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Attorneys for Debtors and  
Debtors in Possession

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

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In re : Chapter 11 Case No.  
MOTORS LIQUIDATION COMPANY, *et al.*, : 09-50026 (REG)  
f/k/a General Motors Corp., *et al.* :  
Debtors. : (Jointly Administered)  
-----X

**NOTICE OF HEARING ON MOTION OF DEBTORS FOR ENTRY OF  
ORDER PURSUANT TO 11 U.S.C. § 105(a) AND FED. R. BANKR. P. 1015(c)  
AND 9007 ESTABLISHING NOTICE AND CASE MANAGEMENT PROCEDURES**

Upon the Motion, dated July 21, 2009 (the “**Motion**”),<sup>1</sup> of Motors Liquidation Company (f/k/a General Motors Corporation) and its affiliated debtors, as debtors in possession (collectively, the “**Debtors**”), pursuant to section 105(a) of title 11, United States Code and Rules 1015(c) and 9007 of the Federal Rules of Bankruptcy Procedure, for entry of an order establishing notice and other administrative case management procedures, as more fully set forth in the Motion, a hearing will be held before the Honorable Robert E. Gerber, United States Bankruptcy Judge, in Room 621 of the United States Bankruptcy Court for the Southern District

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<sup>1</sup> Capitalized terms used herein and not otherwise defined herein shall have the meanings ascribed to such terms in the Motion to Shorten Time.

of New York, One Bowling Green, New York, New York 10004, on **August 3, 2009 at 9:45 a.m. (Eastern Time)**, or as soon thereafter as counsel may be heard.

PLEASE TAKE FURTHER NOTICE that any responses or objections to the 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-242 (which can be found at [www.nysb.uscourts.gov](http://www.nysb.uscourts.gov)) by registered users of the Bankruptcy Court's filing system, and (b) by all other parties in interest, on a 3.5 inch disk, preferably in Portable Document Format (PDF), WordPerfect, or any other Windows-based word processing format (with a hard copy delivered directly to Chambers), in accordance with General Order M-182 (which can be found at [www.nysb.uscourts.gov](http://www.nysb.uscourts.gov)), and served in accordance with General Order M-242, and on (i) Weil, Gotshal & Manges LLP, attorneys for the Debtors, 767 Fifth Avenue, New York, New York 10153 (Attn: Harvey R. Miller, Esq., Stephen Karotkin, Esq., and Joseph H. Smolinsky, Esq.); (ii) the Debtors, c/o Motors Liquidation Company, 300 Renaissance Center, Detroit, Michigan 48265 (Attn: Ted Stenger); (iii) General Motors Company, 300 Renaissance Center, Detroit, Michigan 48265 (Attn: Lawrence S. Buonomo, Esq.); (iv) Cadwalader, Wickersham & Taft LLP, attorneys for the United States Department of the Treasury, One World Financial Center, New York, New York 10281 (Attn: John J. Rapisardi, Esq.); (v) the United States Department of the Treasury, 1500 Pennsylvania Avenue NW, Room 2312, Washington, D.C. 20220 (Attn: Matthew Feldman, Esq.); (vi) Vedder Price, P.C., attorneys for Export Development Canada, 1633 Broadway, 47th Floor, New York, New York 10019 (Attn: Michael J. Edelman, Esq. and Michael L. Schein, Esq.); (vii) Kramer Levin Naftalis & Frankel LLP, attorneys for the statutory committee of unsecured creditors, 1177 Avenue of the Americas, New York, New York 10036

(Attn: Kenneth H. Eckstein, Esq., Thomas Moers Mayer, Esq., Adam C. Rogoff, Esq., and Gordon Z. Novod, Esq.); (viii) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, 21st Floor, New York, New York 10004, (Attn: Diana G. Adams, Esq.); (ix) the U.S. Attorney's Office, S.D.N.Y., 86 Chambers Street, Third Floor, New York, New York 10007 (Attn: David S. Jones, Esq. and Matthew L. Schwartz, Esq.), and (x) all entities that requested notice in these chapter 11 cases under Bankruptcy Rule 2002, so as to be received no later than **July 29, 2009, at 4:00 p.m. (Eastern Time)** (the "**Objection Deadline**").

If no objections are timely filed and served with respect to the Motion, the Debtors may, on or after the Objection Deadline, submit to the Bankruptcy Court an order substantially in the form of the proposed order annexed to the Motion, which order may be entered with no further notice or opportunity to be heard offered to any party.

Dated: New York, New York  
July 21, 2009

/s/ Joseph H. Smolinsky

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Joseph H. Smolinsky

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Attorneys for Debtors and  
Debtors in Possession

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

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|---|---|-------------------------------|
| -----X  |   |                               |
|   | : |                               |
| <b>In re</b>                                      | : | <b>Chapter 11 Case No.</b>    |
|   | : |                               |
| <b>MOTORS LIQUIDATION COMPANY, <i>et al.</i>,</b> | : | <b>09-50026 (REG)</b>         |
| <b>f/k/a General Motors Corp., <i>et al.</i></b>  | : |                               |
|   | : |                               |
| <b>Debtors.</b>                                   | : | <b>(Jointly Administered)</b> |
|   | : |                               |
| -----X  |   |                               |

**MOTION OF DEBTORS FOR ENTRY OF ORDER  
PURSUANT TO 11 U.S.C. § 105(a) AND FED. R. BANKR. P. 1015(c)  
AND 9007 ESTABLISHING NOTICE AND CASE MANAGEMENT PROCEDURES**

TO THE HONORABLE ROBERT E. GERBER,  
UNITED STATES BANKRUPTCY JUDGE:

General Motors Corporation (“GM”) and its affiliated debtors, as debtors in  
possession (collectively, the “Debtors”), respectfully represent:

**Relief Requested**

1. In an effort to promote uniformity and efficiency in the administration of  
their chapter 11 cases, by this Motion, the Debtors request that the Court enter an order pursuant  
to section 105(a) of title 11, United States Code (the “Bankruptcy Code”) and Rules 1015(c)  
and 9007 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) establishing

the notice and other administrative case management procedures proposed herein (the “**Procedures**”).

2. The proposed Procedures establish requirements for the filing and service of all papers filed in these chapter 11 cases, including, but not limited to, all pleadings, notices, motions, applications, other requests for relief, objections, responses, and replies to objections.

3. The Debtors request that, to the extent that any of the Procedures conflict with the provisions of the Local Bankruptcy Rules for the Southern District of New York (the “**Local Rules**”), the Procedures shall govern and supersede such provisions and rules. The proposed Procedures are intended to supplement Case Management Order #1 in these chapter 11 cases, dated and entered June 1, 2009. In the event of any actual or perceived conflict between the Procedures and the procedures set forth in Case Management Order #1, the procedures set forth in Case Management Order #1 shall govern. A proposed order (the “**Order**”) is annexed hereto as Exhibit “A.”

#### **Jurisdiction**

4. This Court has jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b).

#### **Filing and Notification Procedures**

5. Numerous creditors and parties in interest may be entitled to receive notice in these cases. Indeed, the Debtors’ creditor matrix, excluding equity security holders, includes over 2 million creditors. Providing notices and other papers filed in these cases to each creditor and party in interest is not only unnecessary but also extremely burdensome and costly to the Debtors’ estates as a result of photocopying, postage expenses, and other expenses associated with such large mailings.

6. The Debtors therefore request that the Court approve the following filing and notification procedures, which are consistent with General Order M-242 (Revised Electronic Filing Procedures), dated February 19, 2001.

