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* The Term Loan Lenders are listed in Appendix A to the Answer [Dkt. 241].

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

| | | |
|---|---|------------------------|
| In re: |) | Chapter 11 Case |
| MOTORS LIQUIDATION COMPANY <i>et al.</i> , |) | Case No. 09-50026 (MG) |
| Debtors. |) | (Jointly Administered) |
| MOTORS LIQUIDATION COMPANY |) | Adversary Proceeding |
| AVOIDANCE ACTION TRUST, by and through |) | Case No. 09-00504 (MG) |
| Wilmington Trust Company, solely in its capacity as |) | |
| Trust Administrator and Trustee, |) | |
| Plaintiff, |) | |
| vs. |) | |
| JPMORGAN CHASE BANK, N.A., <i>et al.</i> , |) | |
| Defendants. |) | |

NOTICE OF FILING [PROPOSED] CASE MANAGEMENT ORDER

PLEASE TAKE NOTICE that attached hereto as Exhibit 1 is a [Proposed] Case Management Order, agreed to by the Parties to this action. With this [Proposed] Case Management Order, the Parties seek to address various issues regarding administration of this matter, including service and coordination between the Parties. After negotiations between counsel for the Plaintiff and certain Defendants (identified in the proposed case management order as the “Steering Committee”), the order was circulated by the Steering Committee to all Defendants who have appeared in the action; no objections were received.

PLEASE TAKE FURTHER NOTICE that the Parties jointly request the Court to enter the [Proposed] Case Management Order in this matter.

Dated: April 13, 2016

Respectfully submitted,

/s/ Erin L. Burke

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Erin L. Burke

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¹ Northern Trust Investments, Inc., as Named Fiduciary to the Central States, Southeast, and Southwest Areas Pension Fund, is represented for all purposes by Munger, Tolles & Olson LLP and not by Jones Day.

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² The Ad Hoc Group of Term Lenders are listed in Appendix A to the Omnibus Reply [Dkt. 467].

EXHIBIT 1

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

-----X
In re:

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

Chapter 11

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

Debtors.

-----X
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.

-----X

[PROPOSED] SUPPLEMENTAL CASE MANAGEMENT ORDER

WHEREAS, certain case management orders issued in *In re: Motors Liquidation Co.*,
Case No. 09-50026 (MG) (Bankr. S.D.N.Y.) [ECF Nos. 157, 9427, and 12625] are in effect in
this action; and

WHEREAS, supplemental case management procedures are advisable in this action in
order to conserve judicial resources, minimize duplicative pretrial activities and discovery, serve
the convenience of the Court, parties, and witnesses, and promote the just and efficient conduct
of this litigation;

NOW, THEREFORE, IT IS HEREBY [ORDERED] as follows:

1. **Defendants' Steering Committee.** A Steering Committee of Defendants'

Counsel (“the Steering Committee”) shall work with Plaintiff’s counsel to assist in coordinating matters among all parties. The Steering Committee shall consist of the following members:

Wachtell Lipton, Kelley Drye, Jones Day, Munger Tolles & Olson, Davis Polk & Wardwell LLP, Hahn & Hessen, and Kasowitz, Benson, Torres & Friedman LLP. The email address to be used for the Steering Committee list is:

DefendantsSteeringCommittee@TermLoanAvoidanceAction.com.

2. **Master Service List.** Counsel for JPMorgan Chase Bank, N.A. (“JPM’s Counsel”) has agreed to maintain an email service list of Defendants’ counsel (the “Master Service List”) that shall consist of counsel of record for Defendants that have appeared in this action and who are listed on Exhibit A hereto, as well as other attorneys of Defendants that have appeared and who contact JPM’s Counsel and request to be added to the Master Service List. The email address to be used for the Master Service List is: MasterServiceList@TermLoanAvoidanceAction.com. Any requests to be added to the Master Service List should be sent to: Admin@TermLoanAvoidanceAction.com. It shall be the responsibility of each individual counsel of record to ensure that they are included on the Master Service List and to notify JPM’s Counsel of any changes to their respective email addresses.

3. **Service.** Each party may serve all documents directly on any party in this adversary proceeding by ECF, for all documents that are electronically filed with the Court, and otherwise by email to such party’s counsel. Email to Defendants shall be directed to counsel for Defendants at the email address listed on the Master Service List. All documents will be deemed to have been served on the date they are emailed.

