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*Attorneys for General Motors LLC*

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

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<b>In re</b>	: <b>Chapter 11</b>
	:
<b>MOTORS LIQUIDATION COMPANY, et al.,</b>	: <b>Case No.: 09-50026 (REG)</b>
<b>f/k/a General Motors Corp., et al.</b>	:
	:
<b>Debtors.</b>	: <b>(Jointly Administered)</b>
	:
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**GENERAL MOTORS LLC’S COUNTER-DESIGNATION  
OF ADDITIONAL ITEMS TO BE INCLUDED IN THE RECORD ON APPEAL**

Pursuant to Rule 8009 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), General Motors LLC (“**New GM**”), as cross-appellant, submits this counter-designation of additional items to be included in the record on appeal in connection with the designation of record on appeal by Doris Powledge Phillips [ECF No. 13309] of the Judgment, dated June 1, 2015 [ECF No. 13177] (“**Judgment**”) and *Decision on Motion to Enforce Sale Order*, dated April 15, 2015 [ECF No. 13109] (“**Decision**”).

**COUNTER-DESIGNATION OF RECORD**

In addition to the items previously designated by other parties to the appeal of the Judgment and Decision (as may have been previously amended), New GM submits the following designation of additional items to be included in the record on appeal (including any exhibit, annex, appendix or addendum thereto) of the Judgment and Decision:

<b><u>Item No.</u></b>	<b><u>Date Filed</u></b>	<b><u>Description</u></b>	<b><u>Docket No.</u></b>
1.	08/25/2010	Transfer Agreement FRBP Transfer Agreement 3001 (e) 2 Transferors: Doris Powledge (Claim No. 44614, Amount \$55,000,000.00). To Dover Master Fund II, L.P., dated August 25, 2010	6793
2.	08/25/2010	Transfer Agreement FRBP Transfer Agreement 3001 (e) 2 Transferors: Amber Powledge (Claim No.44615, Amount \$5,000,000.00). To Dover Master Fund II, L.P., dated August 25, 2010	6794
3.	08/25/2010	Transfer Agreement FRBP Transfer Agreement 3001 (e) 2 Transferors: Austin Powledge (Claim No. 44616, Amount \$5,000,000.00). To Dover Master Fund II, L.P., dated August 25, 2010	6795
4.	08/25/2010	Transfer Agreement FRBP Transfer Agreement 3001 (e) 2 Transferors: Mary Powledge (Claim No. 44617, Amount \$5,000,000.00). To Dover Master Fund II, L.P., dated August 25, 2010	6796
5.	4/20/2015	Objection By General Motors LLC to Plaintiffs First Amended Rule 60(B)(6) Motion For Relief from August 9, 2010 Stipulation And Settlement Resolving Claim No. 44614, Or Alternatively, Rule 60(D) Motion to Set Aside	13112
6.	04/20/2015	Response of GUC Trust Administrator to Mrs. Phillips' Amended Motion for Relief from, Or To Set Aside, the August 9, 2010 Stipulation and Settlement Resolving Claim No. 44614	13113
7.	04/20/2015	Declaration of Lisa H. Rubin, Esq. in Support of Response of GUC Trust Administrator to Mrs. Phillips' Amended Motion for Relief from, Or To Set Aside, the August 9, 2010 Stipulation and Settlement Resolving Claim No. 44614	13114

8.	04/21/2015	Exhibit 12 to the Declaration of Lisa Rubin, Esq. in Support of Response of GUC Trust Administrator to Mrs. Phillips' Amended Motion for Relief from, Or To Set Aside, the August 9, 2010 Stipulation and Settlement Resolving Claim No. 44614	13116
9.	05/12/2015	Joint Letter on behalf of the GUC Trust and New GM re: Spaulding Decision	13138
10.	05/12/2015	Letter to the Honorable Judge Gerber Filed by Joshua Paul Davis on behalf of Doris Powledge	13142
11.	05/13/2015	Joint Letter from Lisa H. Rubin and Arthur Steinberg, on Behalf of the GUC Trust and New GM to The Honorable Robert R. Gerber, United States Bankruptcy Court Southern District of New York, dated May 13, 2015, regarding Amended Motion of Doris Powledge Phillips	13145
12.	05/08/2015	Transcript regarding Hearing Held on 5/7/2015 9:47 AM RE: Motion Filed by Doris Phillips for Relief from August 9, 2010 Stipulation and Settlement Resolving Claim No. 44614, or Alternatively, Motion to Set Aside	13151

Dated: New York, New York  
August 3, 2015

Respectfully submitted,

/s/ Arthur Steinberg

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