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August 17, 2017

VIA EMAIL AND ECF FILING

The Honorable Martin Glenn
United States Bankruptcy Judge
United States Bankruptcy Court
Southern District of New York
Alexander Hamilton Custom House
One Bowling Green
New York, New York 10004

RE: In re Motors Liquidation Company, et al., Case No. 09-50026 (MG)

Dear Judge Glenn:

As a supplement to Plaintiffs' letter [Docket No. 14061], and for today's Court Conference, we enclose relevant email communications from the GUC Trust and Participating Unitholders on one hand, and the Plaintiffs, on the other, showing a binding settlement agreement among the parties.

The communications show that there was an agreement in principle as early as August 3, 2017; and the GUC Trust gave final approval to all of the settlement documentation on August 12, 2017. See **Exhibit A**. The GUC Trust authorized disclosure of the settlement agreement to New GM on August 14th, showing its intention to be bound. See **Exhibit B**. Likewise, Akin Gump Strauss Hauer & Feld, LLP, counsel to holders of approximately 65 percent of the GUC Trust Units affirmatively confirmed its final approval of the agreement and that there were no issues left unresolved. See **Exhibit B**. The GUC Trust cannot now back-away from its commitments via an obsolete excuse, inapplicable to the course of dealing between and among the parties, that the client did not sign the paperwork that had been final and agreed upon for days. Their malodorous change of heart does not undo the GUC Trust's binding acceptance of the settlement agreement under New York law. See Winston v. Mediafore Entm't Corp., 777 F.2d 78, 80 (2d Cir. 1985); Kowalchuk v. Stroup, 61 A.D.3d 118, 121 (1st Dep't 2009); Guardian Life Ins. Co. of Am. v. Calkins, No. 12 Civ. 8863 (JGK), 2014 WL 61475, at *2-3 (S.D.N.Y. Jan. 6, 2014).

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We look forward to seeing Your Honor at the conference today.

Respectfully submitted,

/s/ Howard S. Steel
Edward S. Weisfelner
Howard S. Steel
BROWN RUDNICK LLP
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New York, New York 10036
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hsteel@brownrudnick.com

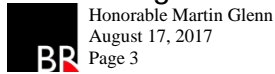
Sander L. Esserman
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A PROFESSIONAL CORPORATION
2323 Bryan Street, Ste 2200
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*Designated Counsel for the Ignition Switch
Plaintiffs and Certain Non-Ignition Switch
Plaintiffs in the Bankruptcy Court*

Steve W. Berman (admitted pro hac vice)
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1918 Eighth Avenue, Suite 3300
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Elizabeth J. Cabraser
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275 Battery Street, 29th Floor
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*Co-Lead Counsel for the Ignition Switch
Plaintiffs and Certain Non-Ignition Switch
Plaintiffs in the MDL Court*



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Gregory W. Fox
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wweintraub@goodwinlaw.com
gfox@goodwinlaw.com

*Counsel to Ignition Switch Pre-Closing Accident
Plaintiffs Represented By Hilliard Muñoz Gonzales
L.L.P.*

Robert Hilliard
HILLIARD MUÑOZ GONZALES LLP
719 South Shoreline, Suite 500
Corpus Christi, Texas 78401
Tel: 361-882-1612
bobh@hmglawfirm.com

*Counsel for Certain Ignition Switch Pre-Closing
Accident Plaintiffs*

cc: Counsel of Record via CM/ECF
Honorable Jesse M. Furman

EXHIBIT A

Subject: FW: Motors - GUC Settlement (FRE 408)

From: Martorana, Keith R. [<mailto:KMartorana@gibsondunn.com>]
Sent: Monday, August 14, 2017 10:09 AM
To: Steel, Howard S.
Subject: RE: Motors - GUC Settlement (FRE 408)

External E-mail. Use caution accessing links or attachments.

Howie – I spoke to Akin, and we are ok with this. So I think our last point is in the declarations that it should read that “counsel to the Participating Unitholders” participated in negotiations.

