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

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

**RESPONSE OF MOTORS LIQUIDATION COMPANY GUC TRUST
TO OBJECTION OF RYAN HAWKINS, AS PERSONAL REPRESENTATIVE OF THE
ESTATE OF BARBARA HAWKINS, TO PROPOSED
ORDER GRANTING MOTORS LIQUIDATION
COMPANY GUC TRUST'S OBJECTION TO CLAIM
NOS. 39218, 39219, 39220, 39221, AND 39222 FOR FAILURE TO
COMPLY WITH AMENDED ORDER PURSUANT TO 11 U.S.C. § 105(A)
AND GENERAL ORDER M-390 AUTHORIZING IMPLEMENTATION OF
ALTERNATE DISPUTE PROCEDURES, INCLUDING MANDATORY MEDIATION**

TO THE HONORABLE ROBERT E. GERBER,
UNITED STATES BANKRUPTCY JUDGE:

The Motors Liquidation Company GUC Trust (the “**GUC Trust**”), formed by the
above-captioned debtors (collectively, the “**Debtors**”)¹ in connection with the Debtors’ Second

¹ 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., and Environmental Corporate Remediation Company, Inc.

Amended Joint Chapter 11 Plan, dated March 18, 2011 (as may be amended, supplemented, or modified from time to time), files this Response to the Objection of Ryan Hawkins, as Personal Representative of the Estate of Barbara Hawkins (ECF No. 10592) (the “**Order Objection**”), filed in connection with the Proposed Order Granting Motors Liquidation Company GUC Trust’s Objection to Claim Nos. 39218, 39219, 39220, 39221, and 39222 (the “**Claims**”) for Failure to Comply with Amended Order Pursuant to 11 U.S.C. § 105(A) and General Order M-390 Authorizing Implementation of Alternate Dispute Procedures, Including Mandatory Mediation (ECF No. 10522) (the “**Proposed Order**”), and respectfully represents:

Preliminary Statement

1. On May 10, 2011, the GUC Trust filed its Objection to Claim Nos. 39218, 39219, 39220, 39221, and 39222 for Failure to Comply with Amended Order Pursuant to 11 U.S.C. § 105(A) and General Order M-390 Authorizing Implementation of Alternate Dispute Procedures, Including Mandatory Mediation (ECF. No. 10215) (the “**Objection to Claims**”), and a hearing was set for June 22, 2011 at 9:45 a.m. (the “**Hearing**”). Responses to the Objection to Claims were due by June 15, 2011 at 4:00 p.m. No response to the Objection to Claims was received by this date, nor indeed was any response to the Objection to Claims received at all.

2. As sworn to in the affidavit of service dated May 10, 2011, of Courtney Spears, Senior Project Supervisor at The Garden City Group, Inc. (“**GCG**”) (ECF No. 10221), a copy of which is annexed hereto as **Exhibit “A”** (the “**Affidavit of Service**”), the Objection to Claims, together with a notice of hearing (the “**Hearing Notice**”), was served on Donald N. Watson, Esq. and Tanisha Gary, Esq. at The Law Firm of Gary, Williams, Finney, Lewis, Watson and Sperando, P.L., counsel of record (“**Claimant’s Counsel**”) for the claimant’s

personal representative (the “**Claimant**,” and together with Claimant’s Counsel, the “**Responding Parties**”).

3. Claimant’s Counsel was served with the Hearing Notice both by e-mail (Affidavit of Service at 17) and by first class mail (Affidavit of Service at 38) at the e-mail address and postal address specified in the Claims. Mr. Watson was personally served with the Hearing Notice by e-mail. Further, both Mr. Watson and Ms. Gary were addressees of the Hearing Notice sent by first class mail.

