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

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<b>In re</b>	: <b>Chapter 11 Case No.</b>
	: :
<b>MOTORS LIQUIDATION COMPANY, et al.,</b>	: <b>09-50026 (REG)</b>
<b>f/k/a General Motors Corp., et al.</b>	: :
	: :
<b>Debtors.</b>	: <b>(Jointly Administered)</b>
-----X	
	: :
<b>RADHA RAMANA MURTY NARUMANCHI,</b>	: :
	: :
<b>Plaintiff,</b>	: <b>Adversary No. 09-00501 (REG)</b>
	: :
<b>vs.</b>	: :
	: :
<b>GENERAL MOTORS CORPORATION,</b>	: :
<b>et al.,</b>	: :
	: :
<b>Defendants.</b>	: :
-----X	

**GM DEFENDANTS’ (i) STATEMENT OF ISSUE PRESENTED ON APPEAL,  
(ii) COUNTERDESIGNATION OF ADDITIONAL ITEMS TO BE INCLUDED  
IN THE RECORD ON APPEAL IN CONNECTION WITH THE APPEAL  
OF RADHA RAMANA MURTY NARUMANCHI; AND  
(iii) STATEMENT WITH RESPECT TO CONSOLIDATION**

Pursuant to Rule 8006 of the Federal Rules of Bankruptcy Procedure, Defendants General Motors Corp. (“**GM**”) (n/k/a Motors Liquidation Company), Frederick A. Henderson and Kent Kresa (collectively, the “**GM Defendants**”) submit the following statement of issue presented on appeal and counterdesignation of additional items to be included in the record in connection with the appeal of Plaintiff Radha Ramana Murty Narumanchi (“**Narumanchi**”) from the Order and Final Judgment Dismissing Adversary Complaint with Prejudice, of the United States Bankruptcy Court for the Southern District of New York (the “**Bankruptcy Court**”) (Robert E. Gerber, J.), entered on October 23, 2009 (the “**Order**”) [Adversary Docket No. 32].<sup>1</sup>

**I.**

**STATEMENT OF ISSUE ON APPEAL**

1. Has appellant Narumanchi established that the Bankruptcy Court: (a) erred as a matter of law in granting the GM Defendants’ motions to dismiss the adversary complaint (i) for failure to state a claim upon which relief can be granted, and (ii) insofar as such claims were derivative, rather than direct, for failure to make demand on the Board of Directors of GM or to plead with particularity facts excusing such demand under Delaware law (which Narumanchi conceded governs such claims); and (b) abused its discretion in denying leave to replead.

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<sup>1</sup> The GM Defendants reserve the right to amend this Counterdesignation of Additional Items to be Included in the Record on Appeal. 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.

**II.**

**COUNTERDESIGNATION OF RECORD**<sup>2</sup>

**Adv. Proc. No. 09-00501 (REG)**

<b>Designation Number</b>	<b>Date of Filing</b>	<b>Docket Number</b>	<b>Description</b>
1	06/16/2009	2	Summons with Notice of Pre-Trial Conference issued by Clerk's Office.
2	07/16/2009	5	Affidavit of Irwin H. Warren in Support of the GM Defendants' Motion to Dismiss the Complaint and Exhibits thereto.
3	07/27/2009	20	Notice of Dismissal/Permission to Withdraw as a Pro Se Plaintiff filed by Radha B.D. Narumanchi.
4	07/28/2009	19	Endorsed Order, signed on 7/28/2009, granting Letter Requesting Withdrawal of Plaintiff in this Adversary Proceeding.
5	10/14/2009	30	Notice of Appeal/Provisional Notice of Appeal filed by Radha R.M. Narumanchi.

**III.**

**CONSOLIDATION OF APPEALS**

It is premature (and improper) for Narumanchi, in his Statement of Issues and Designation of Documents [Adversary Docket No. 35], to request consolidation of the instant appeal of the Order with any other appeal pending before the District Court. The Bankruptcy

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<sup>2</sup> To the extent Narumanchi purports to designate documents and transcripts that were not part of the record on the motions to dismiss here on appeal (Adv. Proc. No. 09-00501 (REG)) -- and instead were part of the record in the lead case (Ch. 11 Case No. 09-50026 (REG)), in connection with his pending appeal from the order of the Bankruptcy Court approving the sale of substantially all of GM's assets pursuant to section 363 of the Bankruptcy Code, after discovery and a contested evidentiary hearing in which Narumanchi participated -- such designation would be inappropriate: the GM Defendants reserve their right to move to strike such designations.

Court does not have jurisdiction to consolidate appeals pending before the District Court. To the extent Narumanchi believes consolidation is appropriate, he should indicate in his Civil Cover Sheet that the appeal of the Order is related to another civil case now pending in the District Court. *See* S.D.N.Y. Civ. R. 1.6(a); S.D.N.Y. Div. of Bus. R. 15. The GM Defendants reserve their right to address whether consolidation of appeals (as opposed to assignment of each of these two distinct appeals to a single judge) is appropriate, after the instant appeal of the Order has been entered on the District Court docket.

Dated: New York, New York  
November 24, 2009

/s/ Irwin H. Warren

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