Keith Martorana
Of Counsel

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From: Steel, Howard S. [<mailto:HSteel@brownrudnick.com>]
Sent: Saturday, August 12, 2017 4:36 PM
To: Martorana, Keith R. <KMartorana@gibsondunn.com>
Subject: RE: Motors - GUC Settlement (FRE 408)

Thanks, understood

From: Martorana, Keith R. [<mailto:KMartorana@gibsondunn.com>]
Sent: Saturday, August 12, 2017 4:34 PM
To: Steel, Howard S.
Subject: Re: Motors - GUC Settlement (FRE 408)

External E-mail. Use caution accessing links or attachments.

They had the comment about the two courts (bankruptcy court and district court) hearing the allocation issue and related proceedings. They were worried that the idea of involving two courts would turn off judge glenn. I suspect they will get over this issue, but since it was their comment i can't sign-off for them.

On Aug 12, 2017, at 4:02 PM, Steel, Howard S. <HSteel@brownrudnick.com> wrote:

What's open item? per your subsequent email? thanks

From: Martorana, Keith R. [<mailto:KMartorana@gibsondunn.com>]
Sent: Saturday, August 12, 2017 1:41 PM
To: Steel, Howard S.; 'Weintraub, William P'; Forster, Jill L.; Daniel H. Golden - Akin Gump Strauss Hauer & Feld LLP (dgolden@akingump.com); dnewman@akingump.com; Moss, Naomi; Williams, Matt J.; Gillett, Gabriel K.; Chorba, Christopher; Fox, Gregory W.; Bob Hilliard; Steve Shadowen; Thomas J. Henry; Michael E. Henry; Lnorman@andrewsmyers.com; kelly@hmglawfirm.com
Cc: Weisfelner, Edward S.; Steve Berman; Chris O'Hara (ChrisO@hbssl.com); Elizabeth Cabraser (ecabraser@lchb.com); Geman, Rachel; esserman@sbep-law.com
Subject: RE: Motors - GUC Settlement (FRE 408)

External E-mail. Use caution accessing links or attachments.

SUBJECT TO FRE 408

From the GUC Trust perspective, all of the documents sent over by Howie (subject to one item we are discussing with Akin in the Settlement Agreement) are fine. In addition, please find (i) the DTC Notice that would be attached as an exhibit to the Notice Motion, and (ii) the Beth Andrews Declaration in support of the Settlement Motion.

Please let us know if you have any questions regarding the attached.

Keith Martorana
Of Counsel

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From: Steel, Howard S. [<mailto:HSteel@brownrudnick.com>]
Sent: Friday, August 11, 2017 3:09 PM
To: Martorana, Keith R. <KMartorana@gibsondunn.com>; 'Weintraub, William P' <WWeintraub@goodwinlaw.com>; Forster, Jill L. <JForster@brownrudnick.com>; Daniel H. Golden - Akin Gump Strauss Hauer & Feld LLP (dgolden@akingump.com) <dgolden@akingump.com>; dnewman@akingump.com; Moss, Naomi <nmoss@akingump.com>; Williams, Matt J. <MJWilliams@gibsondunn.com>; Gillett, Gabriel K. <GGillett@gibsondunn.com>; Chorba, Christopher <CChorba@gibsondunn.com>; Fox, Gregory W. <GFox@goodwinlaw.com>; Bob Hilliard <bobh@hmglawfirm.com>; Steve Shadowen <steve@hilliardshadowenlaw.com>; Thomas J. Henry <tjh@tjhlaw.com>; Michael E. Henry <mehenry@thomashenrylaw.com>; Lnorman@andrewsmyers.com; kelly@hmglawfirm.com
Cc: Weisfelner, Edward S. <EWeisfelner@brownrudnick.com>; Steve Berman <Steve@hbssl.com>; Chris O'Hara (ChrisO@hbssl.com) <ChrisO@hbssl.com>; Elizabeth Cabraser (ecabraser@lchb.com) <ecabraser@lchb.com>; Geman, Rachel <rgeman@lchb.com>; esserman@sbep-law.com
Subject: RE: Motors - GUC Settlement (FRE 408)

SUBJECT TO FRE 408

Updated docs per today's all-hands. Hoping these are final and we can schedule signatures. Please let us know if we missed anything. Thanks and have a nice weekend.

