

WACHTELL, LIPTON, ROSEN & KATZ

MARTIN LIPTON
HERBERT M. WACHTELL
PAUL VIZCARRONDO, JR.
PETER C. HEIN
HAROLD S. NOVIKOFF
THEODORE N. MIRVIS
EDWARD D. HERLIHY
DANIEL A. NEFF
ANDREW R. BROWNSTEIN
MARC WOLINSKY
STEVEN A. ROSENBLUM
JOHN F. SAVARESE
SCOTT K. CHARLES
JODI J. SCHWARTZ
ADAM O. EMMERICH
GEORGE T. CONWAY III
RALPH M. LEVENE
RICHARD G. MASON
MICHAEL J. SEGAL
DAVID M. SILK
ROBIN PANOVA

DAVID A. KATZ
ILENE KNABLE GOTTS
JEFFREY M. WINTNER
TREVOR S. NORWITZ
BEN M. GERMANA
ANDREW J. NUSSBAUM
RACHELLE SILVERBERG
STEVEN A. COHEN
DEBORAH L. PAUL
DAVID C. KARP
RICHARD K. KIM
JOSHUA R. CAMMAKER
MARK GORDON
JOSEPH D. LARSON
LAWRENCE S. MAKOW
JEANNEMARIE O'BRIEN
WAYNE M. CARLIN
STEPHEN R. DIPRIMA
NICHOLAS G. DEMMO
IGOR KIRMAN
JONATHAN M. MOSES

51 WEST 52ND STREET
NEW YORK, N.Y. 10019-6150
TELEPHONE: (212) 403-1000
FACSIMILE: (212) 403-2000

GEORGE A. KATZ (1965-1989)
JAMES H. FOGELSON (1967-1991)
LEONARD M. ROSEN (1965-2014)

OF COUNSEL

WILLIAM T. ALLEN
MARTIN J.E. ARMS
MICHAEL H. BYOWITZ
PETER C. CANELLOS
DAVID M. EINHORN
KENNETH B. FORREST
THEODORE GEWERTZ
DAVID GRUENSTEIN
RICHARD D. KATCNER
MEYER G. KOPLOW
DOUGLAS K. MAYER
ROBERT B. MAZUR
MARSHALL L. MILLER
PHILIP MINDLIN
ROBERT M. MORGENTHAU
DAVID M. MURPHY

DAVID S. NEILL
BERNARD W. NUSSBAUM
LAWRENCE B. PEDOWITZ
ERIC S. ROBINSON
PATRICIA A. ROBINSON\*
ERIC M. ROTH
PAUL K. ROWE
DAVID A. SCHWARTZ
MICHAEL W. SCHWARTZ
STEPHANIE J. SELIGMAN
ELLIOTT V. STEIN
WARREN R. STERN
PATRICIA A. VLAHAKIS
ANTE VUCIC
AMY R. WOLF

T. EIKO STANGE
JOHN F. LYNCH
WILLIAM SAVITT
ERIC M. ROSOF
GREGORY E. OSTLING
DAVID B. ANDERS
ANDREA K. WAHLQUIST
ADAM J. SHAPIRO
NELSON O. FITTS
JOSHUA M. HOLMES
DAVID E. SHAPIRO
DAMIAN G. DIDDEN
IAN BOZCKO
MATTHEW M. GUEST
DAVID E. KAHAN
DAVID K. LAM
BENJAMIN M. ROTH
JOSHUA A. FELTMAN
ELAINE P. GOLIN
EMIL A. KLEINHAUS
KARESSA L. CAIN

RONALD C. CHEN
GORDON S. MOODIE
DONGJU SONG
BRADLEY R. WILSON
GRAHAM W. MELI
GREGORY E. PESSIN
CARRIE M. REILLY
MARK F. VEBLEN
VICTOR GOLDFELD
EDWARD J. LEE
BRANDON C. PRICE
KEVIN S. SCHWARTZ
MICHAEL S. BENN
SABASTIAN V. NILES
ALISON ZIESKE PREISS
TIJANA J. DVORNIC
JENNA E. LEVINE
RYAN A. McLEOD

\* ADMITTED IN THE DISTRICT OF COLUMBIA

COUNSEL

DAVID M. ADLERSTEIN
AMANDA K. ALLEXON
LOUIS J. BARASH
FRANCO CASTELLI
DIANNA CHEN
ANDREW J.H. CHEUNG
PAMELA EHRENKRANZ
UMUT ERGUN
KATHRYN GETTLES-ATWA
ADAM M. GOGOLAK

