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Attorneys for Elliott Management Corporation, Fortress Investment Group LLC and Morgan Stanley & Co. International plc

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

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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
MOTORS LIQUIDATION COMPANY GUC TRUST,	:	
	:	
Plaintiff,	:	Adversary Proceeding
v.	:	
	:	Case No.: 12-09802
	:	
APPALOOSA INVESTMENT LIMITED	:	
PARTNERSHIP I; PALOMINO FUND LTD;	:	
THOROUGHbred FUND LP;	:	
THOROUGHbred MASTER LTD; THE	:	
LIVERPOOL LIMITED PARTNERSHIP;	:	
ELLIOTT INTERNATIONAL LP;	:	
DRAWBRIDGE DSO SECURITIES LLC;	:	
DRAWBRIDGE OSO SECURITIES LLC; FCOF	:	
UB SECURITIES LLC; AURELIUS	:	
INVESTMENT LLC; CITIGROUP GLOBAL	:	
MARKETS INC.; LMA SPC FOR AND ON	:	

BEHALF OF THE MAP 84 SEGREGATED; :
KNIGHTHEAD MASTER FUND, L.P.; KIVU :
INVESTMENT FUND LIMITED; CQS :
DIRECTIONAL OPPORTUNITIES MASTER :
FUND LIMITED; MORGAN STANLEY & CO. :
INTERNATIONAL PLC; SG AURORA :
MASTER FUND L.P.; THE CANYON VALUE :
REALIZATION FUND (CAYMAN), LTD; :
ANCHORAGE CAPITAL MASTER OFFSHORE :
LTD; ONEX DEBT OPPORTUNITY FUND, :
LTD; REDWOOD MASTER FUND LTD; :
COLLINS STEWART (CI) LTD; SPH INVEST :
SA; CONSILIUM TREUHAND AG & BEATA :
DOMUS ANSTALT; MARIA-DOROTHEA :
LAMINET; CREDIT SUISSE AG; CHEVIOT :
ASSET MANAGEMENT; ING. HUGO :
WAGNER; ALLIANZ BANK FINANCIAL :
ADVISORS SPA; RUI MANUEL ANTUNES :
GONCALVES ROSA; UBS AG, ZURICH :
(SWITZERLAND); ALY AZIZ; JOHANNA :
SCHOEFFEL; SIRDAR ALY AZIZ; CS S, LLC; :
JOSEF SCHMIDSEDER; HERMANN :
DETTMAR AND HELENE DETTMAR; CLAUS :
PEDERSEN; HFR RVA ADVENT GLOBAL :
OPPORTUNITY MASTER TRUST; THE :
ADVENT GLOBAL OPPORTUNITY MASTER :
FUND; BANCA DELLE MARCHE SPA; ORE :
HILL CREDIT HUB FUND LTD; BHALODIA :
RV/RM/PATEL RG; BARCLAYS BANK PLC; :
JPMORGAN SECURITIES LIMITED; INTESA :
SANPAOLO SPA; INTESA SANPAOLO :
PRIVATE BANKING SPA; CREDITO :
EMILIANO SPA; UNICREDIT BANCA DI :
ROMA SPA; HUTCHIN HILL CAPITAL C1, :
LTD.; DEUTSCHE BANK SPA; BANCA :
POPOLARE DI VICENZA SCPA; CASSA :
CENTRALE BANCA-CREDITO :
COOPERATIVO DEL NORD EST SPA; BANCA :
DI CREDITO COOPERATIVO DI ROMA :
SOCIETA COOPERATIVA; BANK OF :
VALLETTA PLC; BANCA DI CREDITO :
COOPERATIVO ABRUZZESECAPPELLE SUL :
TAVO-SOCIETA COOPERTIVA; UBS AG; :
PERA UGO; GARIBALDI ROSANNA; CANYON :
VALUE REALIZATION FUND LP; :
LYXOR/CANYON VALUE REALIZATION :

FUND LIMITED; CANYON-GRF MASTER :
FUND LP; PROSPECT MOUNTAIN FUND :
LIMITED; RED RIVER BUSINESS INC.; :
GREEN HUNT WEDLAKE, INC., as trustee for :
General Motors Nova Scotia Finance Company; :
JOHN DOE NOS. 1-100; and JOHN DOE, INC. :
NOS. 1-100, :
Defendants. :
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**MOTION FOR ADMISSION OF
JOSEPH P. DAVIS III PRO HAC VICE**