7. The Debtors seek to establish a master service list (the “**Master Service List**”), a copy of which is annexed hereto as Exhibit “B,” which includes: (i) Weil, Gotshal & Manges LLP, attorneys for the Debtors, 767 Fifth Avenue, New York, New York 10153 (Attn: Harvey R. Miller, Esq., Stephen Karotkin, Esq., and Joseph H. Smolinsky, Esq.); (ii) the Debtors, c/o Motors Liquidation Company, 300 Renaissance Center, Detroit, Michigan 48265 (Attn: Ted Stenger); (iii) General Motors Company, 300 Renaissance Center, Detroit, Michigan 48265 (Attn: Lawrence S. Buonomo, Esq.); (iv) Cadwalader, Wickersham & Taft LLP, attorneys for the United States Department of the Treasury, One World Financial Center, New York, New York 10281 (Attn: John J. Rapisardi, Esq.); (v) the United States Department of the Treasury, 1500 Pennsylvania Avenue NW, Room 2312, Washington, D.C. 20220 (Attn: Matthew Feldman, Esq.); (vi) Vedder Price, P.C., attorneys for Export Development Canada, 1633 Broadway, 47th Floor, New York, New York 10019 (Attn: Michael J. Edelman, Esq. and Michael L. Schein, Esq.); (vii) Kramer Levin Naftalis & Frankel LLP, attorneys for the statutory committee of unsecured creditors (the “**Committee**”), 1177 Avenue of the Americas, New York, New York 10036 (Attn: Kenneth H. Eckstein, Esq., Thomas Moers Mayer, Esq., Adam C. Rogoff, Esq., and Gordon Z. Novod, Esq.); (viii) the Office of the United States Trustee for the Southern District of New York (the “**U.S. Trustee**”), 33 Whitehall Street, 21st Floor, New York, New York 10004, (Attn: Diana G. Adams, Esq.); (ix) the U.S. Attorney’s Office, S.D.N.Y., 86 Chambers Street, Third Floor, New York, New York 10007 (Attn: David

S. Jones, Esq. and Matthew L. Schwartz, Esq.), and (x) all entities that requested notice in these chapter 11 cases under Bankruptcy Rule 2002.

8. Any creditor or party in interest that wishes to receive notice, in addition to what is required by the Bankruptcy Rules, must file a notice of appearance and request for service of papers (a “**Notice Request**”) with the Clerk of the Court. Each Notice Request must include (i) the requesting party’s name and address; (ii) the name of the client, if applicable; (iii) the requesting party’s e-mail address for service by electronic transmission; (iv) the requesting party’s address for service by U.S. mail, hand delivery, and/or overnight delivery; and (v) the requesting party’s facsimile number for service by facsimile. The Debtors propose to update the Master Service List on a weekly basis to add the names, addresses, and e-mail addresses of any additional creditors or parties in interest who file a Notice Request.

9. Consistent with Bankruptcy Rule 9036, each party having filed a Notice Request shall be deemed to have consented to service of papers by electronic transmission. In the event a Notice Request fails to include an e-mail address, the party that filed such Notice Request shall not be entitled to service of papers by means other than electronic transmission until such party (i) files a request to be exempted from providing an e-mail address and (ii) serves a copy of such request upon each of the parties set forth on the Master Service List as of the date thereof.

10. The Debtors propose that service of papers in these chapter 11 cases be limited to service upon: (i) the parties listed on the Master Service List; (ii) any parties that have, pursuant to Bankruptcy Rule 2002, made a Notice Request no later than two (2) business days prior to the service of such papers; and (iii) any party against which direct relief is sought in the paper served (collectively, the “**Notice Parties**”); *provided, however*, that any attorney

who represents multiple parties listed on the Master Service List need only be served with one copy of the paper being served.

11. Service of papers to the Notice Parties in this manner would apply with respect to all matters covered by Bankruptcy Rule 2002 and the Local Rules, with the express exception of the following: (i) notice of a meeting of creditors pursuant to section 341 of the Bankruptcy Code (notice of the first meeting was mailed to all creditors on or about June 5, 2009); (ii) the time fixed for filing proofs of claim pursuant to Bankruptcy Rule 3003(c); (iii) the time fixed for filing objections to, and the hearings to consider approval of, a disclosure statement and a plan of reorganization; and (iv) notice of and transmittal of ballots for accepting or rejecting a plan of reorganization, which notices would be given in accordance with Bankruptcy Rule 2002 and other applicable Bankruptcy Rules, unless otherwise ordered by the Court or otherwise prescribed by the Bankruptcy Code.

12. If service is effected by the Debtors or the Committee via electronic transmission (i.e., service by e-mail), the Debtors or the Committee, as applicable, would not be required to serve paper copies on interested parties by any other method. Rather, service by electronic transmission would satisfy the Court's rules for service and would be effective as of the date the notice or other pleading is sent to the e-mail addresses listed on the Master Service List. Parties other than the Debtors and the Committee would not be authorized to effect service by electronic transmission.

13. All papers served by the Debtors or the Committee by electronic transmission would attach a file containing the entire paper served, including any proposed form of order, exhibits, attachments, and other relevant materials, in “.pdf” format, readable by Adobe Acrobat or an equivalent program. Notwithstanding the foregoing, if a particular paper



cannot be sent by electronic transmission (because of the paper's size, technical difficulties, or other concerns), the Debtors or the Committee may, in their sole discretion, (i) serve the entire paper, including the portions that cannot be sent by electronic transmission, by regular or overnight mail, as appropriate, including any proposed form of order, exhibits, attachments, and other relevant materials or (ii) include a notation in the electronic transmission that the paper cannot be annexed because of the paper's size, technical difficulties, or other concerns and that the paper will be (a) sent by regular or overnight mail, as appropriate, if requested by the recipient of the electronic transmission or (b) posted on any website maintained in connection with these chapter 11 cases.

### **Hearings and Related Procedural Matters**

14. Because of the size and complexity of these chapter 11 cases, the Debtors anticipate that numerous requests for relief will require a significant number of hearings to be held. To reduce the number of hearing dates and assist with the management of the Court's calendar, the Debtors propose the following procedures:

15. Omnibus Hearings. The Debtors would be authorized to schedule, in consultation with the Court, periodic omnibus hearings (the "**Omnibus Hearings**"), to which the following guidelines would apply:

- (i) Adversary Proceedings and Claim Objections. The Court shall schedule
  - (i) pre-trial conferences and trials in connection with adversary proceedings and (ii) hearings to consider objections to claims on dates other than those scheduled for Omnibus Hearings. Initial pre-trial conferences in connection with adversary proceedings shall be

scheduled on the next available hearing date that is at least **forty-five (45) days** after the filing of the applicable complaint.

- (ii) Hearings Scheduled Inconsistent with the Procedures. If a notice, motion, or application is filed by a non-Debtor party that purports to set a hearing date inconsistent with the Procedures, the hearing shall be scheduled for the first Omnibus Hearing date after the expiration of the notice period under the applicable Bankruptcy Rules and Local Rules.
- (iii) Emergency Relief. If a non-Debtor intends to file a notice, motion, or application that the non-Debtor believes requires emergency or expedited relief, the non-Debtor shall telephonically contact the Debtors' attorneys requesting that such paper be considered on an expedited basis. If the Debtors disagree with the non-Debtor's determination regarding the emergency or expedited nature of the relief requested, the non-Debtor shall: (i) inform the Court of the disagreement via telephone and (ii) arrange for a chambers conference (either telephonically or in chambers) to be held with the Debtors' attorneys to discuss the disagreement. If the Court agrees with the position of the non-Debtor regarding the necessity for expedited consideration, the non-Debtor may, by order to show cause, request an expedited hearing.

16. Guidelines for Setting a Hearing Date. Unless a request for expedited consideration is granted by the Court, no paper shall be considered by the Court unless it is filed in accordance with the time limits set forth in the applicable Bankruptcy Rules and Local Rules and served in accordance with the Procedures.

17. Notices of Hearing. A “Notice of Hearing” shall be affixed to all motions, applications, or other requests for relief filed with the Court and shall set forth the following: (i) the title of the paper; (ii) the parties upon whom any objection to the paper is required to be served; (iii) the date and time of the applicable deadline to file an objection to the paper; (iv) the date of the hearing on which the Court shall consider the paper; and (v) a statement that the relief requested may be granted without a hearing if no objection is timely filed and served in accordance with the Procedures. The applicable objection deadline and hearing date shall also appear in the upper right corner of the first page of the Notice of Hearing.

18. Objection Deadlines. Except with respect to papers scheduled for expedited or emergency hearings, the deadline (the “**Objection Deadline**”) to file an objection with respect to any paper shall be (i) **4:00 p.m. (prevailing Eastern Time)** on the date that is **three (3) business days** before the applicable hearing date or (ii) any date otherwise ordered by the Court. The Objection Deadline may be extended with the consent of the party filing the paper. Objections to any paper will not be considered timely unless they are filed with the Court and received by the party filing the paper and the parties listed on the Notice of Hearing for such paper on or before the applicable Objection Deadline. All parties filing an Objection shall include their telephone and facsimile numbers in the signature block on the last page of the Objection.

