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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)
:
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MOTORS LIQUIDATION COMPANY *ET AL.*'S (f/k/a GENERAL MOTORS CORPORATION *ET AL.*) STATEMENT OF ISSUES PRESENTED ON APPEAL AND COUNTERDESIGNATION OF ADDITIONAL ITEMS TO BE INCLUDED IN THE RECORD ON APPEAL IN CONNECTION WITH THE APPEALS OF (i) INDIVIDUAL ACCIDENT LITIGANTS, (ii) RADHA R.M. NARUMANCHI, (iii) IUE-CWA, AND (iv) ALBERT L. BURDICK

Pursuant to Rule 8006 of the Federal Rules of Bankruptcy Procedure, Motors Liquidation Company (f/k/a General Motors Corporation (“GM”)) and its affiliated debtors, as debtors (collectively, the “Debtors”), submit the following statement of issues presented on appeal and counterdesignation of additional items to be included in the record in connection with the appeals of (i) Callan Campbell, Kevin Junso, Edwin Agosto, Kevin Chadwick, *et al.*, and Joseph Berlingieri (collectively, the “Individual Accident Litigants” or “IAL”), (ii) Radha R.M. Narumanchi

(“**Narumanchi**”), (iii) the IUE-CWA, and (iv) Albert I. Burdick (“**Burdick**,” and together with the Individual Accident Litigants, Narumanchi, and the IUE-CWA, “**Appellants**”) from the decision and order of the United States Bankruptcy Court for the Southern District of New York (the “**Bankruptcy Court**”) (Robert E. Gerber, J.), authorizing and approving the sale of assets pursuant to the Amended and Restated Master Sale and Purchase Agreement with NMGCO, Inc., a U.S. Treasury-Sponsored Purchaser (the “**Purchaser**”), and granting related relief, entered on July 5, 2009 (the “**Order**”) [Docket Nos. 2967, 2968].¹

STATEMENT OF ISSUES ON APPEAL

1. Is the appeal from the Order moot by reason of (a) Appellants’ failure to obtain a stay of execution of the Order, (b) the consummation of the sale to the Purchaser; and (c) the finding of the Bankruptcy Court that the Purchaser was a good faith purchaser under 11 U.S.C. § 363(m)?

2. Did Appellants meet their burden of establishing that the Bankruptcy Court abused its discretion in authorizing and approving the sale transaction pursuant to 11 U.S.C. § 363 in light of (i) the uncontroverted evidence of the GM Board of Directors’ due care and good faith business judgment in entering into such transaction, adduced at a contested hearing, and (ii) the Bankruptcy Court’s proper application of controlling precedent as most recently reaffirmed in *In re Chrysler LLC*, No. 09-2311-bk, 2009 U.S. App. LEXIS 12351 at *2 (2d Cir. June 5, 2009) (affirming bankruptcy court’s

¹ The Debtors reserve the right to amend this Counterdesignation of Additional Items to be Included in the Record on Appeal. For items designated, the designation includes all documents referenced within the particular document number, including, without limitation, all exhibits, attachments, declarations, and affidavits related thereto.

The Order was amended by an errata order entered on July 6, 2009 [Docket No. 2985].

order authorizing sale of substantially all debtor’s assets “for substantially the reasons stated in the opinions of Bankruptcy Judge Gonzalez”), *aff’g In re Chrysler LLC*, 405 B.R. 84 (Bankr. S.D.N.Y. 2009)?

3. In the face of the uncontroverted evidence of the background of and reasons for the sale and the intensive, arm’s-length negotiations that resulted in the sale transaction, did Appellants meet their burden of establishing that the Bankruptcy Court abused its discretion or made clearly erroneous findings of fact in specifically determining that the sale was made in good faith by the Purchaser and the Debtors?

COUNTERDESIGNATION OF RECORD

Designation Number	Date of Filing	Docket Number	Description
1 ² [IAL D-1]	6/1/2009	1	Voluntary Petition (Chapter 11). Order for Relief Entered
2 [IAL D-2; RN D-B]	6/1/2009	21	Affidavit of Frederick A. Henderson Pursuant to Local Bankruptcy Rule 1007-2
3 [IAL D-3]	6/1/2009	37	Statement of the United States of America Upon the Commencement of General Motors Corporation’s Chapter 11 Case
4 [IAL D-4]	6/1/2009	68	Declaration of William C. Repko in Support of Debtors’ Proposed Debtor in Possession Financing Facility
5	6/1/2009	92	Debtor’s Motion Pursuant to 11 U.S.C. §§ 105,

²Six separate notices of appeal from the Order have been filed (i.e., (i) the Individual Accident Litigants; (ii) Narumanchi; (iii) Jin Ah Lee, Jungil Lee, Sang Chul Lee, and Dukson Lee (collectively, “Lee”); (iv) the IUE-CWA; (v) Albert L. Burdick; and (vi) Oliver Addison Parker). Rather than file a separate counterdesignation of record for each separate appeal, this Counterdesignation of Record designates those items that the Debtors are designating with respect to all six pending appeals from the Order. As such, this Counterdesignation of Record designates certain items that have been designated by one or more Appellants as such items may not have been designated by other appellants in all six appeals. Items that have been designated by one or more of the Appellants will contain the following notation after the entry of the Debtors’ Designation Number: (i) items designated by the Individual Accident Litigants will be denoted “IAL D-__”; items designated by Radha R.M. Narumanchi will be denoted “RN D-__”; and items designated by the IUE-CWA will be denoted “IUE D-__.” Appellants Lee and Oliver Addison Parker have not filed their respective designations of record to date.

