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January 27, 2020

By ECF and Federal Express

The Honorable Martin Glenn
United States Bankruptcy Court
Southern District of New York
One Bowling Green, Courtroom 523
New York, New York 10004

Re: *In re Motors Liquidation Company, f/k/a General Motors Corporation, et al.*,
Case No. 09-50026 (MG)

Dear Judge Glenn:

We write on behalf of the Motors Liquidation Company Avoidance Action Trust (the “AAT”) in response to this Court’s order dated January 23, 2020, authorizing the parties to submit objections to the Proposed Scheduling Order filed by counsel for the Motors Liquidation Company GUC Trust (the “GUC Trust”) on January 15, 2020. The AAT objects to the portion of the Proposed Scheduling Order that concerns the briefing of New GM and the Economic Loss Plaintiffs’ (the “ELPs”) pending objections to the AAT Distribution Motion.¹

Under the Proposed Scheduling Order, the AAT would file an initial “brief in support of the AAT Distribution Motion” by March 27, 2020, to be followed by “briefs in opposition to the AAT Distribution Motion” from New GM and the ELPs by April 20, 2020. For the reasons explained below, the sequencing of these briefs should be reversed, and the briefing of this issue should proceed more quickly.

First, this proposed sequencing of briefs would not permit the AAT an opportunity to respond to arguments that have never been presented to the AAT or the Court, and it would thus prevent full briefing of the issues. The parties fully briefed the AAT’s motion for approval of its distribution plan to the holders of Allowed General Unsecured Claims, ECF Doc. No. 14552 (the “AAT Distribution Motion”). However, on August 12, 2019, at the hearing on this motion, the Court requested that the parties address the impact of Judge Furman’s August 6, 2019 decision (the “MDL Summary Judgment Decision”) on the AAT Distribution Motion.

By letter dated October 28, 2019 (the “October 28 Letter”), the AAT set out its position concerning the impact of the MDL Summary Judgment Decision on a potential claim by the

¹ As the Court is aware, the Proposed Scheduling Order submitted by the GUC Trust was mistakenly described as a consensual order. This mistake arose from the fact that the GUC Trust shared with the AAT a redline of the Proposed Scheduling Order that was inadvertently marked against the wrong version of the document. In any event, we appreciate the opportunity to present our position concerning the schedule to the Court.

The Honorable Martin Glenn
January 27, 2020
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ELPs. Based on Judge Furman's decision, it was evident that any claim by the ELPs was remote and speculative. Further, a review of documents filed by the ELPs in connection with the MDL Summary Judgment Decision (unsealed after the hearing on the AAT Distribution Motion), made clear that "even were the ELPs to have a claim against the AAT at some date in the distant future, the value of any individual claim would be below the threshold entitling any claimant to a distribution from the AAT" under the AAT Agreement. The AAT's position on the issue is a simple one: because the AAT Agreement forbids the Trust Administrator from making a payment of less than \$25 to any holder of an Allowed General Unsecured Claim, and because it is implausible that any individual Economic Loss Plaintiff would have a claim in excess of \$8,000 (the approximate claim amount required to receive a distribution of \$25), no individual claimant would ever be entitled to a distribution from the AAT, even if granted permission to file a late claim.

In other words, the AAT has already set out its position. New GM and the ELPs have never responded.² They have never submitted a written response to the AAT's October 28 Letter, nor have they responded to the AAT's argument at any hearing before the Court. To ensure that the AAT has an opportunity to respond to New GM or the ELPs' arguments, and so that the issues are fully presented to the Court, New GM and the ELPs should respond to the AAT's October 28 Letter and the AAT should then reply.

Second, the AAT also objects to the schedule set forth in the Proposed Scheduling Order, under which the issue would not be fully briefed for this Court until April 20, 2020, almost three months from now. The issues concerning the AAT are separate from the other issues proposed to be addressed, and a shorter schedule is sufficient to allow the parties to brief the discrete issues raised by New GM and the Economic Loss Plaintiffs' objections. A shorter schedule would also allow the AAT to fulfill its obligation to its beneficiaries to make distributions as quickly as possible if the Court were to overrule the objections.