1. Settlement Agreement and Redline
2. Settlement Order
3. Claims Estimate Order and redline
4. 9019 Motion and redline
5. Berman/Cabraser Declaration
6. Notice Motion and redline
7. Long Form Notice
8. Short Form Notice
9. Cam Azari Declaration

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From: Martorana, Keith R. [<mailto:KMartorana@gibsondunn.com>]
Sent: Tuesday, August 08, 2017 8:52 PM
To: Steel, Howard S.; 'Weintraub, William P'; Forster, Jill L.; Daniel H. Golden - Akin Gump Strauss Hauer & Feld LLP (dgolden@akingump.com); dnewman@akingump.com; Moss, Naomi; Williams, Matt J.; Gillett, Gabriel K.; Chorba, Christopher; Fox, Gregory W.; Bob Hilliard; Steve Shadowen; Thomas J. Henry
Cc: Weisfelner, Edward S.; Steve Berman; Chris O'Hara (ChrisO@hbsslaw.com); Elizabeth Cabraser (ecabraser@lchb.com); Geman, Rachel; esserman@sbep-law.com
Subject: RE: Motors - GUC Settlement (FRE 408)

External E-mail. Use caution accessing links or attachments.

SUBJECT TO FRE 408

All – attached please find combined GDC/AG comments to the following:

1. Settlement Agreement
2. Settlement Order
3. Claims Estimate Order
4. 9019 Motion
5. Notice Motion

6. Long Form Notice
7. Cam Azari Declaration

We had no comments to the short form notice or Berman / Cabraser / Hilliard Declaration (the most recent versions have been reattached for the sake of completeness). Please note that we have been engaged in discussions with Lisa Norman who is counsel to the "Additional Ignition Switch Pre-Closing Accident Plaintiffs," and we understand that they are amenable to becoming signatories to the Settlement Agreement. Accordingly, the attached Settlement Agreement includes her firm as a PIWD Counsel. In addition, we understand from Akin that BR will be providing the back-up for the new cost of the Noticing Plan – please provide this document when possible.

Please note that the attached remains subject to the ongoing review and comment of our clients. Please let us know if you would like to discuss the attached.

Keith Martorana
Of Counsel

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From: Steel, Howard S. [<mailto:HSteel@brownrudnick.com>]
Sent: Monday, August 7, 2017 12:58 PM
To: Martorana, Keith R. <KMartorana@gibsondunn.com>; 'Weintraub, William P' <WWeintraub@goodwinlaw.com>; Forster, Jill L. <JForster@brownrudnick.com>; Daniel H. Golden - Akin Gump Strauss Hauer & Feld LLP (dgolden@akingump.com) <dgolden@akingump.com>; dnewman@akingump.com; Moss, Naomi <nmoss@akingump.com>; Williams, Matt J. <MJWilliams@gibsondunn.com>; Gillett, Gabriel K. <GGillett@gibsondunn.com>; Chorba, Christopher <CChorba@gibsondunn.com>; Fox, Gregory W. <GFox@goodwinlaw.com>; Bob Hilliard <bobh@hmgllawfirm.com>; Steve Shadowen <steve@hilliardshadowenlaw.com>; Thomas J. Henry <tjh@tjhlaw.com>
Cc: Weisfelner, Edward S. <EWeisfelner@brownrudnick.com>; Steve Berman <Steve@hbsslaw.com>; Chris O'Hara (ChrisO@hbsslaw.com) <ChrisO@hbsslaw.com>; Elizabeth Cabraser (ecabraser@lchb.com) <ecabraser@lchb.com>; Geman, Rachel <rgeman@lchb.com>; esserman@sbeplaw.com
Subject: RE: Motors - GUC Settlement (FRE 408)

SUBJECT TO FRE 408

All - attached please find combined EL and PI comments to all docs.

Index:

1. Settlement Agreement
2. Settlement Order
3. Claims Estimate Order
4. 9019 Motion
5. Notice Motion
6. Short Form Notice
7. Long Form Notice
8. Berman / Cabraser / Hilliard Declaration
9. Cam Azari Declaration

Please let us know where we are final, and any comments / anything you would like to discuss. Thanks.