Designation Number	Date of Filing	Docket Number	Description
[IAL D-5; RN D-F]			363(b), (f), (k), and (m), and 365 and Fed. R. Bankr. P. 2002, 6004, and 6006, to (I) Approve (A) the Sale Pursuant to the Master Sale and Purchase Agreement with Vehicle Acquisition Holdings LLC, a U.S. Treasury-Sponsored Purchaser, Free and Clear of Liens, Claims, Encumbrances, and Other Interests; (B) the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases; and (C) Other Relief; and (II) Schedule Sale Approval Hearing
6	6/1/2009	97	Notice of Commencement of Chapter 11 Cases and First Day Hearings
7 [IAL D-6; RN D-I]	6/1/2009	105	Memorandum of Law in Support of Debtors' Motion Pursuant to 11 U.S.C. §§ 105, 363(b), (f), (k), and (m), and 365 and Fed. R. Bankr. P. 2002, 6004, and 6006, to Approve the Sale Pursuant to the Master Sale and Purchase Agreement with Vehicle Acquisition Holdings LLC
8	6/1/2009	134	Certificate of Service (First Day Motions)
9 [RN D-D]	6/1/2009	157	Case Management Order #1
10	6/1/2009	164	Order (I) Authorizing Debtors to (a) Pay Certain Employee Compensation and Benefits and (b) Maintain and Continue Such Benefits and Other Employee-Related Programs and (II) Directing Banks to Honor Prepetition Checks for Payment of Prepetition Employee Obligations
11	6/1/2009	167	Order Authorizing Debtors to Honor Prepetition Obligations to Customers, Dealers, and Trade Customers and to Otherwise Continue Warranty, Credit Card, Other Customer, Dealer, and Trade Customer Programs in the Ordinary Course of Business
12	6/1/2009	180	Interim Order (i) Authorizing Use of Cash Collateral, (ii) Granting Adequate Protection to the Revolver Secured Parties, (iii) Granting Adequate Protection to the Term Loan Secured Parties, and (iv) Scheduling a Final Hearing Pursuant to Bankruptcy Rule 4001
13	6/1/2009	181	Interim Order Granting Adequate Protection to the Term Loan Secured Parties and Scheduling a Final Hearing Pursuant to Bankruptcy Rule 4001

Designation Number	Date of Filing	Docket Number	Description
14	6/2/2009	274	Order Approving Procedures for Sale of Debtors' Assets Pursuant to the Master Sale and Purchase Agreement with Vehicle Acquisition Holdings LLC, a U.S. Treasury-Sponsored Purchaser, Scheduling Bid Deadline and Sale Hearing Date, Establishing Assumption and Assignment Procedures and Fixing Notice Procedures and Approving Form of Notice
15	6/2/2009	292	Interim Order Pursuant to Bankruptcy Code Sections 105(a), 361, 362, 363, 364, and 507 and Bankruptcy Code Rules 2002, 4001, and 6004 (A) Approving a DIP Credit Facility and Authorizing the Debtors to Obtain Postpetition Financing Pursuant Thereto, (B) Granting Related Liens and Superpriority Status, (C) Authorizing the Use of Cash Collateral, (D) Granting Adequate Protection to Certain Prepetition Secured Parties, and (E) Scheduling a Final Hearing
16	6/3/2009	356	Notice Appointing Creditors Committee
17	6/3/2009	374	Transcript Regarding Hearing Held on 6/1/09
18 [IAL D-7]	6/4/2009	422	Supplemental Declaration of William C. Repko in Support of Debtors' Proposed Debtor in Possession Financing Facility
19 [IAL D-8]	6/4/2009	425	Declaration of J. Stephen Worth in Support of the Proposed Sale of Debtors' Assets to Vehicle Acquisition Holdings LLC
20 [IAL D-9]	6/4/2009	431	Supplemental Declaration of J. Stephen Worth in Support of the Proposed Sale of Debtors' Assets to Vehicle Acquisition Holdings LLC
21 [IAL D-10]	6/4/2009	435	Declaration of Albert Koch
22	6/9/2009	495	Certificate of Service of Laurie M. Thornton of Various Notices and Orders
23	6/9/2009	496	Certificate of Service of Laurie M. Thornton
24	6/12/2009	947	Notice of Filing of Certain Schedules and Exhibits to the Master Sale and Purchase Agreement
25	6/12/2009	948	Notice of Filing of Certain Schedules to the DIP Facility
26	6/15/2009	973	Certificate of Service of Jeffrey S. Stein of (a) Notice of Interim Order Establishing Notification Procedures and Approving Restrictions on Certain Transfers of Interests in the Debtors' Estates; (b) Interim Order (I) Establishing Notification Procedures and Approving Restrictions on Certain

Designation Number	Date of Filing	Docket Number	Description
			Transfers of Interests in the Debtors' Estates; (c) Notice of Sale Hearing to Sell Substantially All of the Debtors' Assets Pursuant to a Master Sale and Purchase Agreement with Vehicle Acquisition Holdings LLC, a U.S. Treasury-Sponsored Purchaser; (d) Notice of Chapter 11 Bankruptcy Cases, Meeting of Creditors & Deadlines; (e) Letter to GM Retirees; (f) Order (I) Approving Procedures for Sale of Debtors' Assets Pursuant to Master Sale and Purchase Agreement with Vehicle Acquisition Holdings LLC, a U.S. Treasury-Sponsored Purchaser; (II) Scheduling Bid Deadline and Sale Hearing Date; (III) Establishing Assumption and Assignment Procedures; and (IV) Fixing Notice Procedures and Approving Form of Notice; and (g) Notice of (I) Debtors' Intent to Assume and Assign Certain Executory Contracts, Unexpired Leases of Personal Property, and Unexpired Leases of Nonresidential Real Property and (II) Cure Amounts Related Thereto
27	6/19/2009	1902	Debtors' Objection to Application of General Motors Retirees Association for the Appointment of a Retirees Committee Pursuant to 11 U.S.C. § 1114(d)
28	6/19/2009	1915	Debtors' Omnibus Objection to the Motions of the (I) Ad Hoc Committee of Consumer Victims and (II) Ad Hoc Committee of Asbestos Claimants Seeking the Appointment of Additional Committees of Unsecured Creditors and the Appointment of a Future Claims Representative
29	6/19/2009	1916	Certificate of Service of Laurie M. Thornton
30	6/19/2009	2032	Objection of the Official Committee of Unsecured Creditors to the Motion to Appoint an Official Retiree Committee Pursuant to 11 U.S.C. § 1114(d)
31	6/23/2009	2265	Objection of the Official Committee of Unsecured Creditors to the Motion of the Ad Hoc Committee of Consumer Victims of General Motors for Appointment of an Official Committee of Tort Claimants
32	6/23/2009	2344	Notice of Filing of Revised Exhibit F to the Master Sale and Purchase Agreement
33	6/24/2009	2379	Notice to Take Depositions of Matthew Feldman at the Offices of Schnader Harrison Segal & Lewis on June 26, 2009 at 9:00 a.m.