4. Following the Hearing, which proceeded unopposed and unattended by the Responding Parties, this Court sustained the Objection to Claims, disallowing and expunging the Claims in their entirety, and further ordered that counsel for the GUC Trust include the following language in the Proposed Order that was scheduled for presentment on July 19, 2011 at 12:00 noon:

ORDERED that Claimant’s counsel is to forthwith call Judge Gerber’s Chambers for an on the record conference call to personally explain both the failure to comply with the ADR Order and ADR Procedures and the failure to appear at the Hearing, how such failures assisted their clients, and to show cause as to why the Court should not send a letter to disciplinary authorities in the jurisdictions in which they practice law, reporting these circumstances and reporting how their clients were prejudiced by the failure to do what the ADR Order and ADR Procedures required;

5. On or about June 28, 2011, Joseph H. Smolinsky, Esq., counsel for the GUC Trust, attempted to personally contact both Mr. Watson and Ms. Gary as a courtesy to advise them of the Proposed Order and of the importance of their contacting Chambers at their earliest convenience. That same day, counsel for the GUC Trust served the Notice of Presentment of the Proposed Order (ECF No. 10522) (the “**Presentment Notice**”) by FedEx on both Mr. Watson and Ms. Gary, and received confirmation of delivery on June 29, 2011.

6. On or about June 29, 2011, Mr. Watson contacted Chambers as directed with Mr. Smolinsky on the line and a voicemail was left. The GUC Trust is unaware of any subsequent discussions with the Court.

7. On July 19, 2011, shortly before the presentment deadline for the Proposed Order, the Order Objection was filed by Claimant's Counsel, which opposed entry of the Proposed Order on the ground that neither Mr. Watson nor Ms. Gary, as Claimant's Counsel, "personally" received notice of the Hearing. The Order Objection further notes that the failure by the Responding Parties to comply with the ADR Order and ADR Procedures (each as defined in the Objection to Claims) in dealing with the Claims was due to a lack of cooperation from the Claimant with Claimant's Counsel, despite the Claimant being advised by Claimant's Counsel that a failure to attend mediations could result in sanctions and/or the disallowment or expungement of the Claims. Claimant's Counsel notes in the Order Objection that there are irreconcilable differences between the Responding Parties and concludes by requesting a reinstatement of the Claims and a ninety-day grace period to allow the Claimant to obtain new counsel.

8. After reviewing the Order Objection, the GUC Trust respectfully reiterates the GUC Trust's position in the Objection to Claims and submits that the Responding Parties have failed to show cause as to why the Order Objection should be sustained. As a result, the Proposed Order should be entered and the Claims should be disallowed and expunged.

Claimant's Counsel Received Notice of the Hearing

9. Claimant's Counsel asserts in the Order Objection that neither Mr. Watson nor Ms. Gary "personally" received notice of the Hearing. (Order Objection at 1). As described above and in the Affidavit of Service, Mr. Watson personally received the Hearing Notice on or

about May 10, 2011 by e-mail and by first class mail, and Ms. Gary received the Hearing Notice on or about May 10, 2011 by first class mail. Claimant's Counsel did therefore receive the Hearing Notice. Even if the notice was received by the firm and not delivered to Mr. Watson or Ms. Gary, service was properly effectuated.

The Responding Parties Have Failed to Show Cause to Reinstate the Claims

10. The Objection to Claims sets out in extensive detail the lengths to which the Debtors and the GUC Trust have gone to since August 3, 2010 in their attempts to engage with the Responding Parties in order to settle the Claims. The Objection to Claims further describes how the Responding Parties have failed to participate in mandatory mediations as required by the ADR Order and ADR Procedures and unilaterally cancelled two previously scheduled mediations at the last moment, causing the Debtors' estates to incur unnecessary fees relating to the cancellation of travel plans and attorneys' and mediator fees in preparation for the mediations and in multiple attempts to enforce the ADR Procedures.

11. The GUC Trust estimates that it has spent over 60 hours of professional time and incurred fees, including mediator fees, in excess of \$50,000 in connection with the failed mediations. Expending this amount of time, and this amount of money, with no actual mediation conducted, is extraordinary in the context of the Debtors' and the GUC Trust's claims resolution process and interferes with the orderly resolution of claims generally in these chapter 11 cases.

12. The failure by the Responding Parties to respond to the Objection to Claims, and their failure to attend the Hearing is wholly consistent with the Debtors' and the GUC Trust's previous dealings with the Responding Parties. Indeed, it should be noted that a

response from Claimant's Counsel was only initiated following this Court's intervention and courtesy telephone calls to Claimant's Counsel from attorneys for the GUC Trust.