PAULA N. GORDON
NANCY B. GREENBAUM
MARK A. KOENIG
LAUREN M. KOFKE
J. AUSTIN LYONS
ALICIA C. McCARTHY
S. CHRISTOPHER SZCZERBAN
JEFFREY A. WATIKER
AUSTIN T. WITT

DIRECT DIAL: (212) 403-1226
DIRECT FAX: (212) 403-2226
E-MAIL: MWOLINSKY@WLRK.COM

March 23, 2017

BY CM/ECF AND E-MAIL

The Honorable Martin Glenn
United States Bankruptcy Court
Southern District of New York
One Bowling Green
New York, NY 10004-1408

Re: Motors Liquidation Company Avoidance Action Trust v. JPMorgan Chase Bank, N.A., et al., Case No. 09-00504 (MG) (Bankr. S.D.N.Y.)

Dear Judge Glenn:

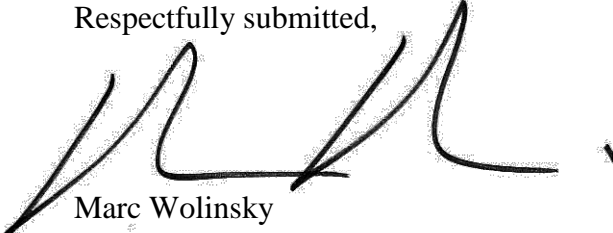
Per the Court's direction at the February 14, 2017 hearing, JPMorgan Chase Bank, N.A. and the other members of the Defendants' Steering Committee (collectively, the "Term Lenders") and the Motors Liquidation Company Avoidance Action Trust (the "Avoidance

The Honorable Martin Glenn  
March 23, 2017  
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Trust”) have reached agreement on the accompanying proposed protocol for the upcoming site visits scheduled for April 4 and 5, 2017. The proposed protocol has also been approved by counsel for General Motors Company LLC. Accordingly, the Term Lenders and the Avoidance Trust respectfully request that the Court approve and order the proposed protocol.

Pursuant to paragraph 5 of the proposed protocol, the Term Lenders and Avoidance Trust are also developing brief scripted statements to be read at the site of each of the Representative Assets at the sites that are being visited. The scripts will be submitted to the Court in advance of the site visits.

Respectfully submitted,



Marc Wolinsky

cc: Counsel of Record (by email)  
Ed Ripley, Esq. (by email)

Enclosure

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

**In re:**

**MOTORS LIQUIDATION COMPANY, *et al.*,**

**Debtors.**

**Chapter 11**

**Case No. 09-50026 (MG)**

**MOTORS LIQUIDATION COMPANY  
AVOIDANCE ACTION TRUST**

**Plaintiff,**

**v.**

**JPMORGAN CHASE BANK, N.A., *et al.***

**Defendants.**

**Adversary Proceeding**

**Case No. 09-00504 (MG)**

**(PROPOSED) PROTOCOL FOR GM SITE VISITS**

1. The Court will conduct site visits (the “Site Visits”) of the following General Motors Company LLC (“GM”) manufacturing facilities: (a) GM Warren Transmission; (b) the facilities at Lansing Delta Township (collectively, the “Locations”).

2. The Site Visits will take place on April 4 and April 5, 2017. The first visit will commence the afternoon of April 4 at GM Warren Transmission, and the second visit will commence the morning of April 5 at the facilities at Lansing Delta Township.

3. The Site Visits will be guided by one or more representatives of GM knowledgeable with respect to the Representative Assets that were or still are located at the Locations. The guides, who will have a non-speaking role during the Site Visits, will be selected by GM.

4. In the interests of safety and in order to minimize disruption of GM's operations, in addition to the personnel selected by GM, the number of participants in the Site Visits will be limited as follows: (a) the Court plus one Law Clerk or Courtroom Deputy as the Court directs (together, "Court Personnel"); (b) one lawyer representing plaintiff, one lawyer representing JPMorgan Chase Bank, N.A. ("JPMorgan") and one lawyer representing the Defendants' Steering Committee other than JPMorgan; and (c) one expert for each of plaintiff and the defendants (collectively, the "Site Visit Group"). A technician ("Technician") responsible for audio recording equipment will also be on site to address any issues with the audio recording, *see* ¶ 7, but will not join the Site Visit Group during the plant inspections.

