

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

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In re:

MOTORS LIQUIDATION COMPANY, f/k/a
GENERAL MOTORS CORPORATION, *et al.*,

Chapter 11

Case No. 09-50026 (MG)
(Jointly Administered)

Debtors.
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MOTORS LIQUIDATION COMPANY AVOIDANCE
ACTION TRUST, by and through the Wilmington Trust
Company, solely in its capacity as Trust Administrator and
Trustee,

Adversary Proceeding

Plaintiff,

Case No. 09-00504 (MG)

against

JPMORGAN CHASE BANK, N.A., *et al.*,

Defendants.
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**ORDER MODIFYING “TABLE A” TO MEMORANDUM OPINION REGARDING
FIXTURE CLASSIFICATION AND VALUATION**

On September 26, 2017, the Court issued its *Memorandum Opinion Regarding Fixture Classification and Valuation* (the “Memorandum Opinion,” ECF Doc. # 1015).¹ On September 28, 2017, counsel for the defendant, JPMorgan Chase Bank, N.A. (the “Defendant”), filed a letter (the “Defendant’s Letter,” ECF Doc. # 1016) calling to the Court’s attention what the Defendant believed to be a clerical error in “Table A” in the Memorandum Opinion. Counsel for the plaintiff, Motors Liquidation Company Avoidance Action Trust (the “Plaintiff”), included a paragraph in the Defendant’s Letter summarizing its position (the “Plaintiff’s Position”).

The issue raised in the Defendant’s Letter was whether the Court selected the appropriate column from KPMG’s work-product reflecting the valuation intended in the Memorandum

¹ Unless otherwise noted, capitalized terms not defined herein shall have the meaning ascribed to them in the Memorandum Opinion.

Opinion for the forty Representative Assets and noted in “Table A” to the Memorandum Opinion. As brought to the Court’s attention in the Defendant’s Letter, the Court listed in the “Value” column in “Table A” to the Memorandum Opinion amounts from the “Individual Asset Fair Value” column from the Joint Valuation Chart that the parties jointly submitted with their post-trial briefs. *See* ECF Doc. # 993 at 17, n.6 and Exhibit A. However, as reflected in footnote “d” to the Joint Valuation Chart, “the Individual Asset Fair Values reflect the TIC Adjustment without the Balance Sheet Adjustment; the New GM eFast values reflect both adjustments.” *See id.* at Exhibit A.

The Plaintiff’s Position does not dispute that the New GM eFast values properly reflect both the TIC Adjustment and the Balance Sheet Adjustment. The Plaintiff’s Position disputes that the values listed in “Table A” are clerical errors, and asserts that the Court did not intend to rely upon the values in the GM eFast Ledger. Instead, the Plaintiff contends that the Court concluded that the KPMG Final Concluded Values – values that the Plaintiff agrees do not reflect the Balance Sheet Adjustment – were the appropriate valuation of the Representative Assets. *See* Plaintiff’s Position at 4.

As stated on page 189 of the Memorandum Opinion, “[t]he Court finds that the TIC Adjustment (*including the subsequent Balance Sheet Adjustment*) is the best available method supported by the evidence introduced at trial for removing the above-market value of the Public Policy Subsidy from the valuation of the Representative Assets.” (emphasis added). The Court intended for the Balance Sheet Adjustment to be included as part of the valuation of the Representative Assets, such that the proper values from the Joint Valuation Chart is the GM eFast Ledger values for the applicable Representative Assets. The Defendant is correct that “Table A” to the Memorandum Opinion included a clerical error by not including that valuation.

Based on a review of the Memorandum Opinion, the Joint Valuation Chart, and the Defendant's Letter (including the Plaintiff's Position), "Table A" to the Memorandum Opinion is hereby modified as reflected in Exhibit A to this Order.

IT IS SO ORDERED.