19. Reply Deadlines. Except with respect to papers scheduled for expedited or emergency hearings, the deadline to file a reply to an objection to any paper (the “**Reply Deadline**”) shall be (i) **12:00 noon (prevailing Eastern Time)** on the date that is **one (1) business day** before the applicable hearing date, or (ii) any date otherwise ordered by the Court. The Reply Deadline may be extended with the consent of the party filing the paper. Replies

will not be considered timely unless they are filed with the Court and received by the party filing the paper and the parties listed on the Notice of Hearing for such paper on or before the applicable Reply Deadline.

20. Relief Without a Hearing. The Court may approve the relief requested in an application, motion, or other paper without a hearing provided that (i) no objection or request for a hearing has been timely filed by the applicable Objection Deadline, (ii) after the Objection Deadline, the attorney for the moving party files with the Court (and, if the motion, application, or other paper was filed by a non-Debtor, serves by hand delivery or overnight mail upon the attorneys for the Debtors), a certificate stating that no objections to the motion, application, or other paper have been timely filed and served upon the moving party, and (iii) on the next business day following filing and serving such a certificate, the attorney for the moving party delivers to the Court, by U.S. mail, electronic transmission, or hand or overnight delivery, each of the following: (a) the certificate described in subsection (ii) above, and (b) an electronic copy of an order granting the relief requested in the applicable motion, application, or other paper (collectively, the “**Presentment Package**”). Upon receipt of the Presentment Package, the Court may grant the relief requested in the motion, application, or other paper without further submission, hearing, or request. If the Court does not enter the order provided with the Presentment Package at least one (1) **business day** prior to the hearing date set in accordance with the Procedures, the motion, application, or other paper will be considered by the Court at such hearing.

21. Proposed Agenda for Hearings. By approximately **5:00 p.m. (prevailing Eastern Time)** on the business day before a scheduled hearing, the Debtors shall file with the Court a letter (the “**Agenda Letter**”) setting forth each matter to be heard at the hearing (the

letter may and should be updated after the initial submission if necessary) and shall serve the Agenda Letter by electronic transmission or facsimile on the Notice Parties and any parties that filed a paper that will be considered at the hearing; *provided, however*, that an Agenda Letter shall not be required if emergency relief is sought on less than forty-eight (48) hours notice.

22. Settlements. If discussions as to settlement are ongoing and are proceeding constructively, telephonic and e-mail notice of such to Chambers ([gerber.chambers@nysb.uscourts.gov](mailto:gerber.chambers@nysb.uscourts.gov)), by joint call or by a representative with the authority of anyone else concerned, is required. To minimize the Court's expenditure of preparation time on settled matters, parties must call and e-mail Chambers immediately (even before or after traditional business hours) when an agreement in principle as to settlement is reached. This requirement applies even (and especially) when an agreement as to settlement has been reached on a weekend. If the Court determines that the terms of the settlement are not materially different from what parties in interest could have expected if the dispute had been fully litigated, the Court may approve the Settlement at the hearing without further notice. If the Court determines that additional or supplemental notice is required, the Debtors shall serve such notice in accordance with the Procedures set forth herein and a hearing to consider such settlement shall be on the next hearing day deemed appropriate by the Court.

#### **Relief from the Automatic Stay**

23. Automatic Relief Provision Inapplicable. Notwithstanding section 362(e) of the Bankruptcy Code, if, in accordance with the Procedures, a Stay Relief Motion is scheduled for or adjourned to a hearing date that falls on or after the **thirtieth (30th) day** after the Stay Relief Motion has been filed, the moving party shall be deemed to have consented to the continuation of the automatic stay in effect pending the conclusion of the hearing to

consider the Stay Relief Motion and shall be deemed to have waived its right to assert that the automatic stay has been terminated under section 362(e) of the Bankruptcy Code.

**Cause Exists to Establish Notice Procedures**

24. Bankruptcy Rule 9007 grants the Court general authority to regulate notices. Bankruptcy Rule 1015(c) provides that the Court may “enter orders as may tend to avoid unnecessary costs and delay” in cases that are jointly administered. Fed. R. Bankr. P. 1015(c). Section 105(a) of the Bankruptcy Code further provides in relevant part that the Court “may issue any order, process, or judgment that is necessary or appropriate to carry out the provisions of” the Bankruptcy Code. 11 U.S.C. § 105(a). The Debtors submit that implementation of the Procedures is appropriate in these chapter 11 cases in accordance with the Bankruptcy Rules and well within the Court’s equitable powers under section 105 of the Bankruptcy Code.

25. Approval of the Procedures is in the best interests of the Debtors, their estates, and their creditors. The nature of the Debtors’ financial difficulties has placed significant demands on the Debtors and their personnel and professionals. In addition to the discharge of their ordinary duties, the Debtors’ personnel now carry the additional burdens imposed by the commencement of these chapter 11 cases. By authorizing the Debtors to schedule Omnibus Hearing Dates, establishing clear timelines for the filing of papers, and allowing electronic service, the Procedures will assist the Debtors’ management in preserving the Debtors’ time and directing the attention of their personnel to issues raised in these chapter 11 cases. The proposed Procedures also will reduce the cost of administration of these chapter 11 cases.

26. Based upon the foregoing, the Debtors submit that the relief requested herein is essential, appropriate, and in the best interest of the Debtors' estates, creditors, and all parties in interest, and therefore should be granted in these chapter 11 cases.

**Notice**

27. Notice of this Motion has been provided to (i) the Debtors, c/o Motors Liquidation Company, 300 Renaissance Center, Detroit, Michigan 48265 (Attn: Ted Stenger); (ii) General Motors Company, 300 Renaissance Center, Detroit, Michigan 48265 (Attn: Lawrence S. Buonomo, Esq.); (iii) Cadwalader, Wickersham & Taft LLP, attorneys for the United States Department of the Treasury, One World Financial Center, New York, New York 10281 (Attn: John J. Rapisardi, Esq.); (iv) the United States Department of the Treasury, 1500 Pennsylvania Avenue NW, Room 2312, Washington, D.C. 20220 (Attn: Matthew Feldman, Esq.); (v) Vedder Price, P.C., attorneys for Export Development Canada, 1633 Broadway, 47th Floor, New York, New York 10019 (Attn: Michael J. Edelman, Esq. and Michael L. Schein, Esq.); (vi) Kramer Levin Naftalis & Frankel LLP, attorneys for the statutory committee of unsecured creditors, 1177 Avenue of the Americas, New York, New York 10036 (Attn: Kenneth H. Eckstein, Esq., Thomas Moers Mayer, Esq., Adam C. Rogoff, Esq., and Gordon Z. Novod, Esq.); (vii) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, 21st Floor, New York, New York 10004, (Attn: Diana G. Adams, Esq.); (viii) the U.S. Attorney's Office, S.D.N.Y., 86 Chambers Street, Third Floor, New York, New York 10007 (Attn: David S. Jones, Esq. and Matthew L. Schwartz, Esq.), and (ix) all entities that requested notice in these chapter 11 cases under Bankruptcy Rule 2002. The Debtors submit that, in view of the facts and circumstances, such notice is sufficient and no other or further notice need be provided.

28. No previous request for the relief sought herein has been made by the Debtors to this or any other court.

WHEREFORE the Debtors respectfully request entry of an order granting the relief requested herein and such other and further relief as is just.