Designation Number	Date of Filing	Docket Number	Description
34	6/24/2009	2384	Notice to Take Depositions of Frederick A. Henderson at the Offices of Schnader Harrison Segal & Lewis on June 25, 2009 at 9:00 a.m.
35	6/24/2009	2387	Notice to Take Depositions of Harry Wilson at the Offices of Schnader Harrison Segal & Lewis on June 27, 2009 at 9:00 a.m.
36	6/24/2009	2390	Notice to Take Depositions of Ray Young at the Office of Schnader Harrison Segal & Lewis on June 25, 2009 at 9:00 a.m.
37	6/24/2009	2427	Notice of Withdrawal Without Prejudice of Motion of Ad Hoc Committee of Consumer Victims of General Motors for Appointment of Official Committee of Tort Claimants Pursuant to 11 U.S.C. § 1102(a)(2)
38	6/24/2009	2434	Confidentiality Order
39	6/24/2009	2451	Letter Requesting the Court to Take Judicial Notice of Certain Publicly-Filed Documents
40	6/24/2009	2453	Privacy Act Order
41	6/24/2009	2457	Debtors' Rebuttal to Reply of General Motors Retirees Association for the Appointment of a Retirees Committee Pursuant to 11 U.S.C. § 1114(d)
42 [IAL D-14]	6/25/2009	2474	Evidence and Witness List for the Hearing to Consider Debtors' Motion Pursuant to 11 U.S.C. §§ 105, 363(b), (f), (k), (m) and 365 and Fed. R. Bankr. P. 2002, 6004, and 6006 to Approve (A) the Sale Pursuant to the Master Sale and Purchase Agreement with Vehicle Acquisition Holdings LLC, a U.S. Treasury-Sponsored Purchaser, Free and Clear of Liens, Claims, Encumbrances, and Other Interests; (B) the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases; and (C) Other Relief filed by the Debtors
43 [IAL D-15]	6/25/2009	2479	Supplemental Affidavit of Frederick A. Henderson Pursuant to Local Bankruptcy Rule 1007-2
44	6/25/2009	2519	Witness and Exhibit List of International Union, United Automobile, Aerospace and Agricultural Implement Workers of America for Hearing on Sale Motion
45	6/25/2009	2529	Final Order (A) Approving a DIP Credit Facility and Authorizing the Debtors to Obtain Postpetition Financing Pursuant Thereto, (B) Granting Related Liens and Superpriority Status, (C) Authorizing the

Designation Number	Date of Filing	Docket Number	Description
			Use of Cash Collateral, and (D) Granting Adequate Protection to Certain Prepetition Secured Parties
46	6/25/2009	2551	Final Order (I) Authorizing Debtors to Use Cash Collateral and (II) Granting Adequate Protection to Prepetition Revolver Secured Parties
47	6/25/2009	2553	Final Order Granting Adequate Protection to Term Loan Secured Parties
48	6/25/2009	2556	County of Wayne, Michigan's Evidence List for the Hearing to Consider Debtors' Motion Pursuant to 11 U.S.C. §§ 105, 363(b), (f), (k), (m) and 365 and Fed. R. Bankr. P. 2002, 6004, and 6006 to Approve (A) the Sale Pursuant to the Master Sale and Purchase Agreement with Vehicle Acquisition Holdings LLC, a U.S. Treasury-Sponsored Purchaser, Free and Clear of Liens, Claims, Encumbrances, and Other Interests; (B) the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases; and (C) Other Relief
49	6/25/2009	2565	Evidence and Witness List of Ad Hoc Committee of Consumer Victims of General Motors
50 [IAL D-16; RN D-B]	6/25/2009	2577	Declaration of Harry Wilson
51	6/25/2009	2578	Evidence and Witness List for the Hearing to Consider Debtors' Asset Sale Motion filed by the United States of America
52 [IUE D-1]	6/25/2009	2582	Evidence and Witness List for the Hearing to Consider Debtors' Asset Sale Motion filed by the IUE-CWA
53	6/25/2009	2585	Witness and Exhibit List of Product Liability Claimant Advocates for the 363 Sale Hearing
54	6/26/2009	2609	Notice to Take Depositions of the United States Treasury and the Purchaser Pursuant to Fed. R. Civ. P. 30(b)(6) and Fed. R. Bankr. P. 7030
55	6/26/2009	2616	Evidence and Witness List of Ad Hoc Committee of State Attorneys General
56	6/26/2009	2620	Amended Exhibit List of The Texas Department of Transportation, Motor Vehicle Division
57	6/26/2009	2624	Amended Evidence and Witness List for the Hearing to Consider Debtors' Asset Sale Motion filed by IUE-CWA
58	6/26/2009	2628	Evidence and Witness List of Unofficial Committee of Family and Dissident GM Bondholders for the

