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HEARING DATE: September 30, 2009
TIME: 10:30 a.m.

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re:	:	Chapter 11
MOTORS LIQUIDATION CORP, *et al.*, f/k/a GENERAL MOTORS CORP., *et al.*,	:	Case No. 09-50026 (REG)
Debtors.	:	(Jointly Administered)
RADHA RAMANA MURTY NARUMANCHI (Murty), RADHA BHAVATARINI DEVI NARUMANCHI (Devi),	:	Adversary Proceeding No. 09-00501 (REG)
Plaintiffs,	:	
- against -	:	
GENERAL MOTORS CORPORATION, *et al.*,	:	
Defendants.	:	

UNITED STATES OF AMERICA'S MOTION TO DISMISS THE CLAIMS AGAINST THE FEDERAL DEFENDANTS

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The United States of America (the "Government"), by its attorney, Lev L. Dassin, Acting United States Attorney for the Southern District of New York, respectfully submits this memorandum of law in support of its motion to dismiss the claims against Defendants Timothy F. Geithner, Steven Rattner, Ron Bloom, Matthew Feldman,[1] and Harry J. Wilson (collectively, the "Federal Defendants") pursuant to Rule 7012(b) of the Federal Rules of Bankruptcy Procedure and Rule 12(b) of the Federal Rules of Civil Procedure.

PRELIMINARY STATEMENT

1. The adversary complaint is less a pleading than an exercise in flamboyant metaphor. Amid references to the guillotine, crown jewels, and human sacrifice, plaintiffs *pro se* Radha Ramana Murty Narumanchi ("Murty") and Radha Bhavatarini Devi Narumanchi ("Devi") allege that the United States Department of the Treasury (the "Treasury Department") and Presidential Task Force on the Auto Industry (the "Task Force") (i) aided and abetted the former General Motors Corporation ("GM") in breaching its 1995 indenture to its unsecured bondholders, (ii) breached the Government's fiduciary duties to these bondholders, and (iii) committed fraud.

2. To the extent plantiffs' allegations translate to legal claims, they are fatally flawed for two reasons. *First,* the Government's sovereign immunity bars intentional tort claims against the United States, its agencies, or employees acting in their official capacities. The Court thus lacks subject matter jurisdiction to hear

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1 Mr. Feldman's first name is incorrectly spelled "Mathew" in the caption of the complaint.

plaintiffs' claims. *Second,* as articulated in the brief filed by the Wilmington Trust Company ("WTC") in support of its motion to dismiss, plaintiffs are seeking to re-litigate arguments they unsuccessfully raised in their objection to GM's sale motion (the "Sale Motion"). Such claims are precluded by the doctrine of *res judicata.*

THE COMPLAINT

3. The complaint contains four causes of action, each against a separate entity or group of persons: (i) GM, (ii) the Wilmington Trust Company, (iii) the Federal Defendants, and (iv) former GM directors Kent Kresa ("Kresa") and Frederick A. Henderson ("Henderson"). The underlying facts supporting dismissal have been addressed in the briefs filed by the GM defendants and WTC — both of which the Federal Defendants join — and need not be re-stated in detail here. *See* GM Defendants' Motion to Dismiss the Complaint [Adv. Proc. Docket # 4] ("GM Brief") at 4-7; WTC Memo. of Law [Adv. Proc. Docket # 7] ("WTC Brief") at 3-11.

4. To summarize, plaintiffs own $400,000 of GM unsecured senior debentures pursuant to a 1995 indenture. *See* Compl. ¶¶ 1.2, 3.3.4.[2] They allege that the Treasury Department and Task Force created "**two** fictitious documents"[3] that improperly granted liens to the Government without elevating plaintiffs' unsecured status to secured. *See id.* ¶ 3.3.4 & n.13 (bold in original). According to

[2] "Compl." refers to plaintiffs' complaint [Adv. Proc. Docket No. 1], which appears at Exhibit 4 to the Declaration of David J. Kerstein, dated July 16, 2009 [Adv. Proc. Docket Nos. 8, 12] ("Kerstein Decl.").

