

HEARING DATE AND TIME: June 30, 2017 at 11:00 a.m. (Eastern Time)
OBJECTION DEADLINE: June 23, 2016 at 4:00 p.m. (Eastern Time)

BINDER & SCHWARTZ LLP

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Company Avoidance Action Trust*

**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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**NOTICE OF HEARING ON MOTION OF MOTORS LIQUIDATION COMPANY
AVOIDANCE ACTION TRUST FOR ENTRY OF ORDER PURSUANT TO SECTIONS
105 AND 1142 OF THE BANKRUPTCY CODE AND BANKRUPTCY RULE 3020(d) (I)
APPROVING AMENDMENTS TO THE SECOND AMENDED AND RESTATED
AVOIDANCE ACTION TRUST AGREEMENT, (II) AUTHORIZING THE
AVOIDANCE ACTION TRUST TO ENTER INTO A CAPITAL PROVISION
AGREEMENT AND TO GRANT A LIEN TO THE CAPITAL PROVIDERS, AND (III)
AUTHORIZING THE AVOIDANCE ACTION TRUST AND AVOIDANCE ACTION
TRUST ADMINISTRATOR TO USE A \$1,750,759.93 SETTLEMENT HOLDBACK
TO FUND NECESSARY FEES, COSTS AND EXPENSES OF
THE AVOIDANCE ACTION TRUST**

PLEASE TAKE NOTICE that on June 7, 2017, Wilmington Trust Company, solely in its capacity as trust administrator and trustee (the “**Avoidance Action Trust Administrator**”) of the Motors Liquidation Company Avoidance Action Trust (the “**Avoidance Action Trust**”), as established under the Debtors’ Second Amended Joint Chapter 11 Plan dated as of March 18, 2011

[Bankr. Dkt. No. 9836] (as confirmed, the “**Plan**”) of the above-captioned post-effective date debtors (the “**Debtors**”), submits this motion (the “**Motion**”), pursuant to sections 105 and 1142 of title 11 of the United States Code (the “**Bankruptcy Code**”) and Rule 3020(d) of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), seeking entry of an order, substantially in the form attached to the Motion as Exhibit A (the “**Approval Order**”), (i) approving the capital provision agreement attached to the Motion as Exhibit B (the “**Capital Provision Agreement**”) between the Avoidance Action Trust and private litigation funders Cynthania LLC and Earlham LLC (collectively, the “**Capital Providers**”), (ii) authorizing the Avoidance Action Trust and the Avoidance Action Trust Administrator to enter into the Third Amended and Restated Motors Liquidation Company Avoidance Action Trust Agreement (the “**Third Amended Avoidance Action Trust Agreement**”) substantially in the form attached to the Motion as Exhibit C, which amends the Second Amended and Restated Motors Liquidation Company Avoidance Action Trust Agreement, dated as of August 25, 2016 and attached to the Motion as Exhibit D (the “**Second Amended Avoidance Action Trust Agreement**”),¹ (iii) authorizing the Avoidance Action Trust to take all actions necessary or appropriate to effectuate the Capital Provision Agreement, including the granting of a second-priority lien in favor of the Capital Providers on specified property of the Avoidance Action Trust; (iv) pursuant to Sections 6.1(b)(ii) and (iii) of the Second Amended Avoidance Action Trust Agreement, authorizing the Avoidance Action Trust and Avoidance Action Trust Administrator to use \$1,750,759.93 in Proceeds from settlements between the Avoidance Action Trust and certain Term Loan Defendants, as defined in the Motion, entered into by these parties and paid to the Avoidance Action Trust prior to the execution of the Capital

¹ A redline comparing the proposed Third Amended Avoidance Action Trust Agreement to the Second Amended Avoidance Action Trust Agreement is attached to the Motion as Exhibit E.

Provision Agreement (the “**Settlement Holdback**”), to satisfy a portion of the current fees, costs and expenses of the Avoidance Action Trust; and (v) granting such other and further relief as may be necessary, all as more fully described in the Motion, and that a hearing will be held before the Honorable Judge Martin Glenn, United States Bankruptcy Judge, in Room 523 of the United States Bankruptcy Court for the Southern District of New York, One Bowling Green, New York, New York 10004, on **June 30, 2017 at 11:00 a.m. (Eastern Time)**, or as soon thereafter as counsel may be heard.

PLEASE TAKE FURTHER NOTICE that any responses or objections to this Motion must be in writing, shall conform to the Federal Rules of Bankruptcy Procedure and the Local Rules of the Bankruptcy Court, and shall be filed with the Bankruptcy Court (a) electronically in accordance with General Order M-399 (which can be found at www.nysb.uscourts.gov) by registered users of the Bankruptcy Court’s filing system, and (b) by all other parties in interest, on a CD-ROM or 3.5 inch disk, in text-searchable portable document format (PDF) (with a hard copy delivered directly to Chambers), in accordance with the customary practices of the Bankruptcy Court and General Order M-399, to the extent applicable, and served in accordance with General Order M-399 and on Binder & Schwartz LLP, attorneys for Wilmington Trust Company as Avoidance Action Trust Administrator, 366 Madison Avenue, 6th Floor, New York, New York 10017 (Attn: Eric B. Fisher, Esq. & Neil S. Binder, Esq.), so as to be received no later than **June 23, 2017 at 4:00 p.m. (Eastern Time)** (the “**Objection Deadline**”).

PLEASE TAKE FURTHER NOTICE that if no objections are timely filed and served with respect to the Motion, Wilmington Trust Company, acting in its capacity as Avoidance Action Trust Administrator may, on or after the Objection Deadline, submit to the

Bankruptcy Court the Stipulation and Order, along with a separate order, substantially in the form of the proposed order annexed to the Motion, both of which may be entered with no further notice or opportunity to be heard offered to any party.

Dated: June 7, 2016
New York, New York

Respectfully submitted,

BINDER & SCHWARTZ LLP

/s/Eric B. Fisher

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