Designation Number	Date of Filing	Docket Number	Description
			Hearing to Consider Debtors' Motion Pursuant to 11 U.S.C. §§ 105, 363(b), (f), (k), (m) and 365 and Fed. R. Bankr. P. 2002, 6004, and 6006 to Approve (A) the Sale Pursuant to the Master Sale and Purchase Agreement with Vehicle Acquisition Holdings LLC, a U.S. Treasury-Sponsored Purchaser, Free and Clear of Liens, Claims, Encumbrances, and Other Interests; (B) the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases; and (C) Other Relief
59	6/26/2009	2645	Omnibus Reply of the Debtors to Objections to Debtors' Motion Pursuant to 11 U.S.C. §§ 105, 363(b), (f), (k), (m) and 365 and Fed. R. Bankr. P. 2002, 6004, and 6006 to Approve (A) the Sale Pursuant to the Master Sale and Purchase Agreement with Vehicle Acquisition Holdings LLC, a U.S. Treasury-Sponsored Purchaser, Free and Clear of Liens, Claims, Encumbrances, and Other Interests; (B) the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases; and (C) Other Relief
60 [IAL D-17]	6/26/2009	2646	The United States of America's Statement in Support of Debtors' Motion Pursuant to 11 U.S.C. §§ 105, 363(b), (f), (k), (m) and 365 and Fed. R. Bankr. P. 2002, 6004, and 6006 to Approve (A) the Sale Pursuant to the Master Sale and Purchase Agreement with Vehicle Acquisition Holdings LLC, a U.S. Treasury-Sponsored Purchaser, Free and Clear of Liens, Claims, Encumbrances, and Other Interests; (B) the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases; and (C) Other Relief
61	6/27/2009	2649	Notice of Filing of the Amended Master Sale and Purchase Agreement and Certain Exhibits and Sections of the Disclosure Schedule Thereto
62 [IUE D-4]	6/27/2009	2657	Amended Evidence and Witness List for the Hearing to Consider Debtors' Motion Pursuant to 11 U.S.C. §§ 105, 363(b), (f), (k), (m) and 365 and Fed. R. Bankr. P. 2002, 6004, and 6006 to Approve (A) the Sale Pursuant to the Master Sale and Purchase Agreement with Vehicle Acquisition Holdings LLC, a U.S. Treasury-Sponsored Purchaser, Free and Clear of Liens, Claims, Encumbrances, and Other Interests; (B) the Assumption and Assignment of Certain

Designation Number	Date of Filing	Docket Number	Description
			Executory Contracts and Unexpired Leases; and (C) Other Relief filed by the Debtors
63	6/28/2009	2659	Amended Evidence and Witness List for the Hearing to Consider Debtors' Asset Sale Motion filed by the United States of America
64	6/29/2009	2665	Evidence and Witness List of Mark Buttita, as Personal Representative of Salvatore Buttita for the Debtors' Motion Pursuant to 11 U.S.C. §§ 105, 363(b), (f), (k), (m) and 365 and Fed. R. Bankr. P. 2002, 6004, and 6006 to (I) Approve (A) the Sale Pursuant to the Master Sale and Purchase Agreement with Vehicle Acquisition Holdings LLC, a U.S. Treasury-Sponsored Purchaser, Free and Clear of Liens, Claims, Encumbrances, and Other Interests; (B) the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases; and (C) Other Relief; and (II) Schedule Sale Approval Hearing
65 [IAL D-18]	6/29/2009	2681	Amended and Supplemented Omnibus Reply of the Debtors to Objections to Debtors' Motion Pursuant to 11 U.S.C. §§ 105, 363(b), (f), (k), (m) and 365 and Fed. R. Bankr. P. 2002, 6004, and 6006 to Approve (A) the Sale Pursuant to the Master Sale and Purchase Agreement with Vehicle Acquisition Holdings LLC, a U.S. Treasury-Sponsored Purchaser, Free and Clear of Liens, Claims, Encumbrances, and Other Interests; (B) the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases; and (C) Other Relief
66	6/29/2009	2733	Evidence and Witness List of Ad Hoc Committee of Asbestos Personal Injury Claimants for Hearing on Debtors' Motion to Approve Sale Pursuant to the Master Sale & Purchase Agreement
67 [IUE D-2]	6/29/2009	2737	Second Amended Evidence and Witness List for the Hearing to Consider Debtors' Asset Sale Motion filed by IUE-CWA
68	6/29/2009	2743	Exhibit List of White Marsh/Memphis Secured Lenders for the Hearing to Consider Debtors' Motion to Approve (A) the Sale Pursuant to the Master Sale and Purchase Agreement with Vehicle Acquisition Holdings LLC; (B) the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases; and (C) Other Relief