Dated: New York, New York  
July 21, 2009

/s/ Joseph H. Smolinsky  
Harvey R. Miller  
Stephen Karotkin  
Joseph H. Smolinsky

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Attorneys for Debtors  
and Debtors in Possession



**EXHIBIT A**  
**PROPOSED ORDER**

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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:   
**In re** : **Chapter 11 Case No.**  
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:   
**MOTORS LIQUIDATION COMPANY, et al.,** : **09-50026 (REG)**  
**f/k/a General Motors Corp., et al.** :   
:   
**Debtors.** : **(Jointly Administered)**  
:   
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**ORDER PURSUANT TO 11 U.S.C. § 105(a) AND FED. R. BANKR. P. 1015(c)  
AND 9007 ESTABLISHING NOTICE AND CASE MANAGEMENT PROCEDURES**

Upon the Motion, dated July 21, 2009 (the “**Motion**”),<sup>2</sup> of Motors Liquidation Company (f/k/a General Motors Corporation) and its affiliated debtors, as debtors in possession (collectively, the “**Debtors**”), pursuant to section 105(a) of title 11, United States Code (the “**Bankruptcy Code**”) and Rules 1015(c) and 9007 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), for entry of an order establishing notice and other administrative case management procedures (the “**Procedures**”), all as more fully described in the Motion; and due and proper notice of the Motion having been provided, and it appearing that no other or further notice need be provided; and the Court having found and determined that the relief sought in the Motion is in the best interests of the Debtors, their estates, creditors, and all parties in interest and that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is

ORDERED that the Motion is granted as provided herein; and it is further

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<sup>2</sup> Capitalized terms used herein and not otherwise defined herein shall have the meanings ascribed to such terms in the Motion to Shorten Time.

ORDERED that the notice and other administrative procedures set forth in the Motion (the “**Procedures**”) are approved and shall govern all aspects of these chapter 11 cases; and it is further

ORDERED that the Procedures establish requirements for the filing and service of all papers filed in these chapter 11 cases, including, but not limited to, all pleadings, notices, motions, applications, other requests for relief, objections, responses, and replies to objections; and it is further

ORDERED that the following Procedures are approved:

**Filing and Notification Procedures**

*a) General*

- a. All papers filed in these chapter 11 cases, including, but not limited to, all pleadings, notices, motions, applications, other requests for relief, objections, responses, and replies to objections, shall be filed electronically with the Court on the docket of *In re Motors Liquidation Co.*, Ch. 11 Case No. 09-50026 (REG) in accordance with General Order M-242 (available at [www.nysb.uscourts.gov/orders/orders2.html](http://www.nysb.uscourts.gov/orders/orders2.html)) by registered users of the Court’s case filing system and by all other parties in interest on a 3.5 inch disk, preferably in Portable Document Format (PDF), Microsoft Word, or any other Windows-based word processing format.

*b) Master Service List*

- a. The Debtors shall establish a master service list (the “**Master Service List**”), which shall include: (i) Weil, Gotshal & Manges LLP, attorneys

for the Debtors, 767 Fifth Avenue, New York, New York 10153 (Attn: Harvey R. Miller, Esq., Stephen Karotkin, Esq., and Joseph H. Smolinsky, Esq.); (ii) the Debtors, c/o Motors Liquidation Company, 300 Renaissance Center, Detroit, Michigan 48265 (Attn: Ted Stenger); (iii) General Motors Company, 300 Renaissance Center, Detroit, Michigan 48265 (Attn: Lawrence S. Buonomo, Esq.); (iv) Cadwalader, Wickersham & Taft LLP, attorneys for the United States Department of the Treasury, One World Financial Center, New York, New York 10281 (Attn: John J. Rapisardi, Esq.); (v) the United States Department of the Treasury, 1500 Pennsylvania Avenue NW, Room 2312, Washington, D.C. 20220 (Attn: Matthew Feldman, Esq.); (vi) Vedder Price, P.C., attorneys for Export Development Canada, 1633 Broadway, 47th Floor, New York, New York 10019 (Attn: Michael J. Edelman, Esq. and Michael L. Schein, Esq.); (vii) Kramer Levin Naftalis & Frankel LLP, attorneys for the statutory committee of unsecured creditors (the “**Committee**”), 1177 Avenue of the Americas, New York, New York 10036 (Attn: Kenneth H. Eckstein, Esq., Thomas Moers Mayer, Esq., Adam C. Rogoff, Esq., and Gordon Z. Novod, Esq.); (viii) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, 21st Floor, New York, New York 10004, (Attn: Diana G. Adams, Esq.); (ix) the U.S. Attorney’s Office, S.D.N.Y., 86 Chambers Street, Third Floor, New York, New York 10007 (Attn: David S. Jones, Esq. and Matthew L. Schwartz,

Esq.), and (x) all entities that requested notice in these chapter 11 cases under Bankruptcy Rule 2002.

- b. The Debtors shall update the Master Service List on a weekly basis to add names, addresses, and e-mail addresses of any party in interest who has made a written request for notice since the prior week.
- c. Any creditor or party in interest that wishes to receive notice, in addition to what is required by the Bankruptcy Rules, must file a notice of appearance and request for service of papers (a “**Notice Request**”) with the Clerk of the Court. Each Notice Request must include (i) the requesting party’s name and address; (ii) the name of the client, if applicable; (iii) the requesting party’s e-mail address for service by electronic transmission; (iv) the requesting party’s address for service by U.S. mail, hand delivery, and/or overnight delivery; and (v) the requesting party’s facsimile number for service by facsimile.
- d. To the extent a Notice Request fails to contain an e-mail address, the creditor or party in interest that filed the Notice Request shall not be entitled to service of papers by means other than electronic transmission until such creditor or party in interest (i) files a request to be exempted from providing an e-mail address and (ii) serves a copy of such request upon each of the parties set forth on the Master Service List as of the date thereof.
- e. Each creditor or party in interest that files a Notice Request shall be deemed to have consented to service of papers by electronic transmission.

*c) Notice of Pleadings*

- a. Subject to the following decretal paragraph, service of papers in these chapter 11 cases shall be limited to service upon: (i) the parties listed on the Master Service List; (ii) any parties that have, pursuant to Bankruptcy Rule 2002, made a Notice Request no later than two (2) business days prior to the service of such papers; and (iii) any party against which direct relief is sought in the paper served (collectively, the “**Notice Parties**”); *provided, however,* that any attorney who represents multiple parties listed on the Master Service List need only be served with one copy of the paper being served.
  
- b. Service of papers to the Notice Parties as set forth in the preceding paragraph would apply with respect to all matters covered by Bankruptcy Rule 2002 and the Local Rules, with the express exception of the following: (i) notice of a meeting of creditors pursuant to section 341 of the Bankruptcy Code; (ii) the time fixed for filing proofs of claim pursuant to Bankruptcy Rule 3003(c); (iii) the time fixed for filing objections to, and the hearings to consider approval of, a disclosure statement and a plan of reorganization; and (iv) notice of and transmittal of ballots for accepting or rejecting a plan of reorganization, which notices would be given in accordance with Bankruptcy Rule 2002 and other applicable Bankruptcy Rules, unless otherwise ordered by the Court or otherwise prescribed by the Bankruptcy Code.

*d) Electronic Service*

- a. If service is effected by the Debtors or the Committee via electronic transmission, the Debtors or the Committee, as applicable, shall not be required to serve paper copies on interested parties; service by electronic transmission shall satisfy the Court's rules for service and shall be effective as of the date the paper is electronically transmitted to the e-mail addresses listed on the Master Service List. Parties other than the Debtors and the Committee shall not be authorized to effect service by electronic transmission.
- b. All papers served by the Debtors or the Committee by electronic transmission shall attach a file containing the entire paper served, including any proposed form of order, exhibits, attachments, and other relevant materials, in “.pdf” format, readable by Adobe Acrobat or an equivalent program. Notwithstanding the foregoing, if a particular paper cannot be sent by electronic transmission (because of the paper's size, technical difficulties, or other concerns), the Debtors or the Committee may, in their sole discretion, (i) serve the entire paper, including the portions that cannot be sent by electronic transmission, by regular or overnight mail, as appropriate, including any proposed form of order, exhibits, attachments, and other relevant materials or (ii) include a notation in the electronic transmission that the paper cannot be annexed because of the paper's size, technical difficulties, or other concerns and that the paper will be (a) sent by regular or overnight mail, as appropriate,

if requested by the recipient of the electronic transmission or (b) posted on any website maintained in connection with these chapter 11 cases.

### **Hearings and Related Procedural Matters**

#### *a) Omnibus Hearings*

- a. The Debtors are authorized to schedule, in consultation with the Court, periodic omnibus hearings (the “**Omnibus Hearings**”), to which the following guidelines would apply:

#### *b) Adversary Proceedings and Claim Objections*

- a. The Court shall schedule (i) pre-trial conferences and trials in connection with adversary proceedings and (ii) hearings to consider objections to claims on dates other than those scheduled for Omnibus Hearings. Initial pre-trial conferences in connection with adversary proceedings shall be scheduled on the next available hearing date that is at least **forty-five (45) days** after the filing of the applicable complaint.