4. **Written Discovery (Requests for Production, Interrogatories, and Requests for Admission).**

- a) The Steering Committee shall endeavor to coordinate Defendants' written discovery of Plaintiff to the extent reasonably possible, including requests for the production of documents, interrogatories, and requests for admissions.
- b) Discovery served by one Defendant shall be deemed discovery served by all, such that any Defendant may use the responses and/or documents produced as if those responses/documents were provided in response to discovery served by that Defendant.
- c) Notwithstanding anything else in this Order, each Defendant reserves all rights to serve its own non-duplicative requests for the production of documents, interrogatories, and requests for admission on Plaintiff or any other Defendant. Plaintiff reserves all rights with respect to responding to any such discovery.
- d) With respect to Plaintiff's written discovery requests common to all Defendants, each Defendant shall be responsible for propounding responses, objections and productions on behalf of itself, though groups of Defendants may propound group responses, objections and productions as a group to the extent they choose to do so. Although group responses are permitted, where responses are required to be under oath, verifications must be provided by each individual Defendant. Each Defendant (or group of Defendants as the case may be) shall timely provide a copy of its (or their) written responses and/or objections to all counsel by serving same to Plaintiff and those on the

Master Service List.

- e) To the extent Plaintiff propounds written discovery requests specific to one or more individual Defendant(s), Plaintiff shall serve such requests on such Defendant(s) as well as on all other parties on the Master Service List. The individually served Defendant(s) shall serve its responses and/or objections on Plaintiff as well as all parties on the Master Service List.
- f) Parties producing documents in response to discovery requests shall do so by providing a set to (i) Plaintiff, (ii) the propounding party, and (iii) JPM's Counsel. JPM's Counsel shall endeavor within 3 business days of receipt to make available on a HighQ site (or, at JPM's counsel's choice, via other electronic means) to counsel on the Master Service List a copy of the production documents. This provision will not affect any party's right to assert privilege or any other substantive right concerning documents or information produced in discovery.

5. Third-Party Document Discovery.

- a) Any party serving a third-party subpoena and/or other third-party discovery request, or receiving a written response and/or objections to its third-party subpoenas and/or other third-party discovery requests shall serve copies to counsel on the Master Service List.
- b) With respect to document productions received by Plaintiff in response to its third-party subpoenas and/or other third-party discovery requests, Plaintiff shall provide a copy of all such productions to JPM's Counsel,

who shall endeavor within 3 business days of receipt to make available on a HighQ site (or, at JPM's counsel's choice, via other electronic means) such productions to counsel on the Master Service List.

- c) With respect to document productions received by JPM's Counsel in response to its third-party subpoenas and/or other third-party discovery requests, JPM's Counsel shall provide a copy of all such productions to Plaintiff and shall endeavor within 3 business days of receipt to make available on a HighQ site (or, at JPM's counsel's choice, via other electronic means) such productions to counsel on the Master Service List.
- d) To the extent other Defendants receive document productions responsive to their third-party subpoenas and/or other third-party discovery requests, such Defendants shall provide those productions to Plaintiff and JPM's Counsel. JPM's Counsel shall endeavor within 3 business days of receipt to make available on a HighQ site (or, at JPM's counsel's choice, via other electronic means) such productions to those on the Master Service List.

6. **Depositions.** Plaintiff shall meet and confer with the Steering Committee regarding the number, length, and scheduling of depositions sought or noticed by Plaintiff. The Steering Committee shall endeavor to coordinate the depositions sought or noticed by Defendants, and shall meet and confer with Plaintiff regarding the number, length, and scheduling of depositions. Plaintiff shall provide notice of all of its depositions to those on the Master Service List. Notwithstanding anything else in this Order, all Defendants reserve their rights to notice depositions consistent with the Federal Rules of Bankruptcy Procedure. All Defendants also reserve their rights to participate in any depositions noticed in this Action.

7. **Other Discovery.** Plaintiff and Defendants shall endeavor to coordinate, conduct, and negotiate such other discovery as necessary for the just and efficient litigation of this action, including the coordination and propounding of site inspections and other incidental discovery (collectively, "Other Discovery"). Notwithstanding anything else in this Order, all Defendants reserve their rights to take and participate in such Other Discovery consistent with the Federal Rules of Bankruptcy Procedure.

The provisions of this Order shall supersede any inconsistent provisions of the Court's Local Rules and prior orders and shall be binding on all parties and their counsel in this action.

This Order may not be modified except by agreement of the parties or further Order of this Court for good cause shown.

IT IS SO ORDERED.

Dated: April __, 2016
New York, New York

MARTIN GLENN
United States Bankruptcy
Judge

**EXHIBIT A TO
CASE MANAGEMENT ORDER**

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