[3] Plaintiffs presumably refer to the GM Loan and Security Agreements, dated December 31, 2008 (the "LSA"), *see* Affidavit of Irwin Warren dated July 16, 2009, Ex. A [Adv. Proc. Docket # 5], and January 16, 2009.

plaintiffs, the Government, by these actions, aided and abetted GM in breaching the indenture (presumably referring to the equal and ratable clause therein). *See id.* ¶ 3.3.5. Plaintiffs also complain that the Treasury Department fraudulently prolonged GM's corporate life beyond insolvency and forced it into bankruptcy. *See id.* ¶ 3.3.6. Finally, plaintiffs allege that the Treasury Department and Task Force maintained a "strangle hold" on GM and interfered with its day-to-day operations, making them "*de jure* insiders" with a fiduciary duty to protect the interest of unsecured bondholders." *See id.* ¶¶ 3.3.7, 3.3.8, & n.15.

5. Plaintiffs do not allege any specific wrongdoing on the part of the Federal Defendants; rather, they level accusations at the Treasury Department and Task Force. They seek a host of declaratory judgments, and the appointment of a trustee or receiver to run the affairs of the former GM. *See* Compl. ¶¶ 3.3.9.1-3.3.9.9. They also seek monetary damages, but it is not clear from the complaint whether this demand pertains to the Federal Defendants. *See id.* ¶¶ 3.4.4, 3.4.7.11.

6. All five Federal Defendants are Treasury Department officers or employees. Timothy F. Geithner is Secretary of the Treasury and co-leader of the Task Force. Steven Rattner serves as Counselor to the Secretary of the Treasury and led the Treasury Department's efforts with respect to the automobile sector. Ron Bloom is the Treasury Department's Senior Advisor on the Auto Industry.

Matthew Feldman and Harry J. Wilson are members of the Treasury Department working group charged with implementing Task Force policies.[4]

ARGUMENT

I. THE COURT SHOULD DISMISS PLAINTIFFS' CLAIMS AGAINST THE FEDERAL DEFENDANTS

7. The court properly dismisses a claim for lack of subject matter jurisdiction under Fed. R. Civ. P. 12(b)(1) when it lacks constitutional or statutory power to adjudicate it. *See Makarova v. United States,* 201 F.3d 110, 113 (2d Cir. 2000). The burden is on plaintiffs to demonstrate by a preponderance of the evidence that jurisdiction exists, *see Malik v. Meissner,* 82 F.3d 560, 562 (2d Cir. 1996), "and that showing is not made by drawing from the pleadings inferences favorable to the party asserting it," *Shipping Fin. Serv. Corp. v. Drakos,* 140 F.3d 129, 131 (2d Cir. 1998) (citing *Norton v. Larney,* 266 U.S. 511, 515 (1925)). In resolving a Rule 12(b)(1) motion, the Court may consider evidence outside the pleadings. *See Morrison v. Nat'l Austl. Bank Ltd.,* 547 F.3d 167, 170 (2d Cir. 2008).

8. On a motion to dismiss for failure to state a claim pursuant to Fed. R. Civ. P. 12(b)(6), the Court "accept[s] all factual allegations in the complaint and draw[s] all reasonable inferences in the plaintiff's favor." *ATSI Commc'ns, Inc. v.*

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[4] Plaintiffs' description of the Federal Defendants' positions in the Treasury Department is not entirely accurate, with the exception of Secretary Geithner. *See* Compl. ¶¶ 2.2-2.6. Nevertheless, plaintiffs acknowledge that these defendants are based of the Treasury Department. *See id.* In any event, the Court may take judicial notice of facts such as these that are "capable of accurate and ready determination by resort to sources whose accuracy cannot reasonably be questioned." Fed. R. Evid. 201(b); Fed. R. Bankr. P. 9017.

Shaar Fund, Ltd., 493 F.3d 87, 98 (2d Cir. 2007). Nevertheless, the complaint must contain "enough facts to state a claim to relief that is plausible on its face." *Bell Atl. Co. v. Twombly,* 550 U.S. 544, 570 (2007). "[N]aked assertion[s]" lacking "further factual enhancement" are insufficient, *id.* at 557, as is the "unadorned, the-defendant-unlawfully-harmed-me accusation," *Ashcroft v. Iqbal,* 129 S. Ct. 1937, 1949 (2009). In reviewing a Rule 12(b)(6) motion, the Court considers "only the facts alleged in the pleadings, documents attached as exhibits or incorporated by reference in the pleadings and matters of which judicial notice may be taken." *Samuels v. Air Transp. Local 504,* 992 F.2d 12, 15 (2d Cir. 1993).