#### *c) Hearings Scheduled Inconsistent with the Procedures*

- a. If a notice, motion, or application is filed by a non-Debtor party that purports to set a hearing date inconsistent with the Procedures, the hearing shall be scheduled for the first Omnibus Hearing date after the expiration of the notice period under the applicable Bankruptcy Rules and Local Rules.

#### *d) Emergency Relief*

- a. If a non-Debtor intends to file a notice, motion, or application that the non-Debtor believes requires emergency or expedited relief, the non-



Debtor shall telephonically contact the Debtors' attorneys requesting that such paper be considered on an expedited basis. If the Debtors disagree with the non-Debtor's determination regarding the emergency or expedited nature of the relief requested, the non-Debtor shall: (i) inform the Court of the disagreement via telephone; and (ii) arrange for a chambers conference (either telephonically or in chambers) to be held with the Debtors' attorneys to discuss the disagreement. If the Court agrees with the position of the non-Debtor regarding the necessity for expedited consideration, the non-Debtor may, by order to show cause, request an expedited hearing.

*e) Guidelines for Setting a Hearing Date*

- a. Unless a request for expedited consideration is granted by the Court, no paper shall be considered by the Court unless it is filed and served in accordance with the time limits set forth in the applicable Bankruptcy Rules and Local Rules and served in accordance with the Procedures.

*f) Notice of Hearing*

- b. A "Notice of Hearing" shall be affixed to all motions, applications, and other requests for relief and shall set forth the following: (i) the title of the paper; (ii) the parties upon whom any objection to the paper is required to be served; (iii) the date and time of the applicable deadline to file an objection to the paper; (iv) the date of the hearing on which the Court shall consider the paper; and (v) a statement that the relief requested may be granted without a hearing if no objection is timely filed and served in

accordance with the Procedures. The applicable objection deadline and hearing date shall also appear in the upper right corner of the first page of the Notice of Hearing.

*g) Objection Deadlines*

- a. Except with respect to papers scheduled for expedited or emergency hearings, the deadline (the “**Objection Deadline**”) to file an objection with respect to any paper shall be (i) **4:00 p.m. (prevailing Eastern Time)** on the date that is **three (3) business days** before the applicable hearing date or (ii) any date otherwise ordered by the Court. The Objection Deadline may be extended with the consent of the party filing the paper. Objections to any paper will not be considered timely unless they are filed with the Court and received by the party filing the paper and the parties listed on the Notice of Hearing for such paper on or before the applicable Objection Deadline. All parties filing an Objection shall include their telephone and facsimile numbers in the signature block on the last page of the Objection.

*h) Reply Deadlines*

- a. Except with respect to papers scheduled for expedited or emergency hearings, the deadline to file a reply to an objection to any paper (the “**Reply Deadline**”) shall be (i) **12:00 noon (prevailing Eastern Time)** on the date that is **one (1) business day** before the applicable hearing date, or (ii) any date otherwise ordered by the Court. The Reply Deadline may be extended with the consent of the party filing the paper. All parties filing a

Reply shall include their telephone and facsimile numbers in the signature block on the last page of the Reply.

*i) Relief Without a Hearing*

- a. The Court may approve the relief requested in an application, motion, or other paper without a hearing provided that (i) no objection or request for a hearing has been timely filed by the applicable Objection Deadline, (ii) after the Objection Deadline, the attorney for the moving party files with the Court (and if the motion, application, or other paper was filed by a non-Debtor, serves by hand delivery or overnight mail upon the attorneys for the Debtors), a certificate stating that no objections to the motion, application, or other paper have been timely filed and served upon the moving party, and (iii) on the next business day following filing and serving such a certificate, the attorney for the moving party delivers to the Court, by U.S. mail, electronic transmission, or hand or overnight delivery, each of the following: (a) the certificate described in subsection (ii) above, and (b) an electronic copy of an order granting the relief requested in the applicable motion, application, or other paper (collectively, the “**Presentment Package**”). Upon receipt of the Presentment Package, the Court may grant the relief requested in the motion, application, or other paper without further submission, hearing, or request. If the Court does not enter the order provided with the Presentment Package at least one **(1) business day** prior to the hearing

date set in accordance with the Procedures, the motion, application, or other paper will be considered by the Court at such hearing.

*j) Proposed Agenda for Hearings*

- a. By approximately **5:00 p.m. (prevailing Eastern Time)** on the business day before a scheduled hearing, the Debtors shall file with the Court a letter (the “**Agenda Letter**”) setting forth each matter to be heard at the hearing (the letter may and should be updated after the initial submission if necessary) and shall serve the Agenda Letter, by electronic transmission or facsimile on the Notice Parties and any parties that filed a paper that will be considered at the hearing; *provided, however*, that an Agenda Letter shall not be required if emergency relief is sought on less than forty-eight (48) hours notice. The Agenda Letter shall list disputed matters first and must be limited to submissions of substance – motions, opposing pleadings and briefs—and need not, and must not, include the supporting affidavits, exhibit binders, or miscellaneous filings, such as notices of adjournment and affidavits of service.

*k) Settlements*

- a. If discussions as to settlement are ongoing and are proceeding constructively, telephonic and e-mail notice of such to Chambers ([gerber.chambers@nysb.uscourts.gov](mailto:gerber.chambers@nysb.uscourts.gov)), by joint call or by a representative with the authority of anyone else concerned, is required. To minimize the Court’s expenditure of preparation time on settled matters, parties must call and e-mail Chambers immediately (even before or after traditional

business hours) when an agreement in principle as to settlement is reached. This requirement applies even (and especially) when an agreement as to settlement has been reached on a weekend.

- b. If the Court determines that the terms of the settlement are not materially different from what parties in interest could have expected if the dispute had been fully litigated, the Court may approve the Settlement at the hearing without further notice. If the Court determines that additional or supplemental notice is required, the Debtors shall serve such notice in accordance with the Procedures set forth herein and a hearing to consider such settlement shall be on the next hearing day deemed appropriate by the Court.

### **Relief from the Automatic Stay**

#### *a) Automatic Relief Provision Inapplicable*

- a. Notwithstanding section 362(e) of the Bankruptcy Code, if, in accordance with the Procedures, a Stay Relief Motion is scheduled for or adjourned to a hearing date that falls on or after the **thirtieth (30th) day** after the Stay Relief Motion has been filed, the moving party shall be deemed to have consented to the continuation of the automatic stay in effect pending the conclusion of the hearing to consider the Stay Relief Motion and shall be deemed to have waived its right to assert that the automatic stay has been terminated under section 362(e) of the Bankruptcy Code; and it is further

ORDERED that the Debtors may amend the Procedures from time to time throughout these chapter 11 cases and shall submit any such amendments to the Court by notice of presentment of an amended order in accordance with this Order; and it is further

ORDERED that notice of the Motion as provided therein shall be deemed good and sufficient notice of the Motion; and it is further

ORDERED that in the event of any actual or perceived conflict between the notice procedures set forth in this Order and the Local Rules, then the procedures listed in this Order shall govern. In the event of any actual or perceived conflict between the procedures set forth in this Order and the procedures set forth in Case Management Order #1 in these chapter 11 cases, dated and entered June 1, 2009, the procedures set forth in Case Management Order #1 shall govern; and it is further

ORDERED that the Debtors shall serve a printed copy of this Order upon all parties on the Master Service List on the date this Order is entered, or as soon thereafter as is practicable; and it is further

ORDERED that this Court shall retain jurisdiction to hear and determine all matters arising from or related to this Order.