The AAT therefore proposes the following briefing schedule in connection with New GM and the ELPs' pending objections to the AAT Distribution Motion:

- **February 17, 2020:** New GM and ELPs to submit briefs responding to the AAT's October 28 Letter
- **March 9, 2020:** AAT to submit a brief in reply to the briefs submitted by New GM and the ELPs.

We submit herewith for the Court's consideration the AAT's proposed order (Exhibit 1), along with a redline version of the AAT's proposed order marked to show changes to the proposed order submitted by the GUC Trust (Exhibit 2).

² We note that it is the AAT's position that New GM lacks standing to object to the AAT Distribution Motion.

The Honorable Martin Glenn
January 27, 2020
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We thank the Court for its attention to this letter.

Respectfully,

/s/ Eric B. Fisher

Eric B. Fisher

cc: All counsel of record (via ECF)

EXHIBIT 1

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

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

SCHEDULING ORDER FOR BRIEFING LATE CLAIMS MOTIONS

Upon the Court’s *Order Setting Case Management Conference Concerning Schedule for Briefing Late Claims Motions*, entered November 8, 2019 (ECF No. 14637); and upon the *Proposed Briefing Schedule for Late Claims* (ECF No. 14625), dated October 22, 2019, and the responses to the Proposed Briefing Schedule for Late Claims filed by (i) designated bankruptcy counsel for the Economic Loss Plaintiffs,¹ dated October 23, 2019 (ECF No. 14627), (ii) Plaintiffs Sharon Bledsoe, Celestine Elliott, Lawrence Elliott, Tina Farmer and Dierra Thomas, represented by Professor Gary Peller (the “Peller Plaintiffs”), dated October 27, 2019 (ECF No. 14629), (iii) the Motors Liquidation Company Avoidance Action Trust (the “AAT”), dated October 28, 2019 (ECF No. 14631) and (iv) General Motors LLC (“New GM”), dated October 28, 2019 (ECF No. 14632); and upon the record of the Case Management Conference held by the Court on December 10, 2019 (the “December 10 Conference”):

NOW, THEREFORE, IT IS HEREBY:

ORDERED that, the deadline for submitting a proposed briefing schedule for any and all matters relating to (i) late claims sought to be filed by the Economic Loss Plaintiffs and (ii)

¹ Economic Loss Plaintiffs is a term generally used in these proceedings to mean plaintiffs asserting economic loss claims who (i) prior to the July 10, 2009 closing of the Section 363 sale of assets of Old GM to New GM, owned or leased a vehicle with (a) an ignition switch defect included in NHTSA Recall No. 14V-047, or (b) defects in ignition switches, side airbags, or power steering included in NHTSA Recall Nos. 14V-355, 14V-394, 14V-400, 14V-118 and 14V-153, and (ii) have filed motions for authority to file late proofs of claim at ECF Nos. 13806 and 13811.

the supplemental briefing request made by the Peller Plaintiffs in their October 27, 2019 letter to the Court is extended to Monday, February 17, 2020; and it is further

ORDERED that, the proponents of the motions for authority to file late proofs of claim filed by (i) certain Pre-Closing Accident Plaintiffs on December 22, 2016 [ECF No. 13807], as supplemented on May 25, 2018 [ECF No. 14325]; and (ii) certain Pre-Closing Accident Plaintiffs on July 28, 2017 [ECF No. 14018], as supplemented on August 10, 2017, September 19, 2017, December 12, 2017 and July 19, 2018 [ECF Nos. 14046, 14112, 14195, 14346] (collectively, the “PIWD Late Claims Motions”) shall each file and serve a brief in support of their respective PIWD Late Claims Motions by March 27, 2020 (the “Brief in Support”), and each Brief in Support shall be no longer than thirty (30) pages; and it is further

ORDERED that, the GUC Trust shall file and serve a brief in opposition to the PIWD Late Claims Motions (the “Opposition Brief”) by April 20, 2020, which shall be no longer than fifty (50) pages; and it is further

ORDERED that, New GM shall be permitted, but is not required, to file a brief in opposition to the PIWD Late Claims Motions by April 20, 2020, and such brief shall be no longer than fifteen (15) pages; and it is further

ORDERED that, the proponents of the PIWD Late Claims Motions shall file and serve a reply brief in further support of their PIWD Late Claims Motion (the “Reply Brief”) by May 11, 2020, which shall be no longer than fifteen (15) pages; and it is further

