



Pursuant to Rule 8006 of the Federal Rules of Bankruptcy Procedure, the Motors Liquidation Company GUC Trust (the “**GUC Trust**”), formed by the above-captioned debtors (collectively, the “**Debtors**”)<sup>1</sup> in connection with the Debtors’ Second Amended Joint Chapter 11 Plan, dated March 18, 2011 (as may be amended, supplemented, or modified from time to time, the “**Plan**”) submits the following counter-designation of additional items to be included in the record in connection with the appeal of John Morgenstein, Michael Jacob, and Alante Carpenter (“**Appellants**”) from the January 18, 2012 Decision and Order on Motion to Dismiss (Adv. ECF No. 42) (the “**Decision and Order**”) and the January 18, 2012 Judgment (the “**Judgment**”) (Adv. ECF No. 43) of the United States Bankruptcy Court for the Southern District of New York (the “**Bankruptcy Court**”) (Gerber, J.) granting the Amended Motion to Dismiss Plaintiffs’ Complaint for Revocation of Discharge and, in the Alternative, Motion to Strike Class Allegations (Adv. ECF No. 20) (the “**Motion to Dismiss**”) and dismissing the Complaint for Revocation of Discharge (the “**Complaint**”) (Adv. ECF No. 1).

### **STATEMENT OF ISSUE ON APPEAL**

Did the Bankruptcy Court err when it entered the Decision and Order and determined that it could not partially revoke the Plan?<sup>2</sup>

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<sup>1</sup> The Debtors are Motors Liquidation Company (f/k/a General Motors Corporation) (“**MLC**”), MLCS, LLC (f/k/a Saturn, LLC), MLCS Distribution Corporation (f/k/a Saturn Distribution Corporation), MLC of Harlem, Inc. (f/k/a Chevrolet-Saturn of Harlem, Inc.), Remediation and Liability Management Company, Inc. (“**REALM**”), and Environmental Corporate Remediation Company, Inc. (“**ENCORE**”). Motors Liquidation Company GUC Trust, rather than Motors Liquidation Company, files this Counter-Designation because Motors Liquidation Company has dissolved and the Motors Liquidation Company GUC Trust is the real party in interest.

<sup>2</sup> The GUC Trust provides this Statement of Issue on Appeal because Appellants’ Designation does not set forth with specificity one of the two reasons the Bankruptcy Court dismissed the Complaint—that Appellants’ request for “limited revocation” of the order confirming the Plan [Main Case ECF No. 9941] is not available under section 1144 of the Bankruptcy Code.

**COUNTER-DESIGNATION OF RECORD**<sup>3</sup>

<b>Designation Number</b>	<b>Date of Filing</b>	<b>Adversary ECF Number<sup>4</sup></b>	<b>Main Case ECF Number<sup>5</sup></b>	<b>Description<sup>6</sup></b>
1	6/1/2009	N/A	97	Notice of Commencement of Chapter 11 Cases and First Day Hearing
2	7/01/2009	N/A	2910	Certificate of Publication of Angela Ferrante of Notice of Commencement of Chapter 11 Cases and First Day Hearing
3	7/08/2009	N/A	3058	Certificate of Service of Laurie M. Thornton of (1) Order (I) Authorizing Sale of Assets Pursuant to Amended and Restated Master Sale and Purchase Agreement with NGMCO, Inc.; (II) Authorizing Assumption and Assignment of Certain Executory Contracts and Unexpired Leases; and (III) Granting Related Relief; and (2) Order Approving Amendment to DIP Credit Facility
4	9/02/2009	N/A	3940	Motion for Order Establishing the Deadline for Filing Proofs of Claim (including Claims under Section 503(b)(9) of the Bankruptcy Code)
5	9/11/2009	N/A	4020	Affidavit of Service of Barbara Kelley Keane of the Notice and Motion for

<sup>3</sup> Appellants' Designation (Adv. ECF No. 49) designates Plaintiffs' Opposition Brief Supplement in Compliance with Case Management Order #2 ("**Appellants' Brief Supplement**") (Adv. ECF No. 35). This Counter-Designation designates certain items attached to Appellants' Brief Supplement to avoid any confusion regarding such items because Appellants' Brief Supplement does not actually contain every exhibit listed by Appellants in their Designation.

<sup>4</sup> Numbers in this column designate ECF numbers in the above-referenced adversary proceeding (Adversary No. 11-09409), as applicable.

<sup>5</sup> Numbers in this column designate ECF numbers in the main chapter 11 proceeding (Case No. 09-50026 (REG)), as applicable.

<sup>6</sup> For items designated, the designation includes all documents referenced within the particular document number, including, without limitation, all exhibits, attachments, declarations, and affidavits related thereto. The GUC Trust reserves the right to amend this Counter-Designation of items to be included in the record on appeal.