Dated: New York, New York  
\_\_\_\_\_, 2009

\_\_\_\_\_  
United States Bankruptcy Judge

**EXHIBIT B**

**INITIAL MASTER SERVICE LIST**

| Company  | Contact   | Party/Function  | Address1                            | Address2         | City            | State | Zip   | Country | Phone        | Fax          | Email   |
|--|---|---|-------------------------------------|------------------|-----------------|-------|-------|---------|--------------|--------------|---|
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| ARCADIS U.S., INC.   | ATT: LIESL SPANGLER, ASSOCIATE COUNSEL                            | 630 PLAZA DRIVE, SUITE 100                                    |                                     |                  | HIGHLANDS RANCH | CO    | 80129 | US      | 720-344-2500 | 720-344-3535 | Elizabeth.Spangler@arcadis-us.com   |
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| BOLHOUSE, VANDER HULST, RISCO, BAAR & LEFERE, P.C. | ATT: DAVID S. LEFERE & MARK D. HOFSTEE         | ATTY FOR ADVANCED TOOLING SYS; DYNAMIC TOOLING SYS; ENGINEERED TOOLING | GRANDVILLE STATE BANK BUILDING | 3996 CHICAGO DRIVE SW   | GRANDVILLE   | MI    | 49418 | US      | 616-531-7711 | 616-531-7757 | davidl@bolouselaw.com; markh@bolouselaw.com |
| BOLHOUSE, VANDER HULST, RISCO, BAAR & LEFERE, P.C. | ATT: DAVID S. LEFERE & MARK D. HOFSTEE         | ATTY FOR DIETOOL ENGINEERING COMPANY, INC.                             | GRANDVILLE STATE BANK BUILDING | 3996 CHICAGO DRIVE, SW  | GRANDVILLE   | MI    | 49418 | US      | 616-531-7711 | 616-531-7757 | davidl@bolouselaw.com; markh@bolouselaw.com |
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| BUSH SEYFERTH & PAIGE PLLC                         | ATT: SCOTT A. WOLFSON, ESQ. & ANTHONY J. KOCHIS, ESQ.           | ATTY FOR LEN INDUSTRIES, INC.                                     | 3001 W. BIG BEAVER ROAD, SUITE 600    |                        | TROY          | MI    | 48084 | US      | 248-822-7803 | 248-822-7853 | wolfson@bsplaw.com                            |
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| CANON U.S.A. INC.                 | ATTN: RUTH E. WEINSTEIN  | ONE CANON PLAZA                                |  |               | LAKE SUCCESS     | NY    | 11042 | US      |              |              | rweinstein@cusa.canon.com                          |
| CAPLIN & DRYSDALE, CHARTERED      | ATT: ELIHU INSELBUCH & RITA TOBIN                                      | 375 PARK AVENUE, 35TH FLOOR                    |  |               | NEW YORK         | NY    | 10152 | US      | 212-319-7125 | 212-644-6755 | ei@capdale.com                                     |
| CAPLIN & DRYSDALE, CHARTERED      | ATT: PETER VAN LOCKWOOD, RONALD REINSEL & TREVOR SWETT, III, ESQS      | 1 THOMAS CIRCLE                                |  |               | WASHINGTON       | DC    | 20005 | US      | 202-862-5000 | 202-429-3301 | pvnl@capdale.com, rer@capdale.com, lws@capdale.com |
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| CARSON FISCHER, P.L.C.            | ATTN: JOSEPH M. FISCHER, ROBERT A. WEISBERG & PATRICK J. KUKLA         | ATTY FOR LAPEER METAL STAMPING COMPANIES, INC. | 4111 ANDOVER ROAD, WEST-2ND FLOOR        |               | BLOOMFIELD HILLS | MI    | 48302 | US      | 248-644-4840 | 248-644-1832 | brcy@carsonfischer.com                             |
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| CHARLES CLARK CHEVROLET CO.       | P.O. BOX 520   |  |  |               | MCALLEN          | TX    | 78505 | US      | 956-686-1623 | 956-686-1623 |  |
| CHEMICO SYSTEMS                   | LEON C. RICHARDSON, PRESIDENT  | 10 W.HURON, SUITE 300                          |  |               | PONTIAC          | MI    | 48342 | US      | 248-723-3263 | 248-646-1464 | LCRICHARDSON@CHEMICOSYSTEMS.COM                    |
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| DURA AUTOMOTIVE                                 | TIM LEULIETTE, CHAIRMAN                                     | 2791 RESEARCH DRIVE   |                                    |                              | ROCHESTER HILLS | MI    | 48309 | US      | 248-299-7510 | 248-299-7504 | TIM@LEULIETTEPARTNERS.COM   |
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| INTERNAL REVENUE SERVICE                   | ATTN: INSOLVENCY SECTION   | P.O. BOX 21126  |                                    |                                      | PHILADELPHIA | PA    | 19114 | US      | 215-861-1225 | 215-516-2555 |  |
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| INTERNATIONAL UNION, UAW                   | ATT: DANIEL SHERRICK & NIRAJ GANATRA, LEGAL DEPT.                      | ATTY FOR INTERNATIONAL UNION, UAW                           | 8000 EAST JEFFERSON AVENUE         |                                      | DETROIT      | MI    | 48214 | US      | 313-926-5216 | 313-926-5240 | memberservices@iuawfcu.com, nganatra@uaw.net                 |
| INTERNATIONAL UNION, UAW                   | ATT: DANIEL W. SHERRICK & NIRAJ R. GANATRA - LEGAL DEPT                | 8000 EAST JEFFERSON AVENUE                                  |                                    |                                      | DETROIT      | MI    | 48124 | US      | 313-926-5216 | 313-926-5240 | memberservices@iuawfcu.com, nganatra@uaw.net                 |
| IVEY, BARNUM AND O'MARA, LLC               | ATTN: MELISSA ZELEN NEJER, ESQ.  | ATTY FOR SONIC AUTOMOTIVE, INC.                             | 170 MASON STREET                   |                                      | GREENWICH    | CT    | 06830 | US      | 203-661-6000 | 203-661-9462 | mneier@ibolaw.com  |
| J.L. SAFFER, P.C.                          | ATTN: JENNIFER L. SAFFER, ESQ.   | ATTY FOR TMI CUSTOM AIR SYSTEMS, INC.                       | 20 VESEY STREET, 7TH FLOOR         |                                      | NEW YORK     | NY    | 10007 | US      | 212-608-6968 | 212-608-1878 | jsaffer@jsaffer.com  |
| JENNER & BLOCK LLP                         | ATTN: PATRICK J. TROSTLE & HEATHER D. MCARN                            | ATTY FOR PROPOSED SPECIAL COUNSEL FOR DEBTORS               | 919 THIRD AVENUE, 37TH FLOOR       |                                      | NEW YORK     | NY    | 10022 | US      | 212-891-1600 | 212-891-1699 | ptrostle@jenner.com  |
| JENNER & BLOCK LLP                         | ATTN: DANIEL R. MURRAY & JOSEPH P. GROMACKI                            | ATTY FOR PROPOSED SPECIAL COUNSEL FOR DEBTORS               | 330 NORTH WABASH AVENUE            |                                      | CHICAGO      | IL    | 60611 | US      | 312-222-9350 | 312-527-0484 | dmurray@jenner.com   |
| JIM BARNARD CHEVROLET, INC.                | ATT: ALLYN BARNARD, PRESIDENT  | 7107 BUFFALO ROAD   |                                    |                                      | CHURCHVILLE  | NY    | 14428 | US      |              | 585-293-1884 |  |
| JOHNSON, HEARN, VINEGAR, GEE & GLASS, PLLC | ATT: JEAN WINBORNE BOYLES, ESQ.  | ATTY FOR D & J AUTOMOTIVE, LLC                              | P.O. BOX 1776                      |                                      | RALEIGH      | NC    | 27602 | US      | 919-743-2200 | 919-743-2201 | jboyles@hvgglaw.com  |
| JOHNSTON BARTON PROCTOR & ROSE LLP         | ATTN: MAX A. MOSELEY, ESQ.   | ATTY FOR SERRA CHEVROLET OF BIRMINGHAM, INC.                | 569 BROOKWOOD VILLAGE              | SUITE 901                            | BIRMINGHAM   | AL    | 35209 | US      | 205-458-9414 | 205-458-9500 | mam@johnstonbarton.com                                       |
| JTEKT AUTOMOTIVE                           | MOTOHIKO YOKOYAMA, CEO   | 15TH FLOOR MIDLAND SQUARE, 4-7-1 MEIEKI                     | NAGOYA HEAD OFFICE                 | NAKAMURA-KU, NAGOYA, JAPAN, 450-8515 |              |       |       | JP      | 815-527-1900 | 011-245-7892 | TAKAYA_YAMADA@JTEKT.CO.JP                                    |
| K&L GATES LLP                              | ATT: JEFFREY N. RICH & ERIC T. MOSER, ESQS.                            | ATTY FOR PPG INDUSTRIES, INC.                               | 599 LEXINGTON AVENUE               |                                      | NEW YORK     | NY    | 10022 | US      | 212-536-3900 | 212-536-3901 | jeff.rich@klgates.com; eric.moser@klgates.com                |
| KAYE SCHOLER LLP                           | ATT: RICHARD G. SMOLEV & LAUREN ATTARD                                 | ATTY FOR PHILLIP MORRIS CAPITAL CORP                        | 425 PARK AVENUE                    |                                      | NEW YORK     | NY    | 10022 | US      | 212-836-8000 | 212-836-6583 | rsmolev@kayescholer.com; lattard@kayescholer.com             |
| KEATING MUETHING & KLEKAMP PLL             | ATTN: JASON V. STITT, ESQ.   | ATTY FOR CINTAS CORPORATION                                 | ONE EAST FOURTH STREET, SUITE 1400 |                                      | CINCINNATI   | OH    | 45202 | US      | 513-639-3964 | 513-579-6457 | jsstitt@kmlaw.com  |
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| KELLEY DRYE & WARREN, LLP                  | ATT: JAMES S. CARR & JORDAN A. BERGMAN, ESQS                           | ATTY FOR BP CANADA ENERGY MARKETING CORP. AND BP ENERGY CO. | 101 PARK AVENUE                    |                                      | NEW YORK     | NY    | 10178 | US      | 212-808-7800 | 212-808-7897 | KDWBankruptcyDepartment@kelleydrye.com                       |
| KEM KREST                                  | AMISH SHAH, CEO  | 1919 SUPERIOR ST.   |                                    |                                      | ELKHART      | IN    | 46515 | US      |              | 574-296-1710 | info@kemkrest.com  |
| KENNEDY JENNIK & MURRAY P.C.               | ATT: THOMAS M. KENNEDY & SUSAN M. JENNIK, ESQ.                         | ATTY FOR IUE-CWA  | 113 UNIVERSITY PLACE, 7TH FLOOR    |                                      | NEW YORK     | NY    | 10003 | US      | 212-358-1500 | 212-358-0208 | tkennedy@kjlabor.com; sjennik@kjlabor.com                    |