I, Gary D. Ticoll (“**Movant**”), a member in good standing of the Bar of the State of New York and this Court and a shareholder of the law firm of Greenberg Traurig, LLP (“**Greenberg Traurig**”), hereby respectfully submit the following motion (“**Motion**”) for the entry of an order permitting Joseph P. Davis III, a shareholder of Greenberg Traurig, practicing in Greenberg Traurig’s Boston, Massachusetts office, to practice *pro hac vice*, before this Court to represent Elliott Management Corporation, Fortress Investment Group LLC and Morgan Stanley & Co. International plc (each a “**Noteholder**” and collectively the “**Noteholders**”), pursuant to Local Bankruptcy Rule 2090-1(b), in the above-captioned cases. In support thereof, Movant respectively represents as follows:

1. Mr. Davis is licensed to practice law and is admitted, practicing and in good standing as a member of the Bar in the Commonwealth of Massachusetts (1987), the Bar of the United States District Court for the District of Massachusetts (1988), the Bar of the United States District Court for the Eastern District of Michigan (2004), the Bar of the United States Court of Appeals for the First Circuit (1991), the Bar of the United States Court of Appeals for the Ninth Circuit (1994), the Bar of the United States Court of Appeals for the Third Circuit (2011), and the Bar for the United States Supreme Court (1992). There are no disciplinary proceedings

pending against Mr. Davis. Mr. Davis's address is Greenberg Traurig, LLP, One International Place, Boston, MA 02110. Mr. Davis's email address is davisjo@gtlaw.com and his telephone number is (617) 310-6204.

2. Movant requests that this Court grant this Motion so that Mr. Davis may file pleadings and appear and be heard at hearings in these cases.

3. Notice of the Motion has been given to the United States Trustee.

4. Upon approval of this Motion, the \$200.00 fee shall be paid for Mr. Davis.

WHEREFORE, Movant respectfully requests that the Court enter an Order, substantially in the form annexed hereto, permitting Joseph P. Davis III to appear *pro hac vice* as counsel for the Noteholders in the above-captioned cases and granting such further relief as is proper.

Dated: July 31, 2012
New York, New York

GREENBERG TRAURIG, LLP

By: /s/ Gary D. Ticoll

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*Attorneys for Elliott Management Corporation,
Fortress Investment Group LLC and Morgan
Stanley & Co. International plc*

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

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

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MOTORS LIQUIDATION COMPANY GUC TRUST,	:	
	:	
Plaintiff,	:	Adversary Proceeding
v.	:	
	:	Case No.: 12-09802

**APPALOOSA INVESTMENT LIMITED
PARTNERSHIP I; PALOMINO FUND LTD;
THOROUGHbred FUND LP;
THOROUGHbred MASTER LTD; THE
LIVERPOOL LIMITED PARTNERSHIP;
ELLIOTT INTERNATIONAL LP;
DRAWBRIDGE DSO SECURITIES LLC;
DRAWBRIDGE OSO SECURITIES LLC; FCOF
UB SECURITIES LLC; AURELIUS
INVESTMENT LLC; CITIGROUP GLOBAL
MARKETS INC.; LMA SPC FOR AND ON
BEHALF OF THE MAP 84 SEGREGATED;
KNIGHTHEAD MASTER FUND, L.P.; KIVU
INVESTMENT FUND LIMITED; CQS
DIRECTIONAL OPPORTUNITIES MASTER
FUND LIMITED; MORGAN STANLEY & CO.
INTERNATIONAL PLC; SG AURORA
MASTER FUND L.P.; THE CANYON VALUE
REALIZATION FUND (CAYMAN), LTD;
ANCHORAGE CAPITAL MASTER OFFSHORE
LTD; ONEX DEBT OPPORTUNITY FUND,
LTD; REDWOOD MASTER FUND LTD;
COLLINS STEWART (CI) LTD; SPH INVEST
SA; CONSILIUM TREUHAND AG & BEATA
DOMUS ANSTALT; MARIA-DOROTHEA
LAMINET; CREDIT SUISSE AG; CHEVIOT
ASSET MANAGEMENT; ING. HUGO
WAGNER; ALLIANZ BANK FINANCIAL
ADVISORS SPA; RUI MANUEL ANTUNES
GONCALVES ROSA; UBS AG, ZURICH**