Designation Number	Date of Filing	Docket Number	Description
69	6/29/2009	2746	Amended Exhibit C to Amended and Supplemented Omnibus Reply of the Debtors to Objections to Debtors' Motion Pursuant to 11 U.S.C. §§ 105, 363(b), (f), (k), (m) and 365 and Fed. R. Bankr. P. 2002, 6004, and 6006 to Approve (A) the Sale Pursuant to the Master Sale and Purchase Agreement with Vehicle Acquisition Holdings LLC, a U.S. Treasury-Sponsored Purchaser, Free and Clear of Liens, Claims, Encumbrances, and Other Interests; (B) the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases; and (C) Other Relief
70	6/29/2009	2752	Certificate of Service of Laurie M. Thornton of The Garden City Group, Inc.
71	6/29/2009	2753	Notice of Agenda of Matters Scheduled for Hearing on June 30, 2009 at 9:45 a.m.
72	6/29/2009	2756	Annexed Charts for Notice of Agenda of Matters Scheduled for Hearing on June 30, 2009 at 9:45 a.m.
73	6/29/2009	2757	Certificate of Publication of Notice of Sale Hearing
74 [IUE D-3]	6/29/2009	2761	Corrected Second Amended Evidence and Witness List for the Hearing to Consider Debtors' Asset Sale Motion filed by IUE-CWA
75	6/29/2009	2764	Amended and Supplemental Evidence and Witness List of the Ad Hoc Committee of Consumer Victims of General Motors
76	6/30/2009	2765	Certificate of Service of Laurie M. Thornton of The Garden City Group, Inc.
77	6/30/2009	2766	Debtors' Omnibus Objection to the Exhibits Designated by the Objectors for the Hearing to Consider Debtors' Motion Pursuant to 11 U.S.C. §§ 105, 363(b), (f), (k), (m) and 365 and Fed. R. Bankr. P. 2002, 6004, and 6006 to Approve (A) the Sale Pursuant to the Master Sale and Purchase Agreement with Vehicle Acquisition Holdings LLC, a U.S. Treasury-Sponsored Purchaser, Free and Clear of Liens, Claims, Encumbrances, and Other Interests; (B) the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases; and (C) Other Relief
78	6/30/2009	2769	Amended Statement of Evidence and Witnesses of the Products Liability Claimant Advocates for the 363 Sale Hearing filed by Steve Jakubowski
79	6/30/2009	2770	Amended Exhibit J of Amended and Supplemented Omnibus Reply of the Debtors to Objections to

Designation Number	Date of Filing	Docket Number	Description
			Debtors' Motion Pursuant to 11 U.S.C. §§ 105, 363(b), (f), (k), (m) and 365 and Fed. R. Bankr. P. 2002, 6004, and 6006 to Approve (A) the Sale Pursuant to the Master Sale and Purchase Agreement with Vehicle Acquisition Holdings LLC, a U.S. Treasury-Sponsored Purchaser, Free and Clear of Liens, Claims, Encumbrances, and Other Interests; (B) the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases; and (C) Other Relief
80	6/30/2009	2772	Certificate of Service of Laurie M. Thornton of The Garden City Group, Inc.
81	6/30/2009	2773	Certificate of Service of Heather L. Stephens of The Garden City Group, Inc.
82 [IAL D-19]	6/30/2009	2774	First Amendment to Amended and Restated Master Sale and Purchase Agreement, dated as of June 30, 2009
83	6/25/2009	2804	First Request for Production of Documents to the Debtors for Mark Buttita, an Asbestos Creditor and Member of the Official Committee of Unsecured Creditors of General Motors Corporation
84	6/25/2009	2805	Amended First Request for Production of Documents to the Debtors for Mark Buttita, an Asbestos Creditor and Member of the Official Committee of Unsecured Creditors of General Motors Corporation
85	6/25/2009	2806	First Request for Production of Documents to Certain Noteholders by Mark Buttita, an Asbestos Creditor and Member of the Official Committee of Unsecured Creditors of General Motors Corporation
86	6/25/2009	2807	First Request for Production of Documents to the United States Treasury by Mark Buttita, an Asbestos Creditor and Member of the Official Committee of Unsecured Creditors of General Motors Corporation
87	6/25/2009	2808	First Request for Production of Documents to Vehicle Acquisition Holdings LLC by Mark Buttita, an Asbestos Creditor and Member of the Official Committee of Unsecured Creditors of General Motors Corporation
88	6/25/2009	2809	Notice of Deposition filed by Mark Buttia
89	6/25/2009	2811	Notice of Deposition filed by Mark Buttia
90	6/25/2009	2812	Notice of Deposition filed by Mark Buttia
91	6/25/2009	2815	Notice of Deposition filed by Mark Buttia

Designation Number	Date of Filing	Docket Number	Description
92	6/30/2009	2843	Amended Certificate of Service of Jeffrey S. Stein
93	6/30/2009	2845	Certificate of Service of Nancy Formica of The Garden City Group, Inc.
94	7/1/2009	2852	Certificate of Service (Second Amended) of Jeffrey S. Stein of The Garden City Group, Inc.
95	7/1/2009	2858	Order Denying Motion of the Unofficial Committee of Family and Dissident GM Bondholders for an Order Directing the United States Trustee to Appoint an Official Committee of Family and Dissident Bondholders
96	7/1/2009	2863	Deposition Designations of the Official Committee of Unsecured Creditors
97 [IAL D-21]	7/1/2009	2867	Statement of the Debtors on Successor Liability
98	7/1/2009	2872	Table of Contents and Table of Authorities for Debtors' Motion Pursuant to 11 U.S.C. §§ 105, 363(b), (f), (k), and (m), and 365 and Fed. R. Bankr. P. 2002, 6004, and 6006, to (I) Approve (A) the Sale Pursuant to the Master Sale and Purchase Agreement with Vehicle Acquisition Holdings LLC, a U.S. Treasury-Sponsored Purchaser, Free and Clear of Liens, Claims, Encumbrances, and Other Interests; (B) the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases; and (C) Other Relief; and (II) Schedule Sale Approval Hearing
99	7/1/2009	2910	Certificate of Publication of Angela Ferrante of The Garden City Group, Inc. of Notice of Commencement of Chapter 11 Cases and First Day Hearing
100	7/2/2009	2911	The United States of America's Counter-Designation of Deposition Testimony
101	7/2/2009	2918	Deposition Designations of the International Union, United Automobile, Aerospace and Agricultural Implement Workers of America, AFL-CIO
102 [RN D-J; IUE D-5]]	7/2/2009	2922	PDF with attached Audio File of 6/30/2009 Hearing
103 [RN D-J; IUE D-5]	7/2/2009	2926	PDF with attached Audio File of 6/30/2009 Hearing

