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

In re:

**MOTORS LIQUIDATION COMPANY, *et al.*,
f/k/a General Motors Corp., *et al.*,**

Debtors.

Chapter 11

Case No. 09-50026 (MG)

(Jointly Administered)

**MOTION OF THE PARTICIPATING UNITHOLDERS PURSUANT TO 11 U.S.C. §
107(b) AND RULE 9018 OF THE FEDERAL RULES OF BANKRUPTCY PROCEDURE
AUTHORIZING THE PARTICIPATING UNITHOLDERS TO FILE UNDER SEAL
THE JOINDER OF THE PARTICIPATING UNITHOLDERS IN THE MOTION TO
ENFORCE AND THE DECLARATION OF DANIEL H. GOLDEN AND RELATED
EXHIBITS IN SUPPORT THEREOF¹**

Certain unaffiliated holders (the “Participating Unitholders”) of approximately 65 percent of the beneficial units of the Motors Liquidation Company GUC Trust (the “GUC Trust”), by and through their undersigned counsel, hereby file this motion (the “Sealing Motion”) pursuant to Section 107(b) of Title 11 of the United States Code (the “Bankruptcy Code”) and Rule 9018 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) for an entry of an order authorizing the Participating Unitholders to file certain portions of the Joinder in the Motion to

¹ Capitalized terms not defined herein shall have the meanings ascribed to them in the *Motion to Enforce the Settlement Agreement By and Among the Signatory Plaintiffs and the GUC Trust* (the “Motion to Enforce”) ECF No. 14092.

Enforce (the “Joinder”) and the Declaration of Daniel H. Golden (the “Declaration”) and Related Exhibits in Support thereof under seal and respectfully represent as follows:

Background

1. On September 11, 2017, the Signatory Plaintiffs filed the Motion to Enforce.
2. On October 11, 2017, the Court entered the Pre-Trial Stipulation and Scheduling Order, ECF No. 14130, pursuant to which any joinders to the Enforcement Motion must be filed on or before November 13, 2017.
3. The Joinder and the Declaration rely on three documents (the “Documents”)² that were marked “Confidential” by Wilmington Trust Company, as trustee for and administrator of the GUC Trust (“Wilmington Trust”), the producing party.
4. The Participating Unitholders requested Wilmington Trust’s consent to file the Documents on the public docket, but Wilmington Trust refused to provide such consent, thereby necessitating this Sealing Motion.

Jurisdiction

5. This Court has jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157 and 1334. This matter is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

Relief Requested

6. By this Sealing Motion, pursuant to Section 107(b) of the Bankruptcy Code and Bankruptcy Rule 9018, the Participating Unitholders seek authorization to file an unredacted copy of the Joinder, the Declaration and the Related Exhibits in Support thereof under seal.

² The Documents are attached as Exhibits D, H and L to the Declaration.

Basis for Relief

7. Pursuant to Section 107(b) of the Bankruptcy Code, the Court may authorize the Participating Unitholders to file under seal and redact portions of the Joinder, the Declaration and the Related Exhibits in Support thereof. Section 107(b) provides, in relevant part:

On request of a party in interest, the bankruptcy court shall, and on the bankruptcy court's own motion, the bankruptcy court may . . . protect an entity with respect to a trade secret or confidential research, development, or commercial information . . .

8. Bankruptcy Rule 9018 establishes the procedure by which a party in interest may obtain a protective order authorizing the filing of a document under seal pursuant to Section 107(b). Bankruptcy Rule 9018, in relevant part:

On motion or its own initiative, with or without notice, the court may make any order which justice requires (1) to protect the estate or any entity in respect of a trade secret or other confidential research, development, or commercial information . . .

9. If the material sought to be protected satisfies one of the categories identified in Section 107(b), the court "is required to protect a requesting interested party and has no discretion to deny the application." *Video Software Dealers Ass'n v. Orio Pictures Corp. (In re Orion Pictures Corp.)*, 21 F.3d 24, 27 (2d Cir. 1994). Moreover, this Court has broad authority to issue a protective order under Bankruptcy Rule 9018. *See In re Global Crossing Ltd.*, 295 F.3d 720, 724 (Bankr. S.D.N.Y. 2003) ("When the requirements of Rule 9018 are satisfied, the authority to issue the resulting order is broad—'any order which justice requires.' The Court notes that the authority goes not just to the protection of confidential documents, but to other confidentiality restrictions that are warranted in the interests of justice.").