(SWITZERLAND); ALY AZIZ; JOHANNA :
 SCHOEFFEL; SIRDAR ALY AZIZ; CS S, LLC; :
 JOSEF SCHMIDSEDER; HERMANN :
 DETTMAR AND HELENE DETTMAR; CLAUS :
 PEDERSEN; HFR RVA ADVENT GLOBAL :
 OPPORTUNITY MASTER TRUST; THE :
 ADVENT GLOBAL OPPORTUNITY MASTER :
 FUND; BANCA DELLE MARCHE SPA; ORE :
 HILL CREDIT HUB FUND LTD; BHALODIA :
 RV/RM/PATEL RG; BARCLAYS BANK PLC; :
 JPMORGAN SECURITIES LIMITED; INTESA :
 SANPAOLO SPA; INTESA SANPAOLO :
 PRIVATE BANKING SPA; CREDITO :
 EMILIANO SPA; UNICREDIT BANCA DI :
 ROMA SPA; HUTCHIN HILL CAPITAL C1, :
 LTD.; DEUTSCHE BANK SPA; BANCA :
 POPOLARE DI VICENZA SCPA; CASSA :
 CENTRALE BANCA-CREDITO :
 COOPERATIVO DEL NORD EST SPA; BANCA :
 DI CREDITO COOPERATIVO DI ROMA :
 SOCIETA COOPERATIVA; BANK OF :
 VALLETTA PLC; BANCA DI CREDITO :
 COOPERATIVO ABRUZZESECAPPELLE SUL :
 TAVO-SOCIETA COOPERTIVA; UBS AG; :
 PERA UGO; GARIBALDI ROSANNA; :
 CANYON VALUE REALIZATION FUND LP; :
 LYXOR/CANYON VALUE REALIZATION :
 FUND LIMITED; CANYON-GRF MASTER :
 FUND LP; PROSPECT MOUNTAIN FUND :
 LIMITED; RED RIVER BUSINESS INC.; :
 GREEN HUNT WEDLAKE, INC., as trustee for :
 General Motors Nova Scotia Finance Company; :
 JOHN DOE NOS. 1-100; and JOHN DOE, INC. :
 NOS. 1-100, :
 :
 Defendants. :

----- X
ORDER ADMITTING
JOSEPH P. DAVIS III PRO HAC VICE

Upon the motion (the “**Motion**”) of Gary D. Ticoll, a shareholder of Greenberg Traurig, LLP, counsel to Elliott Management Corporation, Fortress Investment Group LLC and Morgan Stanley & Co. International plc (each a “**Noteholder**” and collectively the “**Noteholders**”), for

the admission *pro hac vice* of Joseph P. Davis III, counsel of the law firm of Greenberg Traurig, LLP, in connection with the above-referenced cases and all proceedings with respect to such cases; and it appearing that appropriate notice of the Motion has been given; and after due deliberation and sufficient cause appearing therefore, it is hereby

ORDERED that, pursuant to Local Bankruptcy Rule 2090-1, the Motion for admission *pro hac vice* of Joseph P. Davis III is granted, and that Joseph P. Davis III is admitted to the bar of the United States Bankruptcy Court for the Southern District of New York for the limited purpose of representing the Noteholders in these cases and in any proceedings therein, subject to the payment of the filing fee with the Clerk of the Court.

Dated: New York, New York
_____, 2012

UNITED STATES BANKRUPTCY JUDGE

CERTIFICATE OF SERVICE

1. I hereby certify that on July 31, 2012, the *Motion For Admission Of Joseph P. Davis III Pro Hac Vice* was filed and served electronically on all parties receiving notice via the Court's ECF System and upon each of the persons and entities listed on the attached Exhibit A by causing copies of the same to be delivered via e-mail or facsimile as indicated.

/s/ Paul T. Martin

Paul T. Martin

EXHIBIT A

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The Office of the United States Trustee
33 Whitehall Street, 21st Floor
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Attn: Tracy Hope Davis, Esq.; Andrea B. Schwartz;
Andrew D. Velez-Rivera; Brian Shoichi Masumoto
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