Designation Number	Date of Filing	Docket Number	Description
104 [RN D-J; IUE D-5]	7/2/2009	2927	PDF with attached Audio File of 6/30/2009 Hearing
105 [RN D-J; IUE D-5]	7/2/2009	2928	PDF with attached Audio File of 6/30/2009 Hearing
106 [IUE D-6]	7/2/2009	2929	PDF with attached Audio File of 7/1/2009 Hearing
107 [RN D-J; IUE D-6]	7/2/2009	2930	PDF with attached Audio File of 7/1/2009 Hearing
108 [RN D-J; IUE D-6]	7/2/2009	2931	PDF with attached Audio File of 7/1/2009 Hearing
109 [RN D-J; IUE D-6]	7/2/2009	2932	PDF with attached Audio File of 7/1/2009 Hearing
110	7/2/2009	2934	Debtors' Counter-Deposition Designations
111	7/2/2009	2953	Certificate of Service of Laurie M. Thornton of The Garden City Group, Inc.
112	7/2/2009	2955	Certificate of Service of Laurie M. Thornton of The Garden City Group, Inc.
113	7/3/2009	2962	Letter dated July 2, 2009 from Stephen Karotkin to The Honorable Robert E. Gerber in Response to Request for the References of the Prepetition Loan and Security Agreement, dated as of December 31, 2008, by and between General Motors Corporation and the U.S. Treasury
114 [IAL D-23; RN D-E; IUE D-8]	7/5/2009	2967	Decision on Debtors' Motion for Approval of (1) Sale of Assets to Vehicle Acquisition Holdings LLC; (2) Assumption and Assignment of Related Executory Contracts; and (3) Entry into UAW Retiree Settlement Agreement
115 [IAL D-24; RN D-E; IUE D-10]	7/5/2009	2968	Order (I) Authorizing Sale of Assets Pursuant to Amended and Restated Master Sale and Purchase Agreement with NGMCO, Inc., a U.S. Treasury-Sponsored Purchaser; (II) Authorizing Assumption and Assignment of Certain Executory Contracts and

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			Unexpired Leases in Connection with the Sale; and (III) Granting Related Relief
116	7/5/2009	2969	Order Pursuant to Bankruptcy Code Sections 105(a), 361, 362, 363, 364, and 507 and Bankruptcy Rules 2002, 4001, and 6004 (A) Approving Amendment to DIP Credit Facility to Provide for Debtors Postpetition Wind-Down Financing
117 [RN D-J; IUE D-7]	7/6/2009	2972	PDF with attached Audio File of 7/2/2009 Hearing
118 [IUE D-7]	7/6/2009	2973	PDF with attached Audio File of 7/2/2009 Hearing
119 [IUE D-7]	7/6/2009	2974	PDF with attached Audio File of 7/2/2009 Hearing
120 [RN D-E]	7/6/2009	2985	Errata Order re: Decision on Debtors' Motion for Approval of (1) Sale of Assets to Vehicle Acquisition Holdings LLC; (2) Assumption and Assignment of Related Executory Contracts; and (3) Entry into UAW Retiree Settlement Agreement
121	7/6/2009	2993	Amended Certificate of Service of Laurie M. Thornton
122	7/7/2009	2996	Court Order re Motion to Allow Direct Appeal to Second Circuit
123	7/7/2009	2998	Order Denying Application of General Motors Retirees Association for Appointment of a Retiree Committee
124	6/30/2009	3020	Request for Discovery and Demand for Production of Documents filed by Oliver Addison Parker
125 [IAL D-29]	7/7/2009	3026	The United States of America's Objection to Certain Appellants' Motions for an Order Certifying the Sale Order for Immediate Appeal to the United States Court of Appeals, Pursuant to 28 U.S.C. § 158(d)(2), or in the Alternative for a Stay of the Sale Order, Pursuant to Fed. R. Bankr. P. 8005
126 [IAL D-30]	7/7/2009	3028	Objection of the Official Committee of Unsecured Creditors to (I) the Ad Hoc Committee of Asbestos Personal Injury Claimants' Motion for an Order Certifying Sale Order for Immediate Appeal to the United States Court of Appeals, Pursuant to 28 U.S.C. § 158(d)(2) or in the Alternative for a Stay of

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			the Sale Order, Pursuant to Fed. R. Bankr. P. 8005, and (II) Motion of the Individual Accident Litigants for an Order Certifying the Sale Order for Immediate Appeal to the United States Court of Appeals, Pursuant to 28 U.S.C. § 158(d)(2) on the Issue of Successor Liability
127 [IAL D-31]	7/7/2009	3029	Omnibus Objection of the Debtors to (i) Motion of the Individual Accident Litigants for an Order Certifying the Sale Order for Immediate Appeal to the United States Court of Appeals Pursuant to 28 U.S.C. § 158(d)(2) on the Issue of Successor Liability, and (ii) the Ad Hoc Committee of Asbestos Personal Injury Claimants' Motion for an Order Certifying Sale Order for Immediate Appeal to the United States Court of Appeals, Pursuant to 28 U.S.C. § 158(d)(2) or in the Alternative for a Stay of the Sale Order, Pursuant to Fed. R. Bankr. P. 8005
128	7/7/2009	3031	Declaration of J. Stephen Worth
129 [IAL D-32]	7/7/2009	3035	Amended Omnibus Objection of the Debtors to (i) Motion of the Individual Accident Litigants for an Order Certifying the Sale Order for Immediate Appeal to the United States Court of Appeals Pursuant to 28 U.S.C. § 158(d)(2) on the Issue of Successor Liability, and (ii) the Ad Hoc Committee of Asbestos Personal Injury Claimants' Motion for an Order Certifying Sale Order for Immediate Appeal to the United States Court of Appeals, Pursuant to 28 U.S.C. § 158(d)(2) or in the Alternative for a Stay of the Sale Order, Pursuant to Fed. R. Bankr. P. 8005
130 [IAL D-33]	7/7/2009	3046	Bench Decision and Order on Motions for § 158(d)(2) Certification, or in the Alternative, for Stay Pending Appeal
131	7/8/2009	3056	Errata Order re: Bench Decision and Order on Motions for § 158(d)(2) Certification, or in the Alternative, for Stay Pending Appeal
132	7/8/2009	3058	Certificate of Service of Laurie M. Thornton of (1) Order (I) Authorizing Sale of Assets Pursuant to Amended and Restated Master Sale and Purchase Agreement with NGMCO, Inc., a U.S. Treasury-Sponsored Purchaser; (II) Authorizing Assumption and Assignment of Certain Executory Contracts and Unexpired Leases in Connection with the Sale; and (III) Granting Related Relief and (2) Order Pursuant