5. During the Site Visits, the GM guides will direct the Site Visit Group to each of the Representative Assets that are still located in the Locations, as well as to the former location of each of the Representative Assets that were located in the Locations but have since been removed. Upon reaching each of the Representative Assets, counsel for one of the parties shall read an agreed upon brief statement describing the Asset.

6. An audio recording of the portions of the Site Visits consisting of the inspection of the Locations shall be made. A transcription of the audio recording shall be prepared at a later date by a certified court reporter at the joint expense of the parties.

7. The audio recording and transcript of the Site Visits, shall be treated as CONFIDENTIAL under the April 18, 2016 Amended Agreed Protective Order (ECF No. 489). Upon receipt, the parties will provide the audio recording and transcript to GM. Unless GM files a motion to seal some or all of the audio recording or transcript after one week from its receipt thereof, the transcript and audio recordings will cease to be CONFIDENTIAL and the parties will file the transcript of the Site Visits on the Court's electronic docket.

8. The parties shall each bear all costs for their respective participants. The travel costs of the Court Personnel shall be split evenly between Plaintiff and the Defendants' Steering Committee. All non-travel related costs associated with the Site Visits, including the costs associated with the Technician and transcription of the audio recording, shall be split evenly between Plaintiff and the Defendants' Steering Committee.

9. Participants in the GM Warren Transmission Site Visit will meet at Detroit Metropolitan Airport at noon on the first day of the Site Visit. The parties will arrange their participants' own transportation from Detroit Metropolitan Airport to the GM Warren Transmission plant. Court Personnel will travel in a separate car to that plant, to be jointly-arranged by the parties. The goal will be to commence the safety briefing at GM Warren Transmission no later than 1:30 p.m.

10. The participants in the facilities at Lansing Delta Township Site Visit will meet the next morning at the visitor center for the facilities at Lansing Delta Township at 7:30 a.m. for a safety briefing, with the visit to follow. The parties will arrange their own transportation to the facilities at Lansing Delta Township. Court Personnel will travel in a separate car, to be jointly-arranged by the parties.

11. The parties will arrange their own transportation from the facilities at Lansing Delta Township Site Visit to Detroit Metropolitan Airport. Court Personnel will travel in a separate car, to be jointly-arranged by the parties or the Court. The goal will be to conclude the site visit to the facilities at Lansing Delta Township at a time that will enable the participants to travel back to New York on a flight departing at 6:39 p.m. Further proposed travel details for the Site Visits are included as Addendum A.

12. Casual dress not suited to the courtroom is recommended for the Site Visits. For safety reasons, participants on the Site Visits will follow and abide by all dress requirements specified by GM in advance of the Site Visits.

13. Aside from Court Personnel, the members of the Site Visit Group shall, by March 29, 2017, execute a Facility Inspection Agreement, a Release and Waiver of Liability Agreement, and a Facility Inspection Confidentiality Agreement, in a form negotiated with GM. All members of the Site Visit Group shall comply with any safety rules communicated by GM personnel during the Site Visit.

SO ORDERED:

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**ADDENDUM A**  
**TRAVEL DETAILS**

1. The protocol calls for participants in the GM Warren Transmission Site Visit to arrive at Detroit Metropolitan Airport at noon on the first day of the Site Visit. The parties suggest that the participants in the GM Warren Transmission Site Visit take Delta Flight 955, departing LaGuardia Airport at 9:00 a.m. and arriving at Detroit Metropolitan Airport at 11:03 a.m. on the first day of the Site Visit.

2. The protocol calls for participants in the facilities at Lansing Delta Township Site Visit to arrive at the visitor center for the facilities at Lansing Delta Township at 7:30 a.m. The parties suggest that participants in the facilities at Lansing Delta Township Site Visit spend the night before at the East Lansing Marriott. The hotel, food and beverage costs of the Court Personnel shall be split evenly between Plaintiff and the Defendants' Steering Committee.

3. The protocol gives the goal of concluding the facilities at Lansing Delta Township Site Visit at a time that will enable the participants to travel back to New York on a flight departing at 6:39 p.m. The parties suggest that any participants in the facilities at Lansing Delta Township Site Visit who are traveling to New York book American flight 4642, departing Detroit Metropolitan Airport at 6:39 p.m. and arriving at LaGuardia Airport at 8:30 p.m.