A. The Court Lacks Subject Matter Jurisdiction Over Plaintiffs' Claims Against the Federal Defendants

9. It is axiomatic that the United States, "as sovereign, is immune from suit save as it consents to be sued." *United States v. Sherwood,* 312 U.S. 584, 586 (1941). Accordingly, consent to suit is a prerequisite to the Court's subject matter jurisdiction over a claim against the United States, its agencies, or officials. *See F.D.I.C. v. Meyer,* 510 U.S. 471, 475 (1994). Sovereign immunity extends to the Treasury Department, and its employees when sued in their official capacities. *See Robinson v. Overseas Military Sales Corp.,* 21 F.3d 502, 510 (2d Cir. 1994) ("Because an action against a federal agency or federal officers in their official capacities is essentially a suit against the United States, such suits are . . . barred under the doctrine of sovereign immunity, unless such immunity is waived."). Any waiver of

sovereign immunity "cannot be implied but must be unequivocally expressed." *United States v. Mitchell,* 445 U.S. 535, 538 (1980).

10. At most, the complaint alleges three common-law torts against the Federal Defendants: tortious interference with contract, breach of fiduciary duty, and fraud. The FTCA contains a limited waiver of sovereign immunity whereby the district courts have "exclusive jurisdiction of civil actions on claims against the United States, for money damages . . . for injury or loss of property . . . caused by the negligent or wrongful act of any employee of the Government while acting within the scope of his office or employment . . . ." 28 U.S.C. § 1346(b)(1). This remedy "is exclusive of any other civil action or proceeding for money damages by reason of the same subject matter against the employee whose act or omission gave rise to the claim . . . ." *Id.* § 2679(b)(1). An "[e]mployee of the government includes . . . officers or employees of any federal agency." *Id.* § 2671.

11. On July 15, 2009, Lev L. Dassin, Acting United States Attorney for the Southern District of New York, in his capacity as designee of the Attorney General of the United States, certified pursuant to the FTCA that the Federal Defendants were acting within the scope of their employment at the Treasury Department during all times relevant to plaintiffs' complaint. *See* Declaration of Joseph N. Cordaro in Support of the United States of America's Motion to Dismiss, Ex. A.[5]

[5] The United States Department of Justice ("DOJ") thus appears on behalf of the Federal Defendants as mandated by 28 U.S.C. § 516, which reserves to DOJ the conduct of litigation on behalf of the United States, its agencies, and employees acting under color of office. There is no question that the Federal

(continued)

Assuming *arguendo* that plaintiffs are suing the Federal Defendants in tort under the FTCA, the statute commands that these defendants be dismissed with prejudice, and the United States substituted in their place. *See* 28 U.S.C. § 2679(d)(1) (Upon certification that the defendant was acting within the scope of federal employment at the time the claim arose, "any civil action or proceeding commenced upon such claim . . . shall be deemed an action against the United States under the provisions of [the FTCA] and all references thereto, and the United States shall be substituted as the party defendant."); *see also* 28 C.F.R. § 15.4(a) (authorizing the United States Attorney for the district where the proceeding is brought to make the statutory certification).[6]

12. Substitution of the United States as defendant, however, does not save plaintiffs' claims. The FTCA excludes intentional torts from the Government's limited waiver of sovereign immunity, including "misrepresentation, deceit, or interference with contract rights." 28 U.S.C. § 2680(h). These exclusions cover all three of plaintiffs' claims: *i.e.,* (1) aiding and abetting GM's breach of the indenture

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Defendants are sued here in their official, rather than their individual, capacities. As discussed above, aside from the Acting United States Attorney's scope certification, the complaint contains allegations of wrongdoing only against the Treasury Department and Task Force, and not any Federal Defendant individually.

[6] The limited waiver of sovereign immunity found in the Bankruptcy Code, 11 U.S.C. § 506, does not alter or supersede the applicability of the FTCA. As the Tenth Circuit recently found, section 506 "does not create a claim for relief, nor does it provide a separate basis for subject matter jurisdiction." *Franklin Savings Corp. v. United States (In re Franklin Savings Corp.),* 385 F.3d 1279, 1289 (10th Cir. 2004) (finding court's subject matter jurisdiction with respect to adversary proceeding against the Resolution Trust Corporation and its successor-in-interest, the FDIC, "determined and defined by the provisions of the FTCA").

