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

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	:	
In re	:	Chapter 11 Case No.
	:	
MOTORS LIQUIDATION COMPANY, et al.,	:	09-50026 (REG)
f/k/a General Motors Corp., et al.	:	
	:	
Debtors.	:	(Jointly Administered)
	:	
-----X		

**DEBTORS' RESPONSE TO MOTION OF REVITALIZING
AUTO COMMUNITIES ENVIRONMENTAL RESPONSE
TRUST FOR AN ORDER PURSUANT TO 11 U.S.C. §§ 105 AND 1142 TO
ENFORCE THE DEBTORS' PAYMENT OBLIGATIONS UNDER THE SECOND
AMENDED JOINT CHAPTER 11 PLAN AND THE CONFIRMATION ORDER**

TO THE HONORABLE ROBERT E. GERBER
UNITED STATES BANKRUPTCY JUDGE:

Motors Liquidation Company (f/k/a General Motors Corporation) and its affiliated debtors, as post-effective date debtors, in the above-captioned chapter 11 cases (collectively, the "**Debtors**"), submit this Response to the Motion of the Revitalizing Auto Communities Environmental Response Trust for an Order Pursuant to 11 U.S.C. §§ 105 and 1142 to Enforce the Debtors' Payment Obligations Under the Second Amended Joint Chapter 11 Plan and the Confirmation Order (the "**Motion**") (ECF No. 11164), and respectfully represent:

1. On November 21, 2011, the Revitalizing Auto Communities Environmental Response Trust (“**RACER**”) filed the Motion, which is currently scheduled to be heard on December 8, 2011.

2. The Debtors are in the process of negotiating a stipulation with RACER to, among other things, adjourn the hearing on the Motion. As the relief requested in the Motion may implicate the reallocation of taxpayer funds and requires creating a mechanism to set aside funds, if appropriate, pending final resolution of this matter, the Debtors believe additional time is needed to properly address the substantive bases underlying this matter.

3. The Debtors have not yet been able to reach an agreement with RACER on an adjournment but would like to take the remainder of the week to do so. If a consensual resolution on an adjournment cannot be reached by Tuesday, December 7, 2011, the Debtors would respectfully request that an in chambers or telephonic conference be held with the Court and the parties at that time, including a request for an adjournment. The Debtors intend to file a supplemental response after they have had the time to consult with the United States Treasury and continues to analyze this matter.

Dated: December 1, 2011
New York, New York

/s/ Joseph H. Smolinsky
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