10. The Joinder, the Declaration and the Related Exhibits in Support thereof discuss and rely on information and communications that Wilmington Trust has designated as Confidential. This information has been redacted from the versions of the Joinder, the

Declaration and the Related Exhibits in Support thereof that are to be publicly filed with the Court.

11. In addition, and in an effort to avoid filing the Sealing Motion, the Participating Unitholders sought, but were denied, Wilmington Trust's permission to file the Documents publicly.

12. As such, the Participating Unitholders respectfully submit that there is justification for the relief sought herein.

No Prior Request

13. No previous request for the particular relief sought herein has been made by the Participating Unitholders to this or any other court.

Conclusion

For the reasons described herein, the Participating Unitholders respectfully request that the Court enter the proposed sealing order in the form attached hereto as Exhibit A.

Dated: November 13, 2017
New York, New York

AKIN GUMP STRAUSS HAUER & FELD LLP

By: /s/ Deborah J. Newman

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Exhibit A

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

In re:

**MOTORS LIQUIDATION COMPANY, *et al.*,
f/k/a General Motors Corp., *et al.*,**

Debtors.

Chapter 11

Case No. 09-50026 (MG)

(Jointly Administered)

**[PROPOSED] ORDER PURSUANT TO 11 U.S.C. § 107(b) AND RULE 9018 OF THE
FEDERAL RULES OF BANKRUPTCY PROCEDURE AUTHORIZING THE
PARTICIPATING UNITHOLDERS TO FILE THE JOINDER OF THE
PARTICIPATING UNITHOLDERS IN THE MOTION TO ENFORCE AND THE
DECLARATION OF DANIEL H. GOLDEN
AND RELATED EXHIBITS IN SUPPORT THEREOF UNDER SEAL**

Upon the motion (the “Motion”) of certain unaffiliated holders (the “Participating Unitholders”) of approximately 65 percent of the beneficial units of the GUC Trust (the “GUC Trust”), pursuant to Section 107(b) of the Bankruptcy Code and Bankruptcy Rule 9018 for entry of an order authorizing the Participating Unitholders to file under seal certain portions of the Joinder of the Participating Unitholders in the Motion to Enforce (the “Joinder”) and the Declaration of Daniel H. Golden (the “Declaration”) and Related Exhibits in Support thereof, all as more fully described in the Motion, and the Court having jurisdiction to consider the Motion and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334, and consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court having found and determined that the Joinder contains confidential commercial information, and that the relief sought in the Motion is in the best interests of the Participating Unitholders, Wilmington Trust Company, as trustee for and administrator of the GUC Trust, and all parties in interest, and that the legal and factual bases set forth in the Motion

establish just cause for the relief granted herein, and after due deliberation and sufficient cause appearing therefore, it is:

ORDERED that the Motion is granted as provided herein; and it is further

ORDERED that the Participating Unitholders are authorized, pursuant to Section 107(a) of the Bankruptcy Code and Bankruptcy Rule 9018, to file an unredacted copy of the Joinder, the Declaration and Related Exhibits in Support thereof under seal; and it is further

ORDERED that the information in the unredacted copy of the Joinder, the Declaration and Related Exhibits in Support thereof is confidential and shall remain under seal, and shall not be made available to anyone until such time as the Court may direct, except that copies shall be provided to the Court on a confidential basis, and to any parties as otherwise ordered by the Court; and it is further

ORDERED that any party in interest seeking access to the unredacted copy of the Joinder, the Declaration and Related Exhibits in Support thereof shall file an appropriate motion with the Court seeking such relief on appropriate notice; and it is further

ORDERED that the Participating Unitholders may move to unseal or dispose of the unredacted copy of the Joinder, the Declaration and Related Exhibits in Support thereof at the conclusion of the matter unless the Joinder, the Declaration and Related Exhibits in Support thereof have already been moved to the public docket; and it is further

ORDERED that this Order is without prejudice to the rights of any party in interest; and it is further

ORDERED that the Participating Unitholders are authorized to take all steps it deems reasonable or necessary to carry out this Order; and it is further

ORDERED that this Court shall retain jurisdiction to hear and determine all matters arising from
or related to the implementation, interpretation and/or enforcement of this Order

Dated: _____, 2017
New York, New York

HON. MARTIN GLENN, U.S.B.J.