by the Filer of shares and/or Options that would be owned by another person or Entity as record/legal owner, the name(s) of each prospective record/legal owner and the number of shares and/or Options that would be owned by each such record/legal owner:

<i>Name of Owner</i>	<i>Number of Shares of GM Common Stock to be Owned</i>	<i>Number of Shares subject to Options to be Owned</i>

(Attach additional page if necessary)

PLEASE TAKE FURTHER NOTICE THAT if the Proposed Transfer is directly by the Filer and such Proposed Transfer would result in (i) an increase in the beneficial ownership of shares of GM Common Stock and/or Options to acquire GM Common Stock by a person or Entity (other than the Filer) that currently is a Substantial Equityholder or (ii) a person or Entity (other than the Filer) becoming a Substantial Equityholder, the following table sets forth (i) the name of each such person or Entity; (ii) the number of shares of GM Common Stock and/or Options to acquire GM Common Stock that are beneficially owned by such person or Entity prior to the Proposed Transfer; and (iii) the number of shares of GM Common Stock and/or Options to acquire GM Common Stock that would be beneficially owned by such person or Entity immediately following the Proposed Transfer.

<i>Name of beneficial owner</i>	<i>Number of Shares/Options prior to Proposed Transfer</i>	<i>Number of Shares/Options following Proposed Transfer</i>

(Attach additional page if necessary)

PLEASE TAKE FURTHER NOTICE THAT the taxpayer identification number of the Filer is _____.

PLEASE TAKE FURTHER NOTICE that, under penalties of perjury, the Filer hereby declares that it has examined this Notice and accompanying attachments (if any), and, to the best of its knowledge and belief, this Notice and any attachments which purport to be part of this Notice are true, correct and complete.

PLEASE TAKE FURTHER NOTICE that, pursuant to the Order, this Notice is being filed with the Court¹ and served upon the Debtors and the attorneys for the Debtors.

PLEASE TAKE FURTHER NOTICE that the Debtors have **ten (10) business days** after the filing of this Notice to object to the Proposed Transfer described herein. If the Debtors file an objection, such Proposed Transfer will not be effective unless approved by a final and nonappealable order of the Court. If the Debtors do not object within such ten (10) business day period, or if the Debtors provide written authorization approving the Proposed Transfer prior to the end of such ten (10) business day period, then such Proposed Transfer may proceed solely as specifically described in this Notice.

PLEASE TAKE FURTHER NOTICE that any further transactions that may result in the Filer increasing its beneficial ownership of shares of GM Common Stock and/or Options to acquire GM Common Stock will each require an additional notice filed with the Court to be served in the same manner as this Notice.

For purposes of this Notice, (i) “beneficial ownership” (or any variation thereof of GM Common Stock and Options to acquire GM Common Stock) shall be determined in accordance with applicable rules under section 382 of Internal Revenue Code of 1986, as amended, the U.S. Department of Treasury regulations (“Treasury Regulations”) promulgated thereunder and rulings issued by the Internal Revenue Service, and, thus, to the extent provided in those rules, from time to time shall include, without limitation, (A) direct and indirect ownership (*e.g.*, a holding company would be considered to beneficially own all stock owned or acquired by its subsidiaries), (B) ownership by a holder’s family members and any group of persons acting pursuant to a formal or informal understanding to make a coordinated acquisition of stock and (C) in certain cases, the ownership of an Option (as defined below) to acquire GM Stock; (ii) an “Option” to acquire stock includes any contingent purchase, warrant, convertible debt, put, stock subject to risk of forfeiture, contract to acquire stock or similar interest, regardless of whether it is contingent or otherwise not currently exercisable, (iii) “Substantial Equityholder” means any person or Entity that beneficially owns a number of shares of Gm Common Stock representing 4.5% or more of all issued and outstanding shares GM Common Stock; and (iv) “Entity” has the meaning given to it in Treasury Regulations section 1.382-3(a) and shall include persons acting pursuant to a formal or informal understanding among themselves to make a coordinated acquisition.

¹ All terms not expressly defined in this Notice shall be construed to have the same meaning as such terms have in the Order.

[IF APPLICABLE] I am represented by [name of the law firm], [address], [phone], (Attn: [name]).

Respectfully submitted,

(Name of Prospective Acquirer)

By: _____

Name: _____

Title: _____

Address: _____

Telephone: _____

Facsimile: _____

Date: _____