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				Order Establishing the Deadline for Filing Proofs of Claim (including Claims under Section 503(b)(9) of the Bankruptcy Code)
6	10/13/2009	N/A	4227	Affidavit of Service of Laurie M. Thornton of Notice of Deadlines for Filing Proofs of Claim (including Claims under Section 503(b)(9) of the Bankruptcy Code)
7	10/14/2009	N/A	4238	Affidavit of Service of Order Establishing the Deadline for Filing Proofs of Claim (including Claims under Section 503(b)(9) of the Bankruptcy Code)
8	10/23/2009	N/A	4290	Certificate of Publication of the Notice of the Deadline for Filing Proofs of Claim (including Claims under Section 503(b)(9) of the Bankruptcy Code)
9	1/05/2010	N/A	4724	Certificate of Publication of Angela Ferrante of Notice of Deadlines for Filing Proofs of Claims (Including Claims under Section 503(b)(9) of the Bankruptcy Code)
10	8/31/2010	N/A	6830	Disclosure Statement for Debtors' Joint Chapter 11 Plan
11	9/03/2010	N/A	6852	Affidavit of Service of Loren Vine of (1) Debtors' Joint Chapter 11 Plan and (2) Disclosure Statement for Debtors' Joint Chapter 11 Plan
12	9/03/2010	N/A	6854	Debtors' Motion for an Order (I) Approving Notice of Disclosure Statement Hearing; (II) Approving Disclosure Statement; (III) Establishing a Record Date; (IV) Establishing Notice and Objection Procedures for Confirmation of the Plan; (V) Approving Solicitation Packages and Procedures for Distribution Thereof; (VI) Approving the Forms of Ballots

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				and Establishing Procedures for Voting on the Plan; and (VII) Approving the Form of Notices to Non-Voting Classes under the Plan
13	9/07/2010	N/A	6867	Affidavit of Service of Radha S. Rai of Notice of Hearing on Debtors' Motion for an Order (I) Approving Notice of Disclosure Statement Hearing; (II) Approving Disclosure Statement; (III) Establishing a Record Date; (IV) Establishing Notice and Objection Procedures for Confirmation of the Plan; (V) Approving Solicitation Packages and Procedures for Distribution Thereof; (VI) Approving the Forms of Ballots and Establishing Procedures for Voting on the Plan; and (VII) Approving the Form of Notices to Non-Voting Classes under the Plan
14	9/24/2010	N/A	7123	Affidavit of Service of Barbara Kelley Keane of the Notice of Hearing to Consider Approval of Debtors' Proposed Disclosure Statement with Respect to Debtors' Joint Chapter 11 Plan
15	10/05/2010	N/A	7239	Affidavit of Publication of Barbara Kelley Keane of the Notice of Hearing to Consider Approval of Debtors' Proposed Disclosure Statement with Respect to Debtors' Joint Chapter 11 Plan
16	12/07/2010	N/A	8014	Disclosure Statement for Debtors' Amended Joint Chapter 11 Plan
17	12/07/2010	N/A	8015	Debtors' Amended Joint Chapter 11 Plan
18	12/08/2010	N/A	8023	Disclosure Statement for Debtors' Amended Joint Chapter 11 Plan
19	12/08/2010	N/A	8024	Affidavit of Service of Kimberly Gargan of Disclosure Statement for Debtors'

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				Amended Joint Chapter 11 Plan and Debtors' Amended Joint Chapter 11 Plan
20	12/08/2010	N/A	8043	Order (I) Approving Notice of Disclosure Statement Hearing; (II) Approving Disclosure Statement; (III) Establishing a Record Date; (IV) Establishing Notice and Objection Procedures for Confirmation of the Plan; (V) Approving Notice Packages and Procedures for Distribution thereof; (VI) Approving the Forms of Ballots and Establishing Procedures for Voting on the Plan; and (VII) Approving the Forms of Notices to Non-Voting Classes Under the Plan, Dated December 8, 2010
21	12/10/2010	N/A	8053	Affidavit of Service of Kimberly Gargan of Disclosure Statement for Debtors' Amended Joint Chapter 11 Plan
22	1/14/2011	N/A	8607	Affidavit of Service of Patrick M. Leathem of the (1) Disclosure Statement for Debtors' Amended Joint Chapter 11 Plan Dated December 8, 2010, with all Exhibits, Including, Among Other Documents, the Debtors' Amended Joint Chapter 11 Plan, with All Exhibits Thereto; (2) Order (I) Approving Notice of Disclosure Statement Hearing; (II) Approving Disclosure Statement; (III) Establishing a Record Date; (IV) Establishing Notice and Objection Procedures for Confirmation of the Plan; (V) Approving Notice Packages and Procedures for Distribution Thereof; (VI) Approving the Forms of Ballots and Establishing Procedures for Voting on the Plan; and (VII) Approving the Forms of Notices to Non-Voting Classes under the Plan; (3) Notice of (I) Approval of Disclosure Statement; (II) Establishment of Record Date; (III)