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hsteel@brownrudnick.com

From: Martorana, Keith R. [<mailto:KMartorana@gibsondunn.com>]
Sent: Thursday, August 03, 2017 3:22 PM
To: Steel, Howard S.; 'Weintraub, William P'; Forster, Jill L.; Daniel H. Golden - Akin Gump Strauss Hauer & Feld LLP (dgolden@akingump.com); dnewman@akingump.com; Moss, Naomi; Williams, Matt J.; Gillett, Gabriel K.; Chorba, Christopher; Fox, Gregory W.; Bob Hilliard; Steve Shadowen; Thomas J. Henry
Cc: Weisfelner, Edward S.; Steve Berman; Chris O'Hara (ChrisO@hbsslw.com); Elizabeth Cabraser (ecabraser@lchb.com); Geman, Rachel; esserman@sbep-law.com
Subject: RE: Motors - GUC Settlement (FRE 408)

External E-mail. Use caution accessing links or attachments.

SUBJECT TO FRE 408

All – attached please find the following, each of which remains subject to the ongoing review and comment of our clients:

- A revised settlement agreement (new version incorporates the comments of GP and minor clean-ups);
- A revised settlement order (minor clean-ups);
- A revised claims estimate order (minor clean-ups);
- A revised long-form notice (slight changes);
- A revised short-form notice (slight changes);
- A revised Settlement Motion.

I believe that is all of the documents that GDC/AG held the pen on. I believe we are awaiting a return draft of the notice motion/order from you. Please let us know if you would like to discuss any of the attached.

Keith Martorana
Of Counsel

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EXHIBIT B

Subject: FW: Motors - GUC Trust Settlement Agreement - SUBJECT TO FRE 408

From: Martorana, Keith R. [<mailto:KMartorana@gibsondunn.com>]
Sent: Monday, August 14, 2017 7:30 PM
To: Steel, Howard S.
Subject: Re: Motors - GUC Trust Settlement Agreement - SUBJECT TO FRE 408

External E-mail. Use caution accessing links or attachments.

You can send now. Nothing to add in the note

On Aug 14, 2017, at 7:27 PM, Steel, Howard S. <HSteel@brownrudnick.com> wrote:

Thanks, want me to send now or wait?

Want any language added to the note to Arthur?

From: Martorana, Keith R. [<mailto:KMartorana@gibsondunn.com>]
Sent: Monday, August 14, 2017 7:26 PM
To: Steel, Howard S.
Subject: Re: Motors - GUC Trust Settlement Agreement - SUBJECT TO FRE 408

External E-mail. Use caution accessing links or attachments.

We are waiting for final approval from client, but unlikely to come tonight. You are, however, authorized to send current versions to New GM this evening

On Aug 14, 2017, at 6:44 PM, Steel, Howard S. <HSteel@brownrudnick.com> wrote:

How's the trust looking on sign off?

From: Golden, Daniel [<mailto:dgolden@AkinGump.com>]
Sent: Monday, August 14, 2017 4:10 PM
To: Steel, Howard S.; Martorana, Keith R.; Weintraub, William P; Fox, Gregory W.; Newman, Deborah; Moss, Naomi; Williams, Matt J.; Gillett, Gabriel K.; Chorba, Christopher; bobh@hmglawfirm.com; steve@hilliardshadowenlaw.com; tjh@tjhlaw.com; mehenry@thomasjhenrylaw.com; Lnorman@andrewsmyers.com; kelly@hmglawfirm.com
Cc: Weisfelner, Edward S.; Steve@hbssl.com; ChrisO@hbssl.com; ecabraser@lchb.com; Geman, Rachel (External); esserman@sbep-law.com; Forster, Jill L.
Subject: RE: Motors - GUC Trust Settlement Agreement - SUBJECT TO FRE 408

External E-mail. Use caution accessing links or attachments.

I think that is right; participating holders are signed off subject to guc trust being signed off

Daniel H. Golden

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From: Steel, Howard S. [<mailto:HSteel@brownrudnick.com>]

Sent: Monday, August 14, 2017 4:06 PM

To: Golden, Daniel; Martorana, Keith R.; Weintraub, William P; Fox, Gregory W.; Newman, Deborah; Moss, Naomi; Williams, Matt J.; Gillett, Gabriel K.; Chorba, Christopher; bobh@hmglawfirm.com; steve@hilliardshadowenlaw.com; tjh@tjhlaw.com; mehenry@thomasjhenrylaw.com; lnorman@andrewsmyers.com; kelly@hmglawfirm.com

Cc: Weisfelner, Ed (External); Steve@hbsslaw.com; ChrisO@hbsslaw.com; ecabraser@lchb.com; Geman, Rachel (External); esserman@sbep-law.com; Forster, Jill L.

