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November 17, 2017

**VIA ECF FILING**

The Honorable Martin Glenn  
United States Bankruptcy Judge  
United States Bankruptcy Court  
Southern District of New York  
Alexander Hamilton Custom House  
One Bowling Green  
New York, New York 10004

**RE: In re Motors Liquidation Company, et al., Case No. 09-50026 (MG)**

Dear Judge Glenn:

The undersigned Plaintiffs' counsel respond to the GUC Trust's *Letter Brief re: Trial Witness Disqualification*, dated Nov. 16, 2017 [ECF No. 14160] (the "DQ Letter") as follows:

As a matter of law, the GUC Trust's request in the DQ Letter to disqualify any attorney who may be a witness at the upcoming *bench* trial is dubious. See H.H.B.K. 45th Street Corp. v. Stern, 551 N.Y.S.2d 517, 518 (N.Y. App. Div. 1990) (denying disqualification motion in bench trial because, *inter alia*, the court is able to "accord[ ] proper weight to an attorney's testimony"); Salomone v. Abramson, 5 N.Y.S.3d 838, 850 (N.Y. Sup. Ct. 2015) (explaining that while it is problematic for "an attorney to advocate his own credibility before a jury," this concern does not exist in a bench trial); In re Oxbow Carbon LLC Unitholder Litig., No. CV 12447-VCL, 2017 WL 3207155, at \*7 (Del. Ch. July 28, 2017) (explaining that in a bench trial, the attorney's "testimony will not undermine the fairness of the proceedings" because the judge "understand[s] the difference between [the attorney's] role as a fact witness and his competing role as counsel").

Moreover, it contradicts the GUC Trust's and New GM's agreement "not [to] move to disqualify any law firm on the basis of the Rule 3.7 of the Model Rules of Professional Conduct, the witness advocate rule." See Pre-Trial Stipulation and Scheduling Order, dated Oct. 11, 2017 [ECF No. 14130] at ¶ 7.

Despite the clarity of the Pre-Trial Stipulation and Scheduling Order; the Court's encouragement that the parties be constructive on this issue; and a meet and confer on November 16, 2017, the GUC Trust continues to press disqualification.

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Accordingly, to avoid the appearance of any improprieties, the Plaintiffs are willing to limit the role of attorney-witnesses, if the Court has any concerns, and as it deems appropriate.

Respectfully submitted,

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cc: Counsel of Record via CM/ECF