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			to Bankruptcy Code Sections 105(a), 361, 362, 363, 364, and 507 and Bankruptcy Rules 2002, 4001, and 6004 (A) Approving Amendment to DIP Credit Facility to Provide for Debtors Postpetition Wind-Down Financing
133 [IAL D-34]	7/8/2009	3062	Transcript regarding Hearing Held on 7/2/09 re: Motion of the Debtors for Entry of Order Pursuant to 11 U.S.C. Section 363(b) Authorizing and Approving Settlement Agreements with Certain Unions; Debtors' Motion Pursuant to Bankruptcy Code 105(a), 361, 362, 363, 364, and 507 and Bankruptcy Rule 2002, 4001, and 6004 to Amend DIP Credit Facility; Continuation of GM 363 Sale Hearing
134 [IAL D-35]	7/8/2009	3087	Transcript regarding Hearing Held on 6/30/09
135	7/10/2009	3090	Notice of Change of Case Caption
136	7/10/2009	3092	Amended List of Debtors
137	7/10/2009	3106	Amended Notice of Change of Case Caption
138	7/11/2009	3120	Certificate of Service of Laurie M. Thornton
139 [IAL D-36]	7/10/2009	3182	Transcript regarding Hearing Held on 7/7/2009 re: Motion to Allow Direct Appeal to Second Circuit
140	7/16/2009	3193	Memorandum and Order of U.S. District Court Judge Lewis A. Kaplan in an M-47 Proceeding
141	7/15/2009	3205	Transcript regarding Hearing Held on 7/1/09
142 [IAL D-38; RN D-A]	7/22/2009	3287	Deposition Filed Under Seal
143 [IAL D-39; RN D-A]	7/22/2009	3288	Deposition Filed Under Seal
144	7/27/2009	3399	Agreed Protective Order Establishing Procedures for the Protection of Confidential Information
145	7/27/2009	3404	Documents Introduced into Evidence at Sale Hearing Filed Under Seal
146	7/27/2009	3407	Documents Introduced into Evidence at Sale Hearing Filed Under Seal
147	7/27/2009	3408	Documents Introduced into Evidence at Sale Hearing

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			Filed Under Seal
148	7/27/2009	3409	Documents Introduced into Evidence at Sale Hearing Filed Under Seal
149	7/27/2009	3410	Documents Introduced into Evidence at Sale Hearing Filed Under Seal
150	7/27/2009	3411	Documents Introduced into Evidence at Sale Hearing Filed Under Seal
151	7/27/2009	3412	Documents Introduced into Evidence at Sale Hearing Filed Under Seal
152	7/27/2009	3413	Documents Introduced into Evidence at Sale Hearing Filed Under Seal
153	7/27/2009	3414	Documents Introduced into Evidence at Sale Hearing Filed Under Seal
154	7/27/2009	3419	Notice of Filing of Exhibits Offered Into Evidence at Hearing to Consider Debtors' Motion Pursuant to 11 U.S.C. §§ 105, 363(b), (f), (k), and (m), and 365 and Fed. R. Bankr. P. 2002, 6004, and 6006, to Approve the Sale Pursuant to the Amended and Restated Master Sale and Purchase Agreement
155	7/27/2009	3420	Notice of Filing of Exhibits Offered Into Evidence at Hearing to Consider Debtors' Motion Pursuant to 11 U.S.C. §§ 105, 363(b), (f), (k), and (m), and 365 and Fed. R. Bankr. P. 2002, 6004, and 6006, to Approve the Sale Pursuant to the Amended and Restated Master Sale and Purchase Agreement
156	7/27/2009	3421	Notice of Filing of Exhibits Offered Into Evidence at Hearing to Consider Debtors' Motion Pursuant to 11 U.S.C. §§ 105, 363(b), (f), (k), and (m), and 365 and Fed. R. Bankr. P. 2002, 6004, and 6006, to Approve the Sale Pursuant to the Amended and Restated Master Sale and Purchase Agreement
157	7/27/2009	3422	Notice of Filing of Exhibits Offered Into Evidence at Hearing to Consider Debtors' Motion Pursuant to 11 U.S.C. §§ 105, 363(b), (f), (k), and (m), and 365 and Fed. R. Bankr. P. 2002, 6004, and 6006, to Approve the Sale Pursuant to the Amended and Restated Master Sale and Purchase Agreement
158	7/27/2009	3423	Notice of First Amendment to Amended and Restated DIP Facility
159	7/27/2009	3424	Notice of Filing of Exhibits Offered Into Evidence at Hearing to Consider Debtors' Motion Pursuant to 11 U.S.C. §§ 105, 363(b), (f), (k), and (m), and 365 and Fed. R. Bankr. P. 2002, 6004, and 6006, to Approve the Sale Pursuant to the Amended and Restated