("interference with contract"), *see McHugh v. Univ. of Vt.,* 966 F.2d 67, 71 n.6 (2d Cir. 1992), *abrogated on other grounds by Osborn v. Haley,* 549 U.S. 225 (2007); (2) breach of fiduciary duty ("misrepresentation"), *see Mill Creek Group, Inc. v. F.D.I.C.,* 136 F. Supp. 2d 36, 44 (D. Conn. 2001) ("The jurisdictional bar of 2680(h) applies to any claim in which plaintiff alleges a breach of the 'duty to use care in obtaining and communicating information upon which plaintiff may reasonably be expected to rely in the conduct of his economic affairs.'"(quoting *Block v. Neal,* 460 U.S. 289, 296 (1983)); and (3) any claim grounded in fraud ("deceit"), *see United States v. Neustadt,* 366 U.S. 696, 702 (1961) (holding that § 2680(h) bars claims arising out of negligent, as well as willful, misrepresentation). Accordingly, any claim by plaintiffs under the FTCA should be dismissed.[7]

13. The only other basis for suit against the Federal Defendants that could be applicable to the allegations in the complaint is the Administrative Procedures Act ("APA"), 5 U.S.C. § 701 *et seq*. This statute waives the Government's sovereign immunity in actions where the plaintiff "seek[s] relief other than money damages and stat[es] a claim that an agency or an officer or employee thereof acted or failed to act in an official capacity or under color of legal authority." 5 U.S.C. § 702. But the APA is not an independent grant of subject matter jurisdiction. *See Lunney v.*

[7] Although plaintiffs request as relief several declaratory judgments against the Government, the Declaratory Judgment Act ("DJA"), 28 U.S.C. § 2201 *et seq.*, similarly does not apply. It is settled that the DJA is not an independent grant of subject matter jurisdiction, nor does it waive the Government's sovereign immunity. *Skelly Oil v. Phillips Petroleum,* 339 U.S. 667, 671 (1950); *Warner Jenkinson Co. v. Allied Chem. Corp.,* 567 F.2d 184, 186 (2d Cir. 1977).

United States, 319 F.3d 550, 557-58 (2d Cir. 2003) (citations omitted). Here, there is no challenge to agency or official action under any statute or regulation, and no allegation that a Federal Defendant "acted or failed to act in an official capacity or under the color of legal authority." 5 U.S.C. § 702. And even if, for example, plaintiffs intended to bring such a challenge under the Emergency Economic Stabilization Act of 2008, Pub. L. No. 110-343, 122 Stat. 3765 (2008), their claim would be dismissed for lack of standing. *See* Decision Approving Sale of Decisions, as corrected, dated July 5, 2009 [Docket No. 2985] ("Sale Decision"), at 83; *In re Chrysler, LLC,* 405 B.R. 84 (Bankr. S.D.N.Y. 2009), *aff'd,* No. 09-2311-bk (2d Cir. June 5, 2009).

14. For the foregoing reasons, plaintiffs' claims against the Federal Defendants are barred by sovereign immunity. The Court should dismiss the claims for lack of subject matter jurisdiction pursuant to Fed. R. Civ. P. 12(b)(1).

B. Plaintiff's Claims are Barred by *Res Judicata*

15. Even if the Court could exercise jurisdiction over plaintiffs' claims against the Government, this adversary proceeding presents the quintessential *res judicata* situation. Simply put, plaintiffs are attempting to re-litigate the same claims they raised in their objection to Sale Motion [Docket No. 1759], *see* Kerstein Decl., Ex. 6, and which the Court rejected in its Sale Decision and Order Authorizing the Sale of Assets, dated July 5, 2009 [Docket No. 2968] (the "Sale Order"). The doctrine of *res judicata* enables the bankruptcy courts to police exactly

this tactic. *See, e.g., Guarino v. DVI Fin. Servs., Inc. (In re DVI, Inc.)*, 324 B.R. 548, 552 (Bankr. D. Del. 2005) (dismissing claims in adversary complaint that were duplicative of plaintiff's objection to 363 sale motion); *Toledano v. Kittay (In re Toledano),* 299 B.R. 284, 288 (Bankr. S.D.N.Y. 2003) (issues raised and decided under plaintiffs' objection to Trustee's lease assignment motion); *Am. Ins. Co. v. Banner Iron Works (In re Banner Iron Works),* 69 B.R. 548, 552 (Bankr. E.D. Mo. 1987) (issues raised and decided on plaintiff's objection to 363 sale motion). A *res judicata* defense may be raised on a Rule 12(b)(6) motion where, as here, "all relevant facts are shown by the court's own records." *Day v. Moscow,* 955 F.2d 807, 811 (2d Cir. 1992).

