

Weil, Gotshal & Manges LLP

1300 Eye Street NW, Suite 900
Washington, DC 20005-3314
+1 202 682 7000 tel
+1 202 857 0940 fax

David R. Berz
+1 (202) 682-7190
david.berz@weil.com

January 17, 2013

Honorable Robert E. Gerber
United States Bankruptcy Court
Southern District of New York
One Bowling Green
New York, New York 10004-1408

Re: *In re Motors Liquidation Company* (f/k/a General Motors Corp.) (No. 09-50026); Request for Telephonic Conference Regarding *Motion of the Revitalizing Auto Communities Environmental Response Trust for an Order Pursuant to 11 U.S.C. §§ 105 and 1142 to Enforce Debtors' Payment Obligations Under the Second Amended Joint Chapter 11 Plan and the Confirmation Order* (ECF No. 11164)

Dear Judge Gerber,

Weil, Gotshal and Manges LLP is counsel to the Motors Liquidation Company DIP Lenders Trust (the "**MLC DIP Lenders Trust**"). The MLC DIP Lenders Trust would like to request a telephonic conference as to the status of the potential appeal of the RACER Ruling (as defined below) and the status of the attempt by the parties to reach a consensual resolution to avoid such an appeal. The parties to this matter, whose participation in the telephonic conference is requested, are the Revitalizing Auto Communities Environmental Response Trust ("**RACER**"), the United States of America, and the State of New York.

By way of background, on April 12, 2012, the Court held a hearing and issued an oral ruling (the "**RACER Ruling**") on the *Motion of the Revitalizing Auto Communities Environmental Response Trust for an Order Pursuant to 11 U.S.C. §§ 105 and 1142 to Enforce Debtors' Payment Obligations Under the Second Amended Joint Chapter 11 Plan and the Confirmation Order* (**ECF No. 11164**). At the hearing, the Court asked RACER to advise the Court on whether it intended to appeal the RACER Ruling.

On June 14, 2012, the Court held a telephonic conference with the parties, at which time RACER indicated that discussions were underway between the State of New York (on behalf of itself and other States), the United States of America, and RACER to arrive at a consensual resolution that would obviate the need for an appeal of the RACER Ruling.

Weil, Gotshal & Manges LLP

January 17, 2013
Page 2

The MLC DIP Lenders Trust believes that another telephonic conference will provide clarity on where the parties are in their discussions and will also assist the parties in arriving at a resolution. Indeed, RACER does not oppose the request for the new telephonic conference.

Please let me know if there is any other information I can provide. Assuming that the request for a telephonic conference is granted, we will be happy to coordinate with the other parties on scheduling a time that is acceptable to the Court and all parties. Thank you for your consideration of this matter.

Respectfully submitted,

/s/ David Berz
David Berz

CC: Carl Garvey, *Revitalizing Auto Communities Environmental Response Trust*
David Jones, *United States of America*
Maureen Leary, *State of New York*