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Mitchell A. Karlan
David M. Feldman
James L. Hallowell

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

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

**NOTICE OF MOTION OF GIBSON, DUNN & CRUTCHER LLP
TO WITHDRAW AS COUNSEL OF RECORD FOR THE GUC TRUST AND
WILMINGTON TRUST COMPANY AS GUC TRUST ADMINISTRATOR**

WHEREAS, Gibson, Dunn & Crutcher LLP (“**Gibson Dunn**”) is currently counsel of record for the Motors Liquidation Company GUC Trust (the “**GUC Trust**”) and Wilmington Trust Company in its capacity as trust administrator and trustee of the GUC Trust (in such capacity, the “**GUC Trust Administrator**”);

WHEREAS, Wilmington Trust Company has informed Gibson Dunn that it has retained Drinker Biddle & Reath LLP (“**DBR**”) as new counsel of record for the GUC Trust and the GUC Trust Administrator;

WHEREAS, on February 7, 2018 DBR filed a notice of appearance in the above-captioned matter as counsel of record for the GUC Trust and the GUC Trust Administrator [ECF No. 14218]; and

WHEREAS, as a result of the foregoing, Gibson Dunn seeks to withdraw as counsel for the GUC Trust and the GUC Trust Administrator in connection with the above-captioned matter.

NOW THEREFORE, PLEASE TAKE NOTICE THAT, pursuant to Rule 2090-1(e) of the Local Bankruptcy Rules for the Southern District of New York, and upon the accompanying Affirmation of Mitchell A. Karlan and all other papers and proceedings herein, the undersigned firm of Gibson, Dunn & Crutcher LLP hereby moves this Court, before the Honorable Martin Glenn, United States Bankruptcy Judge for the Southern District of New York, on a date and time to be set by the Court, for an order, substantially as set forth in Exhibit A hereto, granting its Motion to Withdraw as counsel for the GUC Trust and Wilmington Trust Company as GUC Trust Administrator.

Dated: New York, New York
February 12, 2018

GIBSON, DUNN & CRUTCHER LLP

By: /s/ Mitchell A. Karlan
Mitchell A. Karlan
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	: (Jointly Administered)
Debtors.	:
	:
-----X	

I, Mitchell A. Karlan, respectfully submit this Affirmation pursuant to Rule 2090-1(e) of the Local Rules of Bankruptcy Procedure for the Southern District of New York, in support of the motion of Gibson, Dunn & Crutcher LLP ("**Gibson Dunn**") to withdraw as counsel of record for the Motors Liquidation Company GUC Trust (the "**GUC Trust**") and Wilmington Trust Company as trust administrator and trustee of the GUC Trust (in such capacity, the "**GUC Trust Administrator**"). The reasons for the withdrawal are as follows:

1. Wilmington Trust Company has retained Drinker Biddle & Reath LLP ("**DBR**") to act as counsel to the GUC Trust and the GUC Trust Administrator in connection with the above-captioned cases.
2. DBR has filed a notice of appearance on behalf of the GUC Trust and the GUC Trust Administrator [ECF No. 14218].
3. Gibson Dunn has endeavored to ensure that DBR is positioned to efficiently proceed without Gibson Dunn's continued participation.

I declare under penalty of perjury that the foregoing is true and correct.

Dated: February 12, 2018
New York, New York



EXHIBIT A

[Proposed Order]

**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 (MG)
f/k/a General Motors Corp., et al.	: :
	: (Jointly Administered)
Debtors.	: :
	: :
-----X	

**ORDER PURSUANT TO LOCAL BANKRUPTCY RULE 2090-1(e) AUTHORIZING
THE WITHDRAWAL OF GIBSON, DUNN & CRUTCHER AS COUNSEL OF
RECORD FOR THE GUC TRUST AND THE GUC TRUST ADMINISTRATOR**

Upon the motion, dated February 12, 2018 (the “**Motion**”)¹ of Gibson, Dunn & Crutcher LLP (“**Gibson Dunn**”) seeking authority pursuant to Rule 2090-1(e) of the Local Bankruptcy Rules for the Southern District of New York (the “**Local Rules**”) to withdraw as counsel of record for the Motors Liquidation Company GUC Trust (the “**GUC Trust**”) and Wilmington Trust Company as trust administrator and trustee (in such capacity, the “**GUC Trust Administrator**”) of the GUC Trust; and any objections to the Motion having been settled, resolved, withdrawn or overruled; and it further appearing that proper and adequate notice of the Motion has been given and that no other or further notice is necessary; and after due deliberation thereon, and good and sufficient cause appearing therefor:

IT IS HEREBY:

ORDERED, that the relief requested in the Motion is granted to the extent provided herein; and it is further

ORDERED, that, pursuant to Rule 2090-1(e) of the Local Rules, Gibson Dunn is hereby authorized to withdraw as counsel of record for the GUC Trust and the GUC Trust

¹ Capitalized terms not defined herein shall have the meanings ascribed to them in the Motion.

Administrator in connection with the above-captioned cases, and is hereby replaced in such capacity by DBR; and it is further

ORDERED, that this Court shall retain jurisdiction of all matters and disputes arising in connection with or related to the interpretation or implementation of this Order.

Dated: _____, 2018
New York, New York

UNITED STATES BANKRUPTCY JUDGE