13. Claimant's Counsel contends that its failure to comply with the ADR Order and the ADR Procedures is due to a lack of cooperation on the part of the Claimant. Be that as it may, this Court, the GUC Trust, the GUC Trust's resources, and other creditors in these chapter 11 cases should not be made to suffer the whims of a Claimant who has been given ample opportunity to prosecute its Claims. Allowing claimants to flagrantly violate the ADR Order and the ADR Procedures undermines the very goals they seek to accomplish and increases the already heavy burden on this Court and on the GUC Trust.

14. Claimant's Counsel requests that the Claims be reinstated so as to allow the Claimant more time to obtain new counsel. The Claimant has had ample opportunity to instruct new counsel, if it so desired, with respect to the Claims. Indeed, *at any point in the process*, the Claimant, or Claimant's Counsel, could have contacted the Debtors, the GUC Trust, or this Court, to advise of the need for new counsel, and a hiatus would have been scheduled into the process to allow for such an event. Instead, the Responding Parties have waited until the Claims have been disallowed and expunged, following notice and a hearing, to propose such a course of action. There is no indication that, even if the Claimant instructed new counsel, its behavior with respect to the mediation process would change or improve. Indeed, Claimant's Counsel conceded that it is not counsel but the Claimant itself that is instigating the flagrant breaches of the ADR Order and the ADR Procedures. (Order Objection at 2). Supplementing Claimant's Counsel for new counsel will only add insult to injury, increasing the amount of time and money that the Debtors and the GUC Trust have already spent attempting to resolve these Claims, with no guarantee that the Claimant will alter its behavior towards the ADR Procedures,

this Court, and the GUC Trust. The GUC Trust therefore opposes reinstating the Claims and granting the Claimant a 90-day grace period to obtain new counsel.

WHEREFORE, for the reasons set forth above, in the Objection and at the Hearing, the GUC Trust respectfully requests that the Court overrule the Order Objection and enter the Proposed Order, and grant such other and further relief as is just.

Dated: New York, New York
July 20, 2011

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Exhibit A
Affidavit of Service

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

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

AFFIDAVIT OF SERVICE

STATE OF WASHINGTON)
) ss
COUNTY OF KING)

I, Courtney Spears, being duly sworn, depose and state:

1. I am a Senior Project Supervisor with The Garden City Group, Inc., the claims and noticing agent for the debtors and debtors-in-possession (“the Debtors”) in the above-captioned proceeding. Our business address is 815 Western Avenue, Suite 200, Seattle, Washington 98104.

2. On May 10, 2011, at the direction of Weil, Gotshal & Manges LLP, counsel for the Debtors, Post-Effective Date Debtors, and Motors Liquidation Company GUC Trust, I caused a true and correct copy of the following document to be served by e-mail on the parties identified on Exhibit A annexed hereto (master service list parties, notice of appearance parties, and an affected party), by first class mail on the parties identified on Exhibit B annexed hereto (20 largest creditors of Remediation and Liability Management Company, Inc., 20 largest creditors of Environmental Corporate Remediation Company, Inc., a notice of appearance party whose e-mail and facsimile addresses failed, and an affected party), and by facsimile on the parties identified on Exhibit C annexed hereto (notice of appearance parties whose e-mail address failed and the Office of the United States Trustee):

- Notice of Hearing and Motors Liquidation Company GUC Trust's Objection to Claim Nos. 39218, 39219, 39220, 39221, and 39222 for Failure to Comply with Amended Order Pursuant to 11 U.S.C. § 105(A) and General Order M-390 Authorizing Implementation of Alternate Dispute Procedures, Including Mandatory Mediation [Docket No. 10215].

Dated: May 11, 2011
Seattle, Washington

/s/ Courtney Spears
Courtney Spears

Sworn to before me this 11th day of May, 2011

/s/ Brook Lyn Bower
Brook Lyn Bower
Notary Public, State of Washington
License No. 99205
Residing in Seattle
Commission Expires: July 26, 2012

EXHIBIT A

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