

Return Date: September 30, 2009

Response Due: August 26, 2009

Reply Due: September 16, 2009

GIBSON, DUNN & CRUTCHER LLP

200 Park Avenue, 47th Floor

New York, New York 10166

Telephone: (212) 351-4000

Facsimile: (212) 351-4035

Adam H. Offenhartz (To Argue Motion)

David Feldman

Matthew J. Williams

David J. Kerstein

ATTORNEYS FOR WILMINGTON TRUST COMPANY

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

In re

**MOTORS LIQUIDATION COMPANY *et al.*,
f/k/a General Motors Corp. *et al.*,**

Debtors.

Chapter 11

Case No. 09-50026 (REG)

(Jointly Administered)

**RADHA RAMANA MURTY NARUMANCHI
(MURTY) and RADHA BHAVATARINI DEVI
NARUMANCHI (DEVI),**

Plaintiffs *Pro Se*,

v.

GENERAL MOTORS CORP. *et al.*,

Defendants.

Adversary Proceeding

No. 09-00501 (REG)

**DECLARATION OF DAVID J. KERSTEIN IN SUPPORT OF
DEFENDANT WILMINGTON TRUST COMPANY'S
MOTION TO DISMISS PLAINTIFFS' ADVERSARY COMPLAINT**

DAVID J. KERSTEIN, an attorney duly licensed to practice law in the State of New York and in the Southern District of New York, hereby declares under penalty of perjury, pursuant to 28 U.S.C. § 1746, that the following is true and correct:

1. I am associated with Gibson, Dunn & Crutcher LLP, counsel for Defendant Wilmington Trust Company ("**WTC**") in this action.

2. I submit this declaration in support of Defendant Wilmington Trust Company's Motion to Dismiss Plaintiffs' Adversary Complaint, filed June 16, 2009.

3. Attached hereto as Exhibit 1 is a true and correct copy of the Indenture between General Motors Corporation and Citibank, N.A., Trustee, dated as of December 7, 1995 (the "**1995 Indenture**").

4. Attached hereto as Exhibit 2 is a true and correct copy of the Adversary Complaint of Plaintiffs Radha Ramana Murty Narumanchi (Murty) & Radha Bhavatarini Devi Narumanchi (Devi), filed on June 16, 2009 (the "**Complaint**").

5. Attached hereto as Exhibit 3 is a true and correct copy of *In re General Motors Corp.*, Ch. 11 Case No. 09-50026, slip op. (Bankr. S.D.N.Y. July 5, 2009) (the "**Decision**").

6. Attached hereto as Exhibit 4 is a true and correct copy of relevant portions of the Loan and Security Agreement by and between General Motors Corporation, as Borrower, and the United States Department of the Treasury, as Lender, dated as of December 31, 2008 (the "**LSA**").

7. Attached hereto as Exhibit 5 is a true and correct copy of the Joinder of Wilmington Trust Company to Limited Objection of the Official Committee of Unsecured Creditors to 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, filed on June 24, 2009 (Docket No. 2367) (the "**Joinder**").

8. Attached hereto as Exhibit 6 is a true and correct copy of Plaintiffs' Objection to Proposed "363 Sale" as per 6-2-2009 Motion of the Bankrupt, General Motors Corporation, filed on June 16, 2009 ("**Objection to Proposed '363 Sale'**").

9. Attached hereto as Exhibit 7 is a true and correct copy of Plaintiffs' Memorandum of Law in Opposition to Section 363 Sale, dated June 19, 2009 ("**Plaintiffs' Objections**").

10. Attached hereto as Exhibit 8 is a true and correct copy of a document entitled Re: 363 Sale Hearing on 6-30-2009—Notice of Creditor Radha Ramana Murty About Participation in the Hearing, filed on June 29, 2009 ("**Plaintiffs' Notice of Participation**").

11. Attached hereto as Exhibit 9 is a true and correct copy of relevant portions of the transcript of the July 2, 2009 proceedings in *In re General Motors Corp. et al.*, Ch. 11 Case No. 09-50026 (REG) (the "**July 2, 2009 Transcript**").

12. Attached hereto as Exhibit 10 is a true and correct copy of the Amendment to Objection of Oliver Addison Parker to the 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; and Joinder in and Adoption of the Unofficial Committee of Family & Dissident GM Bondholders' Objection to 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, dated June 22, 2009 (the "**Parker Objection**").

13. Attached hereto as Exhibit 11 is a true and correct copy of relevant portions of the transcript of the June 30, 2009 proceedings in *In re General Motors Corp. et al.*, Ch. 11 Case No. 09-50026 (REG) (the "**June 30, 2009 Transcript**").

14. Attached hereto as Exhibit 12 is a true and correct copy of relevant portions of the transcript of the July 1, 2009 proceedings in *In re General Motors Corp. et al.*, Ch. 11 Case No. 09-50026 (REG) (the "**July 1, 2009 Transcript**").

15. Attached hereto as Exhibit 13 is a true and correct copy of a letter from Stephen Karotkin to the Honorable Robert E. Gerber, dated July 2, 2009 (the "**July 2, 2009 Letter**").

16. Attached hereto as Exhibit 14 is a true and correct copy of the 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, entered on July 5, 2009 (the "**July 5, 2009 Order**").

17. Attached hereto as Exhibit 15 is a true and correct copy of the following unreported judicial decision: *HSBC Bank USA, Nat'l Ass'n v. Adelpia Commc'ns Corp.*, Nos. 07-CV-553A(RJA), 07-CV-555A(RJA), 07-CV-554A(RJA), 2009 WL 385474 (W.D.N.Y. Feb. 12, 2009)

I declare under penalty of perjury, pursuant to 28 U.S.C. § 1746, that the foregoing is true and correct.

Dated: New York, New York
July 16, 2009

/s/ David J. Kerstein
David J. Kerstein (DK-7017)

GIBSON, DUNN & CRUTCHER LLP
200 Park Avenue, 47th Floor
New York, New York 10166-0193
Telephone: (212) 351-4000
Facsimile: (212) 351-4035

*Attorneys for Defendant
Wilmington Trust Company*

EXHIBITS 1 – 15

TO BE FILED UNDER SEPARATE COVER