ORDERED that, using the procedures set forth below, parties shall supplement any and all briefing related to the AAT’s *Motion for Entry of an Order Pursuant to Sections 105 and 1142 of the Bankruptcy Code and Bankruptcy Rule 3020 Approving the Distribution Plan to the Avoidance Action Trust’s Beneficiaries* (ECF No. 14552) (“AAT Distribution Motion”), and specifically address the arguments made by the AAT in its letter to the Court dated October 28, 2019 (ECF No. 14631) (“October 28 Letter”); and it is further

ORDERED that, New GM and the Economic Loss Plaintiffs shall file and serve briefs responding to the AAT's October 28 Letter by February 17, 2020, which briefs shall not exceed twenty (20) pages, and the AAT shall file and serve a brief in reply by March 9, 2020, which shall not exceed twenty (20) pages; and it is further

ORDERED that, the Court has scheduled oral argument for the PIWD Late Claims Motions and the AAT Distribution Motion for _____, 2020; and it is further

ORDERED that within three (3) business days of the entry of this Order, the GUC Trust shall serve by first class mail a copy of this Order on the Late Claims Movants (defined in the Notice of Withdrawal referenced below) identified on Exhibits A and B to the *Notice of Withdrawal as Counsel of Record for Certain Movants Under Omnibus Motions by Certain Pre-Closing Accident Plaintiffs for Authority to File Late Proofs of Claim for Personal Injuries and Wrongful Deaths [Docket Nos. 13807 and 14325]* (ECF No. 14644) and which are listed on Exhibit A hereto; and it is further

ORDERED that the Court shall retain exclusive jurisdiction to interpret/enforce this Order.

Dated: January __, 2020
New York, New York

UNITED STATES BANKRUPTCY JUDGE

EXHIBIT A

1.	Lynda Duncan
2.	Christopher Gracia (Deceased)
3.	Nicole Jaure
4.	Tammie Marshall
5.	Deidra Shipman
6.	Allen, Lisa
7.	Berard, Brandy
8.	Bueno, John
9.	Bueno, Lisa
10.	Burns, Angela
11.	Burns, Elizabeth Faye
12.	Davis, Veronica Lynn
13.	Duckett, Raymond
14.	Ferrell, Tabatha
15.	Garza, Rosy E
16.	Gibbs, Santoria
17.	Gibson, Mary
18.	Gill, April
19.	Hairston, John T
20.	Harris, Charlesa
21.	Hartnett, Carolyn individually and as representative of the Estate for Sara Hartnett
22.	Haseleu, Tanya individually and as representative of the Estate for Tiffany Lee Haseleu
23.	Haseleu, Todd individually and as representative of the Estate for Tiffany Lee Haseleu
24.	Higgins, Sherell individually and as next friend of Darrell Brown Jr. and as representative of the Estate of Dameasha Brown
25.	Honeycutt, Sammeeka
26.	Hueber, Jamie
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28.	Jackman, Patricia individually and as representative of the Estate for Jessica Jackman
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32.	Lockhart, Marjorie
33.	Lopez, Kimberly
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35.	Moindi, Wycliffe
36.	Moza, Joell individually and as representative of the Estate for Loretta Moza
37.	Moza, Julie individually and as representative of the Estate for Loretta Moza
38.	Moza, Richard individually and as representative of the Estate for Loretta Moza
39.	Myra Washington a/k/a Minerva Peterson individually and as representative of the Estate for Myra Washington

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41.	Peterson, Ranae
42.	Platzke, Joell
43.	Pylar, Shirley
44.	Reetz, Janet individually and as representative of the Estate for Loretta Moza
45.	Rooney, Richard
46.	Shells, Willie
47.	Snyder, Anthony
48.	Stanley, Glenn
49.	Stivers, Brandon
50.	Surbeck, Kally
51.	Torres, Aleni
52.	Torres, Daniel
53.	Vargas, Chelsea Dirks
54.	Venable, Houston
55.	Waithe, Dwayne
56.	Wallace, Carla individually and as representative of the Estate for Cory Wallace
57.	West, Linda individually and as representative of the Estate for Tracy West
58.	Willis-Singh, Tanya
59.	Wright, Jacqueline

EXHIBIT 2

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

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

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