

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

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In re:	:	Chapter 11
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MOTORS LIQUIDATION COMPANY, <i>et al.</i> ,	:	Case No. 09-50026 (REG)
f/k/a General Motors Corp., <i>et al.</i> ,	:	
	:	(Jointly Administered)
Debtors.	:	
	:	
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**STIPULATION AND AGREED SCHEDULING ORDER REGARDING
THE CONTESTED MATTER OF THE MOTORS LIQUIDATION COMPANY
GUC TRUST’S FIRST AMENDED OBJECTION TO CLAIMS FILED BY
GREEN HUNT WEDLAKE, INC. AND NOTEHOLDERS OF GENERAL MOTORS
NOVA SCOTIA FINANCE COMPANY AND MOTION FOR OTHER RELIEF
[DOCKET NO. 7859] AND ADVERSARY PROCEEDING NO. 12-09802**

Elliott Management Corporation (and its managed entities), Fortress Investment Group LLC (and its managed entities), and Morgan Stanley & Co. International, plc (each a “**Noteholder**” and collectively the “**Noteholders**”), Motors Liquidation Company GUC Trust (the “**GUC Trust**”), General Motors LLC (f/k/a General Motors Company) (on behalf of itself and its affiliate, General Motors of Canada Limited (individually and collectively, “**New GM**”), and Green Hunt Wedlake, Inc., in its capacity as trustee for General Motors Nova Scotia Finance Company (the “**Nova Scotia Trustee**” and collectively with the Noteholders, the GUC Trust and New GM, the “**Parties**”) respectfully submit this Stipulation and Agreed Scheduling Order with respect to the GUC Trust’s First Amended Objection to Claims Filed by the Nova Scotia Trustee and the Noteholders [Docket No. 7859] (“**Objection**”) and the Adversary Proceeding No. 12-09802 (“**Adversary Proceeding**”):

1. As the Parties advised the Court during the Status Hearing held on February 28, 2012, the Parties have agreed on the following schedule relating to the Objection and the Adversary Proceeding:

Event	Agreed Date
All Parties to Identify Non-Rebuttal Experts, including name and subject matter upon which the expert will opine	April 20, 2012
Close of Fact Discovery	April 30, 2012
All Parties to identify all trial witnesses ¹	May 7, 2012
Status Conference	May 15, 2012
Exchange of Expert Reports by all Parties	May 21, 2012
Close of Expert Discovery	June 8, 2012
Evidentiary Hearing on Objection and Adversary Proceeding	Beginning week of August 6, 2012

2. The Parties have agreed that the GUC Trust will be allowed to take up to 16 fact depositions before the close of fact discovery on April 30, 2012.

3. At the Status Conference to be held on May 15, 2012 at 9:45 a.m., the Parties expect to address with the Court procedural matters to comply with the provisions of Paragraphs 5-10 and 14-17 of Case Management Order #2 [Dkt. No. 9427], including any requests to modify those procedures as permitted by Paragraph 10.

4. The Parties reserve all of their rights with respect to filing or seeking to file any dispositive motions, any other appropriate motions and any and all defenses.

5. This Stipulation is subject to approval by the Court. In the event the Court declines to approve this Stipulation, it shall be null and void, with no effect.

¹ If a witness is identified that was not deposed during the fact discovery period, the Parties shall have the right to schedule the deposition of such witness prior to the hearing, including the issuance of a subpoena to compel the attendance of such witness at the deposition.

6. This Stipulation may be executed in counterparts, any of which may be transmitted by facsimile, and each of which shall be deemed an original.

7. The Parties each reserve the right to seek a continuance of any deadlines or dates set forth herein, including the ability to name additional trial witnesses, provided that the Parties shall have the right to depose such witnesses prior to the hearing, including the issuance of a subpoena to compel the attendance of such witnesses at the deposition.

[signature page to follow]

SO AGREED TO BY AND AMONG THE FOLLOWING:

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DATED: 3/13/2012

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DATED: 3/12/2012

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DATED: 3/15/2012

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*Attorneys for General Motors LLC, on behalf of itself
and its affiliate General Motors of Canada Limited*

DATED: 3/13/2012

IT IS SO ORDERED.

Dated: March 16, 2012
New York, New York

s/ Robert E. Gerber
United States Bankruptcy Judge