

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

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In re

MOTORS LIQUIDATION COMPANY, *et al.*,  
f/k/a General Motors Corp., *et al.*,

Debtors.

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MOTORS LIQUIDATION COMPANY,

Plaintiff/Counter-Defendant,

v.

MCM Management Corp.,

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Defendant/Counter-Plaintiff.

) Chapter 11 Case No.

) 09-50026 (REG)

) (Jointly Administered)

) Adv. Pro. No. 10-05008

**STIPULATED PROTECTIVE ORDER  
REGARDING CONFIDENTIAL INFORMATION**

Upon the Stipulation of the parties and this Court being fully advised in the premises, this Court finds that a Protective Order regarding financial, confidential, proprietary and/or trade secret information should be entered in this matter, and accordingly,

**IT IS ORDERED THAT:**

1. This Protective Order is hereby entered in this matter and governs certain documents produced and information exchanged by the parties, Plaintiff/Counter-Defendant Motors Liquidation Company (“MCL”) and Defendant/Counter-Plaintiff MCM Management Corp. (“MCM”) (collectively referred to as the “Parties”), for the reason that such documents and information may contain financial, confidential, proprietary, and/or trade secret information as defined herein:

2. The term “Confidential” refers to any document, and any information, which relates to financial, non-public or proprietary or trade secret information regarding the

Parties, and their employees, services, products, the manner in which the Parties conduct business or information regarding the Parties' agents, customers or customers' business, whether or not any of that information may be deemed a trade secret.

3. All information, in whatever form, discovered from examination of Confidential documents or documents containing Confidential information, and all information derived from a review of those Confidential documents, shall be used only for or in connection with the proceedings, *Motors Liquidation Corporation, et. al, v. MCM Management Corporation*, Adv. Pro. No. 10-05008 (the "Proceedings"), up to and including trial and any/all potential appeals. Such information shall not be used for any other purpose whatsoever.

4. Any document or information that a party intends to be covered by this Order will be identified by a marking stating: "Confidential." Such "Confidential" designation can be made at any time during the proceedings. All information designated as "Confidential" shall be subject to the provisions of this Stipulated Protective Order.

5. A party to this action may disclose Confidential documents and information to experts and witnesses in connection with this proceeding or the Proceedings, provided that such party, expert or witness expressly has read and agrees to abide by the provisions of this Order. Counsel may also use Confidential documents and information as necessary including at depositions, court proceedings, at the time of trial (to the extent admissible) and for purposes of any potential appeals.

6. Documents produced by the Parties pursuant to this Order may be disseminated to the Court and its representatives or staff in connection with any motions and other submissions to this Court presiding over the Proceedings; provided, however, that any document designated as Confidential shall be filed under seal.

7. If there is a dispute about whether a document should or should not be designated Confidential, the party shall advise opposing counsel, in writing. If the issue cannot be resolved within 10 days, the issue will be presented to and resolved by the Court. In the event that any such dispute as to whether any document is properly designated as “confidential” is brought before the Court for resolution, the burden shall be on the party seeking to maintain the “confidential” designation to show that such designation is warranted.

8. All Confidential documents shall retain that designation and shall remain subject to this Order until such time, if ever, as the Court renders a decision that any challenged documents shall not be covered by the terms of the Order.

9. At the conclusion of this action and the Proceedings, upon request, the Parties and their counsel shall represent in writing that all Confidential documents and information, including any summaries or extracts of such documents or information, have been destroyed.

**[signatures follow]**

IT IS SO STIPULATED this 7th day of March, 2011.

PEPPER HAMILTON LLP

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IT IS SO ORDERED.

Dated: New York, New York  
March 10, 2011

s/ Robert E. Gerber  
UNITED STATES BANKRUPTCY JUDGE