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July 1, 2014

VIA ELECTRONIC MAIL AND ECF

The Honorable Robert E. Gerber
United States Bankruptcy Judge
United States Bankruptcy Court for the Southern District of New York
One Bowling Green
New York, New York 10004

Re: *In re Motors Liquidation Company*, et al., Case No. 09-50026 (REG)

Dear Judge Gerber:

We represent Wilmington Trust Company ("WTC"), as trustee for and as trust administrator of the Motors Liquidation Company GUC Trust (the "GUC Trust"). On behalf of the GUC Trust and certain holders of GUC Trust units represented by Akin Gump Strauss Hauer & Feld LLP (the "Ad Hoc Group"), we write to respond to New GM's Notice of Presentment, as submitted earlier today, and to submit our own proposed order. Attached hereto are a clean version of our proposed order and a redline that reflects the differences between our version and that submitted by counsel for New GM (the "New GM Draft").

The differences between the New GM Draft and our draft are as follows:

- The New GM Draft contemplates that the Identified Parties will further confer about stipulated facts relating to whether Plaintiffs' procedural due process rights were violated in connection with the Sale Motion and the Sale Order and Injunction, or alternatively, whether Plaintiffs' procedural due process rights would be violated if the Sale Order and Injunction is enforced against them (the "Due Process Violation Threshold Issue"), and to brief only that issue, without discovery. By contrast, our draft provides that if, following the fact stipulation process, any party believes that the additional question of the appropriate remedy for any due process violation (the "Due Process Remedy Threshold Issue") should be briefed simultaneously with the Due Process Violation Threshold Issue, or that the parties should be afforded the right to take discovery regarding either Due Process Threshold Issue, then that party may submit a letter to the Court on July 28, 2014 (prior to the commencement of the briefing schedule set forth in both the GM and GUC Trust Draft Orders) requesting such relief.

- Additionally, our draft provides that the briefing schedule proposed in the New GM Draft will apply only if the sole issue for initial resolution is the Due Process Violation Threshold Issue and this Court does not authorize any discovery. If the Due Process

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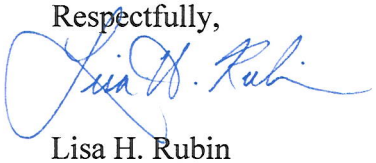
Remedy Threshold Issue is briefed simultaneously with the Due Process Violation Threshold Issue, or discovery is requested and granted, we anticipate that the parties will confer respecting an amended briefing and/or discovery schedule.

We believe that our draft presents the most sensible approach to resolving the issues presented in this matter efficiently and expeditiously, without waiving any parties' substantive rights. While we are hopeful that the Identified Parties will be able to agree to stipulated facts that will enable them to adequately brief the Due Process Threshold Violation Issue, given their difficulty in agreeing upon such facts to date, we do not believe that it makes sense to prejudice parties' rights in advance of that process. This is especially so given that the proponents of the New GM Draft acknowledge that discovery may be necessary in order for the Court to resolve the Due Process Violation Threshold Issue. *See* New GM Draft at 4. The New GM Draft provides that such discovery would occur only *after* the parties have fully briefed that issue, however, and *following* a proposed September 2014 hearing. In the event that such discovery is warranted, the more logical and expeditious approach would be to conduct it in advance of briefing and a hearing, and, given the likely factual overlap between the Due Process Threshold Issues, to permit parties to take discovery on both issues.

We look forward to discussing the schedule with Your Honor tomorrow and thank you in advance for considering our proposal.

Respectfully,



Lisa H. Rubin

Attachment

cc: Arthur Steinberg
Edward S. Weisfelner
Jonathan L. Flaxer
Daniel H. Golden
Richard C. Godfrey