

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

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In re:

MOTORS LIQUIDATION COMPANY, f/k/a
GENERAL MOTORS CORPORATION, *et al.*,

Chapter 11

Case No. 09-50026 (MG)
(Jointly Administered)

Debtors.
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MOTORS LIQUIDATION COMPANY AVOIDANCE
ACTION TRUST, by and through the Wilmington Trust
Company, solely in its capacity as Trust Administrator and
Trustee,

Adversary Proceeding

Plaintiff,

Case No. 09-00504 (MG)

against

JPMORGAN CHASE BANK, N.A., *et al.*,

Defendants.
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**STIPULATION AND [PROPOSED] ORDER PERMITTING THE PARTIES
TO SUBMIT TRIAL EXHIBITS AND DEPOSITION DESIGNATIONS UNDER SEAL**

WHEREAS, on August 17, 2015, the Court entered an *Order Regarding Discovery and Scheduling* (ECF No. 153) (the “**August 17, 2015 Order**”), setting forth the schedule for discovery in this Action;

WHEREAS, on April 18, 2016, the Court entered the *Amended Agreed Protective Order* (ECF No. 489) (the “**Amended Agreed Protective Order**”), which governs discovery provided by and to all parties and non-parties in this Action;

WHEREAS, on May 4, 2016, the Court entered an *Order Amending the August 17, 2015 “Order Regarding Discovery and Scheduling” To Provide For Proceedings Concerning Characterization and Valuation of Representative Assets* (ECF No. 547), setting discovery and motion deadlines for additional proceedings addressing the Collateral Identification Issues and

Valuation Principles Issues (as defined in the May 4, 2016 Order) with respect to 40 representative assets selected by the parties (the “**Representative Assets**”), while otherwise leaving the deadlines in the August 17, 2015 Order in effect;

WHEREAS, on December 2, 2016, the Court entered an *Order Amending and Superseding Certain Prior Order Regarding Discovery and Scheduling* (ECF No. 805) (the “**December 2, 2016 Order**”), setting a schedule for trial on the Representative Assets and pre-trial proceedings;

WHEREAS, in accordance with the December 2, 2016 Order, copies of the Parties’ trial exhibits, including written direct testimony, and deposition designations to be used at the Representative Assets trial are to be provided to the Court on April 7, 2017 (the “**Trial Materials**”);

WHEREAS, the Parties expect to include the Trial Materials in their presentations at the Representative Assets trial scheduled to commence on April 24, 2017;

WHEREAS, certain of the Trial Materials are marked or include information marked Confidential or Outside Attorneys’ Eyes Only (“**OAEO**”) by a party or third party under the Amended Agreed Protective Order (“**Confidential Trial Materials**”);

WHEREAS, certain other Trial Materials do not contain information that has been designated by parties or third parties as Confidential or OAEO;

WHEREAS, paragraph 12 of the Amended Agreed Protective Order requires that “All Confidential or OAEO Discovery Material filed with the Court, and all portions of pleadings, motions or other papers filed with the Court that disclose such Confidential or OAEO Discovery Material, shall be filed under seal with the Clerk of the Court and kept under seal until further order of the Court”;

WHEREAS, counsel for Plaintiff and counsel for the members of the Defendants' Steering Committee are mindful of the Court's comments during the December 12, 2016 conference regarding the Court's desire to address the third-party confidentiality concerns in advance of the Representative Assets trial;

WHEREAS, counsel for Plaintiff and counsel for the members of the Defendants' Steering Committee have met and conferred regarding the submission of the Confidential Trial Materials and the potential need to submit the Confidential Trial Materials under seal; and

WHEREAS, good cause exists for temporarily permitting the Parties to submit the Confidential Trial Materials under seal to ensure that all party and third-party confidentiality concerns are addressed before the Court in a timely manner;

IT IS HEREBY STIPULATED AND AGREED, by and among counsel for the undersigned parties, that:

1. On April 7, 2017, the Parties shall provide copies of the Confidential Trial Materials to the Court pursuant to the December 2, 2016 Order;
2. By April 10, 2017 no later than noon eastern, or two (2) business days after the Court's so-orders this Stipulation, whichever is later, the Parties shall provide to all third-parties who have designated as Confidential or OAEO material contained in the Confidential Trial Materials: (i) a copy of this Stipulation and Order; and (ii) the relevant portions of the Confidential Trial Materials that contain such third party's Confidential or OAEO material;
3. If no party or third party files a motion to seal some or all of the Confidential Trial Materials on or before April 14, 2017 or five (5) days after the entry of the Order, whichever is later, the Confidential Trial Materials will cease to be Confidential or OAEO and the Parties may use the Confidential Trial Materials in their presentations at the Representative

Assets trial and may file the Confidential Trial Materials (as necessary) on the Court's electronic docket;

4. If any party or third party files a motion to seal all or portions of the Confidential Trial Materials, the parties will use the Confidential Trial Materials in their presentations at the Representative Assets trial and file the Confidential Trial Materials on the Court's electronic docket as directed by the Court's order resolving those motions to seal.

Dated: New York, New York
March 31, 2017

New York, New York
March 31, 2017

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*Attorneys for Certain Term Loan Investor Defendants
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SO ORDERED

Dated: New York, New York
_____, 2017

Martin Glenn
United States Bankruptcy Judge