

HEARING DATE AND TIME: July 19, 2012 at 9:45 a.m. (Eastern Time)
OBJECTION DEADLINE: June 29, 2012 at 5:00 p.m. (Eastern Time)
REPLY DEADLINE: July 11, 2012 at 5:00 p.m. (Eastern Time)

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re:	: Chapter 11
	: :
MOTORS LIQUIDATION COMPANY, <i>et al.</i> ,	: Case No.: 09-50026 (REG)
f/k/a General Motors Corp., <i>et al.</i>	: :
	: (Jointly Administered)
Debtors.	: :
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MOTORS LIQUIDATION COMPANY GUC	: :
TRUST,	: :
	: :
Plaintiff,	: Adversary Proceeding
	: Case No.: 12-09802 (REG)
v.	: :
	: :
APPALOOSA INVESTMENT LIMITED	: :
PARTNERSHIP, <i>et al.</i> ,	: :
	: :
Defendants	: :
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DECLARATION OF SCOTT I. DAVIDSON
IN SUPPORT OF MOTION FOR SUMMARY
JUDGMENT FILED BY GENERAL MOTORS LLC

I, Scott I Davidson, an attorney admitted to practice before this Court, declare under the penalty of perjury, pursuant to 28 U.S.C. § 1746, that the following is true and correct:

1. I am counsel in the law firm of King & Spalding LLP, attorneys for General Motors LLC (“New GM”) in the above-entitled contested matter. I am fully familiar with the statements set forth below based on my personal knowledge. I submit this declaration in support of the *Motion by General Motors LLC for Summary Judgment*, filed simultaneously herewith.

2. True and correct copies of the documents identified in Exhibit "A" annexed hereto are contained in the Compendium of Exhibits filed simultaneously herewith.

Dated: June 8, 2012

/s/ Scott I. Davidson
Scott I. Davidson

EXHIBIT "A"

<u>EXHIBIT</u>	<u>DESCRIPTION</u>
A	Affidavit of Frederick A. Henderson Pursuant to Local Bankruptcy Rule 1007-2, dated June 1, 2009 [Docket No. 21]
B	Order dated July 5, 2009 approving 363 Sale, ¹ which has attached thereto the Amended and Restated Master Sale and Purchase Agreement (" <u>MSPA</u> ")
C	Declaration of Harry Wilson, dated June 25, 2009 [Docket No. 2577]
D	The Objection to Claims (as amended), dated November 11, 2010, filed by the GUC Trust
E	Relevant Excerpts from Sellers' Disclosure Schedules with respect to the MSPA, and Related E-Mails
F	Complaint, dated January 17, 2012, filed by the GUC Trust in the above-referenced Adversary Proceeding
G	Fiscal and Paying Agency Agreement, dated as of July 10, 2003
H	International Swap Dealers Association, Inc. Master Agreement and Schedules, and Currency Rate Confirmations
I	Relevant Transcript Excerpts from the Deposition of Lawrence S. Buonomo, dated April 18, 2012
J	Relevant Transcript Excerpts from the Deposition of Daniel Ammann, dated April 27, 2012
K	Relevant Transcript Excerpts from the Deposition of Thomas M. Mayer, dated May 29, 2012
L	Letter from Blake, Cassels, & Graydon LLP, dated January 27, 2009, a Letter from McInnes Cooper, dated February 4, 2009, a Letter from Blake, Cassels, & Graydon LLP, dated February 10, 2009, and a Letter from McInnes Cooper, dated February 13, 2009

¹ Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the *Statement of Undisputed Facts in Support of Motion for Summary Judgment filed by General Motors LLC*, filed simultaneously herewith.

M	Notice of Action with respect to Oppression Action
N	Email from Stephen Worth, dated March 18, 2009
O	Press Release, General Motors Co., <i>GM Statement on Auto Industry Restructuring</i> (March 30, 2009)
P	Form S-4, dated April 27, 2009
Q	Lock-Up Agreement, dated June 1, 2009
R	Relevant Transcript Excerpts from the Deposition of Daniel Gropper, dated March 14, 2012
S	Relevant Transcript Excerpts from the Deposition of Bruce Zirinsky, dated April 12, 2012
T	Relevant Transcript Excerpts from the Deposition of Bao Truong, dated April 20, 2012
U	Relevant Transcript Excerpts from the Deposition of James Bolin, dated April 11, 2012
V	Relevant Transcript Excerpts from the Deposition of Didric Cederholm, dated March 15, 2012
W	Relevant Transcript Excerpts from the Deposition of Maurita Sutedja, dated May 31, 2012
X	E-Mail from Daniel Ammann to Walter Borst, dated June 1, 2009 at 6:49 a.m.
Y	Promissory Note, dated as of May 29, 2009, and Trust Agreement, dated as of May 29, 2009
Z	TD Bank Wiring Documents for May 29, 2009
AA	GM Receipt, dated June 12, 2009, for \$78,500,000
BB	Amended Promissory Note, dated June 12, 2009
CC	GM Receipt, dated July 7, 2009, for \$372,589,733.33
DD	Relevant Transcript Excerpts from the Deposition of Lawrence S. Buonomo, dated May 8, 2012

EE	Escrow Agreement, dated as of June 4, 2009
FF	Notice of Meeting Respecting Extraordinary Resolution, published on June 3, 2009
GG	Relevant Transcript Excerpts from the Deposition of David Vanaskey, dated April 25, 2012
HH	Form 8-K, dated June 1, 2009
II	Relevant Excerpts from the Time Records of Kramer Levin for June, 2009
JJ	First Amendment, Consent and Waiver Under Debtor-In-Possession Credit Agreement, dated June 25, 2009
KK	Form 8-K, dated August 7, 2009 (Relevant Excerpts)
LL	Notice of Interim Report, dated August 11, 2009
MM	Relevant Transcript Excerpts from the Deposition of Joseph Smolinsky, dated May 24, 2012
NN	Relevant Excerpts from the Transcript of Sale Hearing, held on July 2, 2009
OO	Relevant Excerpts from the Transcript of the Final DIP Hearing held on June 25, 2009
PP	Email String beginning with Gordon Novod, dated July 1, 2009
QQ	Order of the Court, dated June 2, 2009, Approving Sale Procedures
RR	Relevant Excerpts from the Contract Database Maintained for Assumption/Assignment Purposes
SS	Consent to Bankruptcy Order for Nova Scotia Finance, dated June 4, 2009
TT	Form 8-K, dated October 9, 2009
UU	Relevant Excerpts from the Debtors' Confirmed Plan of Liquidation
VV	Relevant Excerpts from the Motors Liquidation Company GUC Trust Agreement
WW	Motors Liquidation Company GUC Trust Quarterly GUC Trust Reports as of

	March 31, 2012, filed with the Court on May 15, 2012 (Relevant Excerpts)
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