Subject: RE: Motors - GUC Trust Settlement Agreement - SUBJECT TO FRE 408

We can send to him when everyone signed off - please advise if you have not already

To confirm will send to him: all of docs circulated to this group this morning. will not be sending him proffered evidence and expert reports

From: Golden, Daniel [<mailto:dgolden@AkinGump.com>]

Sent: Monday, August 14, 2017 3:48 PM

To: Martorana, Keith R.; Steel, Howard S.; Weintraub, William P; Fox, Gregory W.; Newman, Deborah; Moss, Naomi; Williams, Matt J.; Gillett, Gabriel K.; Chorba, Christopher; bobh@hmglawfirm.com; steve@hilliardshadowenlaw.com; tjh@tjhlaw.com; mehenry@thomasjhenrylaw.com; lnorman@andrewsmyers.com; kelly@hmglawfirm.com

Cc: Weisfelner, Edward S.; Steve@hbsslaw.com; ChrisO@hbsslaw.com; ecabraser@lchb.com; Geman, Rachel (External); esserman@sbep-law.com; Forster, Jill L.

Subject: RE: Motors - GUC Trust Settlement Agreement - SUBJECT TO FRE 408

External E-mail. Use caution accessing links or attachments.

Can someone please advise me who will be in a position to send the final documentation to Arthur by cob today. We need to do this so he doesn't use this as an excuse at the Thursday chambers conference.

Daniel H. Golden

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From: Martorana, Keith R. [<mailto:KMartorana@gibsondunn.com>]
Sent: Monday, August 14, 2017 3:46 PM
To: Steel, Howard S.; Weintraub, William P; Fox, Gregory W.; Golden, Daniel; Newman, Deborah; Moss, Naomi; Williams, Matt J.; Gillett, Gabriel K.; Chorba, Christopher; bobh@hmglawfirm.com; steve@hilliardshadowenlaw.com; tjh@tjhlaw.com; mehenry@thomasihenrylaw.com; Lnorman@andrewsmyers.com; kelly@hmglawfirm.com
Cc: Weisfelner, Ed (External); Steve@hbsslaw.com; ChrisO@hbsslaw.com; ecabraser@lchb.com; Geman, Rachel (External); esserman@sbep-law.com; Forster, Jill L.
Subject: RE: Motors - GUC Trust Settlement Agreement - SUBJECT TO FRE 408

On the DTC Notice, the percentage of Unitholders represented by Akin should be 65%. If you are controlling the final versions of the documents, can you please make that change?

At this point we do not have any further comments, but are obtaining final sign-off from our client.

Keith Martorana
Of Counsel

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From: Steel, Howard S. [<mailto:HSteel@brownrudnick.com>]
Sent: Monday, August 14, 2017 1:32 PM
To: Weintraub, William P <WWeintraub@goodwinlaw.com>; Fox, Gregory W. <GFox@goodwinlaw.com>; dgolden@akingump.com; dnewman@akingump.com; nmoss@akingump.com; Williams, Matt J. <MJWilliams@gibsondunn.com>; Gillett, Gabriel K. <GGillett@gibsondunn.com>; Chorba, Christopher <CChorba@gibsondunn.com>; bobh@hmglawfirm.com; steve@hilliardshadowenlaw.com; tjh@tjhlaw.com; mehenry@thomasihenrylaw.com; Lnorman@andrewsmyers.com; kelly@hmglawfirm.com; Martorana, Keith R. <KMartorana@gibsondunn.com>
Cc: Weisfelner, Edward S. <EWeisfelner@brownrudnick.com>; Steve@hbsslaw.com; ChrisO@hbsslaw.com; ecabraser@lchb.com; rgeman@lchb.com; esserman@sbep-law.com; Forster, Jill L. <JForster@brownrudnick.com>
Subject: Motors - GUC Trust Settlement Agreement - SUBJECT TO FRE 408

SUBJECT TO FRE 408

Please see attached proposed final execution versions of all of the documents. Redlines are to versions circulated Friday.

Please let us know any comments or questions and confirm when you are signed off. Thanks.

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