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			Master Sale and Purchase Agreement
160	7/27/2009	3425	Notice of Filing of Exhibits Offered Into Evidence at Hearing to Consider Debtors' Motion Pursuant to 11 U.S.C. §§ 105, 363(b), (f), (k), and (m), and 365 and Fed. R. Bankr. P. 2002, 6004, and 6006, to Approve the Sale Pursuant to the Amended and Restated Master Sale and Purchase Agreement
161	7/27/2009	3426	Notice of Filing of Exhibits Offered Into Evidence at Hearing to Consider Debtors' Motion Pursuant to 11 U.S.C. §§ 105, 363(b), (f), (k), and (m), and 365 and Fed. R. Bankr. P. 2002, 6004, and 6006, to Approve the Sale Pursuant to the Amended and Restated Master Sale and Purchase Agreement
162	7/27/2009	3427	Notice of Filing of Exhibits Offered Into Evidence at Hearing to Consider Debtors' Motion Pursuant to 11 U.S.C. §§ 105, 363(b), (f), (k), and (m), and 365 and Fed. R. Bankr. P. 2002, 6004, and 6006, to Approve the Sale Pursuant to the Amended and Restated Master Sale and Purchase Agreement
163	7/27/2009	3428	Notice of Filing of Exhibits Offered Into Evidence at Hearing to Consider Debtors' Motion Pursuant to 11 U.S.C. §§ 105, 363(b), (f), (k), and (m), and 365 and Fed. R. Bankr. P. 2002, 6004, and 6006, to Approve the Sale Pursuant to the Amended and Restated Master Sale and Purchase Agreement
164	7/27/2009	3429	Notice of Filing of Exhibits Offered Into Evidence at Hearing to Consider Debtors' Motion Pursuant to 11 U.S.C. §§ 105, 363(b), (f), (k), and (m), and 365 and Fed. R. Bankr. P. 2002, 6004, and 6006, to Approve the Sale Pursuant to the Amended and Restated Master Sale and Purchase Agreement
165	7/27/2009	3430	Notice of Filing of Exhibits Offered Into Evidence at Hearing to Consider Debtors' Motion Pursuant to 11 U.S.C. §§ 105, 363(b), (f), (k), and (m), and 365 and Fed. R. Bankr. P. 2002, 6004, and 6006, to Approve the Sale Pursuant to the Amended and Restated Master Sale and Purchase Agreement
166	7/27/2009	3431	Notice of Filing of Exhibits Offered Into Evidence at Hearing to Consider Debtors' Motion Pursuant to 11 U.S.C. §§ 105, 363(b), (f), (k), and (m), and 365 and Fed. R. Bankr. P. 2002, 6004, and 6006, to Approve the Sale Pursuant to the Amended and Restated Master Sale and Purchase Agreement
167	7/27/2009	3432	Notice of Filing of Exhibits Offered Into Evidence at

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			Hearing to Consider Debtors' Motion Pursuant to 11 U.S.C. §§ 105, 363(b), (f), (k), and (m), and 365 and Fed. R. Bankr. P. 2002, 6004, and 6006, to Approve the Sale Pursuant to the Amended and Restated Master Sale and Purchase Agreement
168	7/27/2009	3433	Notice of Filing of Exhibits Offered Into Evidence at Hearing to Consider Debtors' Motion Pursuant to 11 U.S.C. §§ 105, 363(b), (f), (k), and (m), and 365 and Fed. R. Bankr. P. 2002, 6004, and 6006, to Approve the Sale Pursuant to the Amended and Restated Master Sale and Purchase Agreement
169	7/27/2009	3434	Notice of Filing of Exhibits Offered Into Evidence at Hearing to Consider Debtors' Motion Pursuant to 11 U.S.C. §§ 105, 363(b), (f), (k), and (m), and 365 and Fed. R. Bankr. P. 2002, 6004, and 6006, to Approve the Sale Pursuant to the Amended and Restated Master Sale and Purchase Agreement
170	7/27/2009	3435	Notice of Filing of Exhibits Offered Into Evidence at Hearing to Consider Debtors' Motion Pursuant to 11 U.S.C. §§ 105, 363(b), (f), (k), and (m), and 365 and Fed. R. Bankr. P. 2002, 6004, and 6006, to Approve the Sale Pursuant to the Amended and Restated Master Sale and Purchase Agreement
171	7/27/2009	3436	Notice of Filing of Exhibits Offered Into Evidence at Hearing to Consider Debtors' Motion Pursuant to 11 U.S.C. §§ 105, 363(b), (f), (k), and (m), and 365 and Fed. R. Bankr. P. 2002, 6004, and 6006, to Approve the Sale Pursuant to the Amended and Restated Master Sale and Purchase Agreement
172	7/27/2009	3437	Notice of Filing of Exhibits Offered Into Evidence at Hearing to Consider Debtors' Motion Pursuant to 11 U.S.C. §§ 105, 363(b), (f), (k), and (m), and 365 and Fed. R. Bankr. P. 2002, 6004, and 6006, to Approve the Sale Pursuant to the Amended and Restated Master Sale and Purchase Agreement

173	7/27/2009	3438	Notice of Filing of Exhibits Offered Into Evidence at Hearing to Consider Debtors' Motion Pursuant to 11 U.S.C. §§ 105, 363(b), (f), (k), and (m), and 365 and Fed. R. Bankr. P. 2002, 6004, and 6006, to Approve the Sale Pursuant to the Amended and Restated Master Sale and Purchase Agreement
174	6/1/2009-7/27/2009	N/A	Docket for <i>Motors Liquidation Company, et al. (f/k/a General Motors Corp. et al.)</i> , Ch. 11 Case No. 09-50026 (REG)

Dated: New York, New York
July 27, 2009

/s/ Harvey R. Miller

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