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| KERR RUSSELL AND WEBER, PLC   | ATT: P. WARREN HUNT, ESQ.                | ATTY FOR: C.B.S. BORING AND MACHINE COMPANY, INC.     | 500 WOODWARD AVENUE, SUITE 2500 |          | DETROIT  | MI    | 48226 | US      | 313-961-0200 | 313-961-0388 | pwh@krwlaw.com        |
| KERR, RUSSELL AND WEBER, PLC  | ATT: JAMES E. DELINE                     | ATTY FOR: C.B.S. BORING AND MACHINE COMPANY, INC.     | 500 WOODWARD AVENUE, SUITE 2500 |          | DETROIT  | MI    | 48226 | US      | 313-961-0200 | 313-961-0388 | jed@krwlaw.com        |
| KERR, RUSSELL AND WEBER, PLC  | ATTN: P. WARREN HUNT, ESQ.               | ATTY FOR FLEET-CAR LEASE, INC.                        | 500 WOODWARD AVENUE, SUITE 2500 |          | DETROIT  | MI    | 48226 | US      | 313-961-0200 | 313-961-0388 | pwh@krwlaw.com        |
| KERR, RUSSELL AND WEBER, PLC  | ATTN: JAMES E. DELINE, ESQ.              | ATTY FOR FLEET-CAR LEASE, INC.                        | 500 WOODWARD AVENUE, SUITE 2500 |          | DETROIT  | MI    | 48226 | US      | 313-961-0200 | 313-961-0388 | jed@krwlaw.com        |
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| KERR, RUSSELL AND WEBER, PLC  | ATTN: JAMES E. DELINE, ESQ.              | ATTY FOR WINDSOR MOLD INC.                            | 500 WOODWARD AVENUE, SUITE 2500 |          | DETROIT  | MI    | 48226 | US      | 313-961-0200 | 313-961-0388 | jed@krwlaw.com        |
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| KERR, RUSSELL AND WEBER, PLC  | ATTN: JAMES E. DELINE, ESQ.              | ATTY FOR AVL INSTRUMENTATION & TEST SYSTEMS, INC.     | 500 WOODWARD AVENUE, SUITE 2500 |          | DETROIT  | MI    | 48226 | US      | 313-961-0200 | 313-961-0388 | jed@krwlaw.com        |
| KERR, RUSSELL AND WEBER, PLC  | ATTN: JAMES E. DELINE, ESQ.              | ATTY FOR RMT ACQUISITION CO., LLC D/B/A RMT WOODWORTH | 500 WOODWARD AVENUE, SUITE 2500 |          | DETROIT  | MI    | 48226 | US      | 313-961-0200 | 313-961-0388 | jed@krwlaw.com        |
| KERR, RUSSELL AND WEBER, PLC  | ATTN: P. WARREN HUNT, ESQ.               | ATTY FOR RMT ACQUISITION CO. LLC, B/B/A RMT WOODWORTH | 500 WOODWARD AVENUE, SUITE 2500 |          | DETROIT  | MI    | 48226 | US      | 313-961-0200 | 313-961-0388 | pwh@krwlaw.com        |
| KERR, RUSSELL AND WEBER, PLC  | ATTN: JAMES E. DELINE, ESQ.              | 500 WOODWARD AVENUE, SUITE 2500                       |                                 |          | DETROIT  | MI    | 48226 | US      | 313-961-0200 | 313-961-0388 | jed@krwlaw.com        |
| KERR, RUSSELL AND WEBER, PLC  | ATTN: P. WARREN HUNT, ESQ.               | 500 WOODWARD AVENUE, SUITE 2500                       |                                 |          | DETROIT  | MI    | 48226 | US      | 313-961-0200 | 313-961-0388 | pwh@krwlaw.com        |
| KERR, RUSSELL AND WEBER, PLC  | ATT: P. WARREN HUNT, ESQ.                | ATTY FOR FERNDAL ELECTRIC CO., INC.                   | 500 WOODWARD AVENUE, SUITE 2500 |          | DETROIT  | MI    | 48226 | US      | 313-961-0200 | 313-961-0388 | pwh@krwlaw.com        |
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| KERR, RUSSELL AND WEBER, PLC  | ATT: P. WARREN HUNT, ESQ.                | ATTY FOR AVL POWERTRAIN ENGINEERING, INC.             | 500 WOODWARD AVENUE, SUITE 2500 |          | DETROIT  | MI    | 48226 | US      | 313-961-0200 | 313-961-0388 | pwh@krwlaw.com        |
| KERR, RUSSELL AND WEBER, PLC  | ATT: JAMES E. DELINE, ESQ.               | ATTY FOR AVL AMERICAS, INC.                           | 500 WOODWARD AVENUE, SUITE 2500 |          | DETROIT  | MI    | 48226 | US      | 313-961-0200 | 313-961-0388 | jed@krwlaw.com        |
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| KERR, RUSSELL AND WEBER, PLC  | ATTN: P. WARREN HUNT, ESQ.               | ATTY FOR MOLD MASTERS CO.                             | 500 WOODWARD AVENUE, SUITE 2500 |          | DETROIT  | MI    | 48226 | US      | 313-961-0200 | 313-961-0388 | pwh@krwlaw.com        |