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				Hearing on Confirmation of the Plan and Procedures for Objecting to Confirmation of the Plan; and (IV) Procedures and Deadline for Voting on the Plan; (4) Letter from Official Committee of Unsecured Creditors Dated December 10, 2010; (5) Notice of Deadline for Filing Administrative Proofs of Claim; (6) a Customized Ballot for Accepting or Rejecting Amended Joint Chapter 11 Plan of Motors Liquidation Company (f/k/a General Motors Corporation) and Its Affiliated Debtors for Class 3 (General Unsecured Claims), Together with a Postage Prepaid Return Envelope; (7) a Master Ballot for Accepting or Rejecting Amended Joint Chapter 11 Plan of Motors Liquidation Company (f/k/a General Motors Corporation) and Its Affiliated Debtors for Class 5 (Asbestos Personal Injury Claims), Together with a Return Envelope; (8) a Non-Customized Individual Ballot for Accepting or Rejecting Amended Joint Chapter 11 Plan of Motors Liquidation Company (f/k/a General Motors Corporation) and Its Affiliated Debtors for Class 5 (Asbestos Personal Injury Claims); (9) Notice of Non-Voting Status to Unimpaired Classes: Class 1 (Secured Claims), Class 2 (Priority Non-Tax Claims), and Class 4 (Property Environmental Claims); and (10) Notice of Non-Voting Status to Impaired Class: Class 6 (Equity Interests in MLC)
23	1/21/2011	N/A	8788	Affidavit of Publication of Debra Wolther of Notice of (I) Approval of Disclosure Statement; (II) Establishment of Record Date; (III) Hearing on Confirmation of the Plan and Procedures

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				for Objecting to Confirmation of the Plan; (IV) Procedures and Deadline for Voting on the Plan; and (V) Administrative Expense Claim Bar Date
24	2/16/2011	N/A	9277	Affidavit of Publication of Debra Wolther of Notice of (I) Approval of Disclosure Statement; (II) Establishment of Record Date; (III) Hearing on Confirmation of the Plan and Procedures for Objecting to Confirmation of the Plan; (IV) Procedures and Deadline for Voting on the Plan; and (V) Administrative Expense Claim Bar Date
25	3/4/2011	N/A	9791	Transcript Regarding Hearing Held on March 3, 2011 re: Confirmation Hearing
26	3/18/2011	N/A	9836	Debtors' Second Amended Joint Chapter 11 Plan
27	3/21/2011	N/A	9845	Affidavit of Service of Danielle Zahaba of Debtors' Second Amended Joint Chapter 11 Plan
28	3/29/2011	N/A	9941	Findings of Fact and Conclusions of Law and Order Pursuant to Sections 1129(A) and (B) of the Bankruptcy Code and Rule 3020 of the Federal Rules of Bankruptcy Procedure Confirming Debtors' Second Amended Joint Chapter 11 Plan
29	4/06/2011	N/A	10056	Notice of Occurrence of Effective Date of Debtors' Second Amended Joint Chapter 11 Plan
30	4/07/2011	N/A	10064	Affidavit of Service of Danielle Zahaba of Notice of Occurrence of Effective Date of Debtors' Second Amended Joint Chapter 11 Plan
31	5/03/2011	N/A	10151	Notice of (I) Entry of Order Confirming Debtors' Second Amended Joint Chapter 11 Plan and (II) Occurrence of Effective Date



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32	5/10/2011	N/A	10205	Affidavit of Service of Barbara Kelley Keane of the Notice of (I) Entry of Order Confirming Debtors' Second Amended Joint Chapter 11 Plan and (II) Occurrence of Effective Date
33	5/10/2011	N/A	10214	Affidavit of Publication of Barbara Kelley Keane of the Notice of (I) Entry of Order Confirming Debtors' Second Amended Joint Chapter 11 Plan and (II) Occurrence of Effective Date
34	10/28/2011	N/A	11090	GUC Trust Quarterly Report as of September 30, 2011
35	10/28/2011	5	N/A	Original Motion to Dismiss Plaintiffs' Complaint for Revocation of Discharge and, in the Alternative, Motion to Dismiss Class Allegations
36	12/30/2011	31	N/A	Memorandum Endorsed Order Signed on December 30, 2011
37	1/06/2012	37	N/A	Notice of Matters Scheduled for Hearing on January 10, 2012
38	1/09/2012	40	N/A	Order Granting GUC Trust's Motion to Exceed Page Limit in Connection with Reply Brief
39	6/1/2009 – 2/17/2009	N/A	N/A	Docket for <i>Motors Liquidation Company, et al. (f/k/a General Motors Corp. et al.)</i> , Ch. 11 Case No. 09-50026 (REG) for 6/1/2009 through 2/17/2009
40	9/26/2011 – 2/17/2009	N/A	N/A	Docket for <i>Morgenstein, et al. v. Motors Liquidation Co., et al.</i> , Adv. No. 11-09409 for 9/26/2011 through 2/17/2009

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