Dated: October 4, 2017
New York, New York

/s/ Martin Glenn
MARTIN GLENN
United States Bankruptcy Judge

Exhibit A

Table A: Specific Conclusions of Value for Each Asset

Asset No.	Asset Description	Sold to New GM	Fixture	Source of Valuation	Value
1	OP-150 Shims Station	Yes	Yes	KPMG Fair Value	\$117,942
2	Pits & Trenches	Yes	Yes ¹	KPMG Fair Value	\$1,219,221
3	Power Zone Conveyor	Yes	Yes	KPMG Fair Value	\$315,441
4	Electro-Coat Paint Operations (“ELPO”) Waste System	Yes	Yes ²	KPMG Fair Value	\$493,319
5	Paint Circulation Electrical System	Yes	Yes	KPMG Fair Value	\$843,463
6	ELPO Oven Conveyor	Yes	Yes	KPMG Fair Value	\$549,178
7	Top-Coat Software	Yes	No	N/A	N/A
8	Paint Mix Room	Yes	No	N/A	N/A
9	Top-Coat Bells	Yes	Yes	KPMG Fair Value	\$1,246,182
10	Opticell Robotic System	Yes	No	N/A	N/A
11	Central Utilities Complex	Yes	Partial ³	N/A	N/A ⁴
12	Overhead Body Shop Welding Robot	Yes	Yes	KPMG Fair Value	\$8,630
13	Weld Bus Ducts	Yes	Yes	KPMG Fair Value	\$1,836,906
14	Leak Test Machine	Yes	Yes	KPMG Fair Value	\$357,753
15	Soap, Mount and Inflate System	Yes	Yes	KPMG Fair Value	\$797,390
16	Skid Conveyor	Yes	Yes	KPMG Fair Value	\$1,237,948
17	Power and Free Conveyor	Yes	Yes	KPMG Fair Value	\$818,853

¹ The parties agree that Representative Asset No. 2 is a fixture.

² The parties agree that Representative Asset No. 4 is a fixture.

³ The parties agree that the portions of the CUC consisting of ordinary building materials are realty and not a fixture. The Court finds that the rest of the CUC, including the CUC Systems, is a fixture.

⁴ KPMG determined the value of the portions of the CUC the Court rules are fixtures to be \$23,017,383. However, that value was based on New GM’s free and clear ownership of the CUC, *not* Old GM’s residual rights in the CUC. For the reasons discussed above in Section VII, the Court finds that there was not enough evidence presented at trial to determine the value of Old GM’s residual rights in the CUC.

Asset No.	Asset Description	Sold to New GM	Fixture	Source of Valuation	Value
18	Vertical Adjusting Carriers	Yes	Yes	KPMG Fair Value	\$2,036,052
19	Full Body Coordinate Measurement Machine	Yes	Yes	KPMG Fair Value	\$155,820
20	Wheel & Tire Conveyor	Yes	Yes	KPMG Fair Value	\$569,821
21	Final Line Skillet Conveyor	Yes	Yes	KPMG Fair Value	\$732,989
22	Fanuc Gantry Robot	Yes	Yes	KPMG Fair Value	\$71,829
23	Aluminum Machining System	Yes	Yes	KPMG Fair Value	\$491,531
24	Base Shaping Machine	Yes	Yes	KPMG Fair Value	\$303,279
25	Liebherr Hobb Machine	Yes	Yes	KPMG Fair Value	\$336,977
26	Core Delivery Conveyor System	Yes	Yes	KPMG Fair Value	\$51,433
27	Emissions System	Yes	Yes	KPMG Fair Value	\$1,609,636
28	Holding Furnace	Yes	No	KPMG Fair Value	N/A
29	GG-1 Transfer Press (Grand Rapids)	No	Yes	Goesling OLVIE	\$261,000
30	TP-14 Transfer Press (Mansfield)	No	Yes	Goesling OLVIE	\$800,000
31	Danly Press	Yes	Yes	Chrappa with 55% reduction	\$396,000
32	AA Transfer Press	Yes	No	N/A	N/A
33	B3-5 Transfer Press	Yes	No	N/A	N/A
34	Build Line w/ Foundation	Yes	Yes	KPMG Fair Value	\$179,890
35	Button Up Conveyor System	Yes	Yes	KPMG Fair Value	\$785,571
36	Helical Broach	Yes	Yes	KPMG Fair Value	\$372,185
37	Courtyard Enclosure	Yes	No	N/A	N/A
38	Gas Cleaning System	Yes	Yes	KPMG Fair Value	\$87,411
39	Core Box Robot ⁵	Yes	Yes	N/A	N/A
40	Charger Crane	Yes	Yes	KPMG Fair Value	\$64,988

⁵ The parties agreed not to present evidence of the Core Box Robot's value at trial.