16. The Second Circuit has described *res judicata* as a river with two branches: claim preclusion (itself often known as "res judicata") and issue preclusion (or "collateral estoppel"). *Murphy v. Gallagher,* 761 F.2d 878, 879 (2d Cir. 1985). In determining whether claim preclusion applies, the Court must examine three factors: (1) whether the previous action involved a judgment on the merits; (2) whether the previous action involved the same parties or those in privity with them; and (3) whether the claims asserted in the present action were, or could have been, raised in the previous action. *See Monahan v. New York City Dep't of Corr.*, 214 F.3d 275, 284-85 (2d Cir.), *cert. denied*, 531 U.S. 1035 (2000).

17. The first *res judicata* element is easily satisfied. As WTC points out in its memorandum of law, it is well settled that "[a] bankruptcy court order approving

a sale of assets is a final order for *res judicata* purposes." *Gazes v. DelPrete (In re Clinton Food Street Corp.)*, 254 B.R. 523, 530 (Bankr. S.D.N.Y. 2000) (citing *Balaber-Strauss v. Markowitz (In re Frankel),* 191 B.R. 564, 570 (Bankr. S.D.N.Y. 1995)); *see* WTC Brief at 14-15.

18. The second element also is satisfied. Both plaintiffs signed the memorandum of law filed in support of their objection to the 363 sale [Docket Nos. 2357]. *See* Kerstein Decl., Ex. 7. Plaintiff Murty filed a notice of his intent to participate in the hearing on the motion, *see id.,* Ex. 8 [Docket No. 2886], and was given an opportunity to address the Court during the hearing, *see id.,* Ex. 9 at 116:17-121:22. On the defense side, the Federal Defendants acted in their official capacity as officers or employees of the Treasury Department, which was involved in the bankruptcy as a DIP lender and sponsor of GM's purchaser.

19. As for the third element, the adversary complaint clearly involves "the same transaction, evidence, and factual issues" as plaintiffs' objection to the 363 sale. *Corbett v. MacDonald Moving Servs., Inc.,* 124 F.3d 82, 89 (2d Cir. 1997). As discussed in WTC's brief, plaintiffs' grievances over the LSA and 1995 indenture animate both the objection to the 363 sale and the complaint, and the factual issues are the same: whether there was a breach of the indenture, and whether the equal and ratable clause was triggered. *See* WTC Brief at 16-18. Accordingly, the entire adversary complaint is subject to claim preclusion and should be dismissed under Rule 12(b)(6).

20. Plaintiffs fare no better in the waters of the other branch of the *res judicata* river: issue preclusion. This principle applies if "(1) the identical issue was raised in a previous proceeding; (2) the issue was actually litigated and decided in the previous proceeding; (3) the party had a full and fair opportunity to litigate the issue; and (4) the resolution of the issue was necessary to support a valid and final judgment on the merits." *Ball v. A.O. Smith Corp.,* 451 F.3d 66, 69 (2d Cir. 2006).

21. Putting aside the jurisdictional issue discussed *supra* in paragraphs 9-14, plaintiffs' claim that the Government tortiously interfered with the GM indenture is precluded for the reasons articulated in WTC's brief. *See* WTC Brief at 18-20. Plaintiffs raised the claim GM breached the indenture in their objection, and at the hearing on July 2, 2009. *See* Kerstein Decl., Ex. 7 at 8; Ex. 9 at 120:5-121:22. The Court explicitly rejected the claim in the Sale Decision, finding no breach of the indenture because the Government's lien did not trigger the equal and ratable clause therein. *See* Sale Decision at 82-83 (quoting sections 1.01(v), 4.01 of the LSA); *see also* WTC Brief at 22-23. Accordingly, there was no breach of the indenture, and no tortious interference with contract by the Federal Defendants.

