

RESERVE NOTICE

To: The United States Department of the Treasury
1500 Pennsylvania Avenue, NW
Washington, D.C. 20220
Attention: [REDACTED]
Telecopy: [REDACTED]
Email: [REDACTED]

with a copy to:

The United States Department of the Treasury
1500 Pennsylvania Avenue, NW
Washington, D.C. 20220
Attention: Cash Management Officer
Telephone (for borrowing requests): [REDACTED]
Email: [REDACTED]

Reference is made to that certain \$7,072,488,605 Second Amended and Restated Secured Credit Agreement dated as of August 12, 2009, as amended, supplemented or modified from time to time (the "Credit Agreement"), among General Motors Holdings LLC, a Delaware limited liability company (the "Borrower"), the Guarantors named therein and The United States Department of the Treasury (the "Lender"). Terms defined in the Credit Agreement and not otherwise defined herein are used herein with the meanings so defined.

In connection with the repayment in full of the outstanding Loans and other Obligations on April 20, 2010 (the "Repayment Date"), the Borrower hereby requests that a Reserve Disbursement in an amount equal to the entire amount of the Reserve Funds (the "Disbursement") be made as described below.

\$4,684,964,350.73 of the proceeds of the Disbursement shall be used to pay the entire outstanding amount of the Loans and other Obligations, including all accrued and unpaid interest on the Loans, on the Repayment Date.

In accordance with Section 4.2(e) of the Credit Agreement, the balance of the proceeds of the Disbursement shall be retained by the Borrower.

The Borrower hereby requests that the proceeds of the Disbursement be made available to it as follows:

A. On the Repayment Date, \$4,684,964,350.73 to be wired to:

Bank: [REDACTED]
ABA No: [REDACTED]
Beneficiary: [REDACTED]
Account No.: [REDACTED]

- B. On the Repayment Date or on any date thereafter, as shall be determined by the Borrower in its sole discretion, all remaining amount of the Disbursement or a portion thereof, as shall be directed by the Borrower in its sole discretion, are to be wired to:

Bank:

ABA No:

Beneficiary:

Account No.:



[Remainder of page intentionally left blank]

GENERAL MOTORS HOLDINGS LLC

By:

A handwritten signature in black ink, appearing to be "M. J. ...", written over a horizontal line.A black rectangular redaction box covering the printed name of the signatory.

Dated: April 19, 2010