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| KERR, RUSSELL AND WEBER, PLC                    | ATTN: P. WARREN HUNT, ESQ.                                      | ATTY FOR DELTA TOOLING CO.  | 500 WOODWARD AVENUE, SUITE 2500       |                        | DETROIT      | MI    | 48226 | US      | 313-961-0200 | 313-961-0388 | pwh@knlaw.com   |
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| KERR, RUSSELL AND WEBER, PLC                    | ATTN: JAMES E. DELINE, ESQ.                                     | ATTY FOR MOLD MASTERS CO.   | 500 WOODWARD AVENUE, SUITE 2500       |                        | DETROIT      | MI    | 48226 | US      | 313-961-0200 | 313-961-0388 | jed@knlaw.com   |
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| KLEHR, HARRISON, HARVEY, BRANZBURG & ELLERS LLP | ATT: MORTON R. BRANZBURG & BRIAN T. CROWLEY                     | ATTY FOR MANUFACTURERS AND TRADERS TRUST COMPANY                    | 260 S. BROAD STREET                   |                        | PHILADELPHIA | PA    | 19102 | US      | 215-568-6060 | 215-568-6603 | BCrowley@klehr.com  |
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| KOHRMAN JACKSON & KRANTZ, PLL                   | ATT: JAMES W. EHRMAN, ESQ.                                      | ATTY FOR SUNNYSIDE AUTOMOTIVE III, LLC                              | ONE CLEVELAND CENTER, 20TH FLOOR      | 1375 EAST NINTH STREET | CLEVELAND    | OH    | 44114 | US      | 216-696-8700 | 216-621-6536 | jwe@kjk.com   |
| KOHRMAN JACKSON & KRANTZ, PLL                   | ATT: JAMES W. EHRMAN, ESQ.                                      | ATTY FOR SUNNYSIDE AUTOMOTIVE VI, LLC                               | ONE CLEVELAND CENTER, 20TH FLOOR      | 1375 EAST NINTH STREET | CLEVELAND    | OH    | 44114 | US      | 216-696-8700 | 216-621-6536 | jwe@kjk.com   |
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| KUPELIAN ORMOND & MAGY, P.C.                    | ATT: TERRANCE HILLER, DAVID BLAU, PAUL MAGY, MATTHEW SCHLEGEL   | ATTY FOR LA PRODUCTIONS, LLC  | 25800 NORTHWESTERN HIGHWAY, SUITE 950 |                        | SOUTHFIELD   | MI    | 48075 | US      | 248-357-0000 | 248-357-7488 | lah@kompc.com; dmb@kompc.com; psm@kompc.com; mws@kompc.com                |
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| LATHAM & WATKINS LLP                            | ATTN: ROBERT J. ROSENBERG & ADAM J. GOLDBERG                    | ATTY FOR ALLISON TRANSMISSION, INC., FKA CLUTCH OPERATING CO., INC. | 885 THIRD AVENUE, SUITE 1000          |                        | NEW YORK     | NY    | 10022 | US      | 212-906-1200 | 212-751-4864 | Robert.Rosenberg@lw.com; Adam.Goldberg@lw.com                             |
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| LAW OFFICES OF ROBERT E. LUNA, P.C.             | ATT: ANDREA SHEEHAN, ESQ.                                       | ATTY FOR CARROLLTON FARMERS BRANCH ISD & LEWISVILLE ISD             | 4411 N. CENTRAL EXPRESSWAY            |                        | DALLAS       | TX    | 75205 | US      | 214-521-8000 | 214-521-1738 | sheehan@txschoolaw.com  |
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| LECLAIRRYAN, PC                                | ATT: MICHAEL E. HASTINGS & MICHAEL T. CONWAY, ESQS                    | ATTY FOR TENNECO INC.   | 830 THIRD AVENUE, 5TH FLOOR          |                                   | NEW YORK         | NY    | 10022 | US      | 212-446-5075 | 212-430-8062 | michael.hastings@leclairryan.com ; michael.conway@leclairryan.com     |
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| LEONARD, STREET AND DEINARD, PA                | ATTN: JACOB B. SELLERS, ESQ.  | ATTY FOR CANADIAN PACIFIC RAILWAY COMPANY                             | 150 SOUTH FIFTH STREET, SUITE 2300   |                                   | MINNEAPOLIS      | MN    | 55402 | US      | 612-335-1500 | 612-335-1657 | jacob.sellers@leonard.com   |
| LEONARD, STREET AND DEINARD, PA                | ATT: MATTHEW A. SWANSON, ESQ.   | ATTY FOR QUADION CORP.  | 150 SOUTH FIFTH STREET, SUITE 2300   |                                   | MINNEAPOLIS      | MN    | 55402 | US      | 612-335-1500 | 612-335-1657 | matthew.swanson@leonard.com   |
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| SAUL EWING LLP                                  | ATT: JEFFREY C. HAMPTON, ESQ.                | ATTY FOR JAC PRODUCTS, INC.                                 | CENTRE SQUARE WEST               | 1500 MARKET STREET, 38TH FLOOR | PHILADELPHIA     | PA    | 19102 | US      | 215-972-7118 | 215-972-1848 | jhampton@saul.com   |
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| SCHAFFER AND WEINER, PLLC                       | ATT: RYAN D. HEILMAN, ESQ.                   | ATTY FOR HIROTEC AMERICA                                    | 40950 WOODWARD AVENUE, SUITE 100 |                                | BLOOMFIELD HILLS | MI    | 48304 | US      | 248-540-3340 | 248-282-2157 | rheilman@schaferandweiner.com; glee@schaferandweiner.com  |
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| THE DOW CHEMICAL COMPANY                   | ATTN: LEE H. SJOBERG, ESQ.   | 2030 DOW CENTER  |                                   |                             | MIDLAND          | MI    | 48674 | US      | 989-636-0103 | 989-638-9393 | lhsjoberg@dow.com   |
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| TOYOTA BOSHOKU AMERICA,<br>INC.  |   | 28000 WEST PARK DRIVE   |   |                        | NOVI        | MI    | 48377 | US      |              | 248-624-8597 |   |
| TOYOTA MOTOR SALES U.S.A,<br>INC.                                      | ATT: TOBIN LIPPERT  | 19001 SOUTH WESTERN AVE,<br>HQ12                                  |   |                        | TORRANCE    | CA    | 90509 | US      | 310-468-6748 | 310-381-7688 |   |
| TRENK DIPASQUALE WEBSTER<br>DELLA FERA & SODONA, P.C.                  | ATT: SAM DELLA FERA, JR., ESQ.                                | ATTY FOR SIKA CORPORATION   | 347 MT. PLEASANT AVENUE,<br>SUITE 300   |                        | WEST ORANGE | NJ    | 07052 | US      | 973-243-8600 | 973-243-8677 | sdellafera@trenklawfirm.com   |
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| UNION PACIFIC RAILROAD<br>COMPANY                                      | ATTN: MARY ANN KILGORE, ESQ.                                  | 1400 DOUGLAS STREET, STOP<br>1580                                 |   |                        | OMAHA       | NE    | 68179 | US      | 402-544-4195 | 402-501-0127 | mkilgore@up.com   |
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| UNITED STATES ATTORNEY'S<br>OFFICE                                     | ATTN: CLAIMS UNIT - ROOM 417                                  | ONE ST. ANDREWS PLAZA   |   |                        | NEW YORK    | NY    | 10007 | US      | 212-637-2200 | 212-637-2685 |   |
| UNITED STATES BANKRUPTCY<br>COURT                                      | SOUTHERN DISTRICT OF NEW YORK                                 | THE HONORABLE ROBERT E<br>GERBER                                  | ONE BOWLING GREEN                       |                        | NEW YORK    | NY    | 10004 | US      |              |              |   |
| UNITED STATES DEPT. OF<br>JUSTICE                                      | ATTN: ERIC H. HOLDER, JR., ATTORNEY<br>GENERAL                | 950 PENNSYLVANIA AVENUE,<br>NW                                    |   |                        | WASHINGTON  | DC    | 20530 | US      | 202-514-2101 | 202-616-2278 | askDOJ@usdoj.gov  |
| UNITED STATES DEPT. OF<br>JUSTICE                                      | ATTN: ANTI-TRUST DIVISION                                     | 950 PENNSYLVANIA AVENUE,<br>NW                                    |   |                        | WASHINGTON  | DC    | 20530 | US      | 202-514-2401 | 202-514-2363 | antitrust.atr@usdoj.gov   |
| UNITED STEELWORKERS  | ATT: DAVID R. JURY, ESQ.                                      | FIVE GATEWAY CENTER, SUITE<br>807                                 |   |                        | PITTSBURGH  | PA    | 15222 | US      | 412-562-2545 | 412-562-2574 | djury@usw.org   |
| VALEO  | MR. ANDY SMITH  | MS. FRANCOISE COLPRON   | 43 RUE BAYEN                            | PARIS, FRANCE<br>75848 |             |       |       | FR      | 331-055-2020 | 011-055-2171 | Andy.Smith@valeo.com, francoise.colpron@valeo.com   |
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