22. The "insiders" claim also has been recycled. Plaintiffs here once again contend that the Treasury Department and Task Force became "insiders" of GM with its own fiduciary duty to protect the interests of the unsecured bondholders. *See* Kerstein Decl., Ex. 7 at 6-7 & n.14; Compl. ¶ 3.3.8 & n.15. The Court expressly rejected this argument in the Sale Order, finding that "[n]either the Purchaser, the

U.S. Treasury, nor their respective agents, officials, personnel, representatives, or advisors is an 'insider' of any of the Debtors, as that term is defined in section 101(31) of the Bankruptcy Code." Sale Order at 8; *see also* Sale Decision at 41 n.62 ("[T]he U.S. and Canadian governments did not become 'insiders' skewing any disinterestedness analysis by reason of their assistance to GM.").

23. As for the more general fraud claim, *see* Compl. ¶ 3.3.6, the objection to the 363 sale also raised several accusations of improper Government conduct in often colorful language, *see* Kerstein Decl., Ex. 7 at 2 (Treasury Department demanded that GM "wipe out" the bondholders "by hook or crook"); Ex. 7 at 3 ("diabolical scheme hatched by the U.S. Treasury and the President's ATF"); Ex. 7 at 3 n.6 ("In we go with dirty hands and out we come with clean hands."). The Court already has ruled that GM and the Government negotiated at "arm's length" and that "[n]either the Sellers, the Purchaser, the U.S. Treasury, nor their respective agents, officials, personnel, representatives, and advisors, has engaged in any conduct that would cause or permit the MPA to be avoided under 11 U.S.C. § 363(n)." Sale Order at 8; *see* Sale Decision at 40 (finding "no proof that Purchaser (or its U.S. and Canadian governmental assignors) showed a lack of integrity in any way").

24. Any other claims that might be buried in plaintiffs' prayers for relief similarly are barred by issue preclusion. The Court already has swept aside the argument that the Treasury Department's loan should be characterized as a capital contribution. *See* Compl. ¶ 3.3.9.4; Sale Order at 10. The same goes for the

allegation the Government somehow prolonged the insolvency of GM. *See* Compl. ¶ 3.3.9.3; Sale Decision at 8 ("At the time that the U.S. Treasury first extended credit to GM, there was absolutely no other source of financing available."). Finally, the remainder of the relief demanded by plaintiffs — a declaration that the funding of GM is void *ab initio* and a request for the appointment of a trustee or receiver to manage GM's affairs — has been mooted by the Court's Sale Order and Final DIP Credit Facility Order dated June 25, 2009 [Docket No. 2529]. *See Martin-Trigona v. Shiff,* 702 F.2d 380, 386 (2d Cir. 1983) ("The hallmark of a moot case or controversy is that the relief sought can no longer be given . . . .").

25. The bottom line is that the adversary proceeding is a proverbial second bite at the apple. Therefore, even if the Court could exercise jurisdiction over plaintiffs' claims against the Federal Defendants, the claims would be subject to dismissal on the ground of *res judicata*.

26. Finally, even if the Court reached the merits of plaintiffs' claims, they still would be subject to dismissal for failure to state a claim under Rule 12(b)(6) for the reasons indicated in the briefs filed by GM and WTC. In addition, plaintiffs have alleged no additional facts in the complaint sufficient for the Court to re-visit its findings in the Sale Decision and Sale Order that the indenture was not breached, or that the Government was not an insider with a fiduciary duty to the unsecured bondholders. And plaintiffs' fraud allegations, which contain no specific references to any allegedly fraudulent statement by a Federal Defendant, clearly

fail to meet the heightened pleading standard of Rule 9(b). *See* Fed. R. Civ. P. 9(b) ("In alleging fraud or mistake, a party must state with particularity the circumstances constituting fraud or mistake"); *Bui v. Indus. Enters. of Am., Inc.*, 594 F. Supp. 2d 364, 371 (S.D.N.Y. 2009) ("Claims of common law fraud must satisfy the requirements of Rule 9(b).").

CONCLUSION

In light of the foregoing, the Court should grant the Government's motion and dismiss the claims against the Federal Defendants with prejudice.

Dated: New York, New York
July 21, 2009

Respectfully submitted,

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