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**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
: :
KELLY CASTILLO, NICHOLE BROWN, : Adv. Proc. No. 09-00509
BRENDA ALEXIS DIGIAN DOMENICO, :
VALERIE EVANS, BARBARA ALLEN, :
STANLEY OZAROWSKI, AND DONNA :
SANTI, :
Plaintiffs, :
v. :
GENERAL MOTORS COMPANY, f/k/a New :
General Motors Company, Inc., :
Defendant. :
-----X
GENERAL MOTORS LLC, :
Counterclaimant, :
v. :
:

**KELLY CASTILLO, NICHOLE BROWN, :
BRENDA ALEXIS DIGIAN DOMENICO, :
VALERIE EVANS, BARBARA ALLEN, :
STANLEY OZAROWSKI, DONNA SANTI, :
LAKINCHAPMAN LLC, ROBERT W. :
SCHMIEDER, II, AND MARK L. BROWN, :
Counterdefendants. :
-----X**

Joint Scheduling Order

In accordance with the Court’s order of June 3, 2011, Plaintiffs and General Motors LLC (“**New GM**”), collectively referred to as the “**Parties**,” hereby jointly propose the following Scheduling Order:

1. Written discovery is closed. Any document requested but not produced prior to **June 22, 2011** shall not be admissible if offered by the Party who failed to timely produce the document. The sole possible exception to this provision is an updated version of a warranty data spreadsheet previously produced by New GM which shall be provided to plaintiffs’ counsel as soon as it is completed, no later than July 22, 2011.

2. Each party shall provide a list of trial witnesses and a detailed explanation of the subject matter of their anticipated testimony in support of the disclosing party’s claims and/or defenses no later than **July 15, 2011**. In the event a party wishes to present testimony in rebuttal to testimony disclosed in the adverse party’s July 15, 2011 designations, that party must submit a counter-designation of rebuttal witnesses and a detailed explanation of their anticipated testimony no later than **July 29, 2011**. No deposition or trial testimony shall be permitted outside the scope of these disclosures, except for purposes of impeachment or surrebuttal as provided in paragraphs 5(c) and 6(c) below.

3. Depositions of designated witnesses, if requested, shall be completed by **August 23, 2011**.

4. The Parties currently anticipate that completion of discovery may demonstrate that there will be few, if any, disputes of material fact, which may make presentation of live trial testimony unnecessary. In other words, it is possible that it may be more appropriate for the Parties to submit this matter to the Court for resolution based on an agreed record, including the submission of exhibits, affidavits, and briefs. On the other hand, it is agreed that either Party may in lieu of proceeding on an agreed record request a “live” trial at which witnesses would testify (at least on cross-examination) provided that any such request must be made no later than **August 26, 2011**, in which case the procedures described in Paragraph 6 below will apply. Otherwise, the procedures described in Paragraph 5 below will apply. Notwithstanding the foregoing, New GM reserves the right to request leave from the Court to file a motion for summary judgment or partial summary judgment, and Plaintiffs reserve the right to oppose any such request. If such a request is granted, the procedures provided in paragraphs 5 and 6 shall not apply pending further agreement of the Parties or order of the Court.

5. *If neither side has a filed a request for a “live” trial by August 26, 2011, then the following procedures will apply:*

(a) No later than **September 2, 2011**, the Parties shall (1) jointly submit a proposed pre-trial order including or incorporating a statement of undisputed facts, each side’s contentions of fact and law, and a list of trial exhibits; (2) exchange trial exhibits; (3) exchange witness affidavits of the same nature contemplated by paragraph 16 of Case Management Order No. 2; and (4) designate any deposition testimony they wish to submit to the Court.

(b) No later than **September 12, 2011**, each side shall (1) file any evidentiary objections to the affidavits or trial exhibits of the opposing side; (2) counterdesignate any additional excerpts from any depositions designated by the other side; (3) submit their affidavits

previously exchanged, deposition testimony and exhibits to the Court for inclusion in the agreed record; and (4) file briefs summarizing the evidence and supporting their legal positions.

(c) No later than **September 22, 2011**, each side shall exchange any additional rebuttal affidavits by previously designated or additional witnesses; these affidavits shall be limited to responding to either (a) the trial exhibits exchanged by the parties or (b) any statements or contentions in the other side's brief regarding such exhibits or other matters that could not reasonably have been anticipated at the time of the witness designations on July 15 or July 29. The party submitting these additional rebuttal affidavits shall at the option of the other side make the affiants available for deposition concerning the contents of the affidavits no later than **October 3, 2011**, and the parties may submit the additional rebuttal affidavits and any deposition testimony by the affiants for inclusion in the agreed record no later than **October 9, 2011**.

(d) Optional reply briefs shall be filed no later than **October 9, 2011** and shall be limited to responding to matters raised in the principal briefs or additional rebuttal affidavits.

(e) The foregoing submissions and the pleadings shall constitute the agreed record in the case. Oral argument of the case is tentatively scheduled for **October 20, 2011 at 9:45 a.m.** but may be canceled if the Court deems oral argument to be unnecessary.

6. *If either side has filed a request for a "live" trial by August 26, 2011, then the following procedures will apply:*

(a) No later than **September 2, 2011**, the Parties shall (1) jointly submit a proposed pre-trial order including or incorporating a statement of undisputed facts, each side's contentions of fact and law, and a list of trial exhibits; (2) exchange trial exhibits; (3) exchange witness

affidavits as contemplated in Paragraph 16 of Case Management Order # 2; and (4) designate any deposition testimony they wish to submit to the Court.

(b) No later than **September 12, 2011**, each side shall (1) file any objections to the affidavits or trial exhibits of the opposing side; (2) counterdesignate any additional excerpts from the depositions designated by the other side; (3) submit their previously exchanged affidavits, deposition testimony and exhibits to the Court for inclusion in the trial record; and (4) file briefs summarizing the evidence and supporting their legal positions.

(c) No later than **September 22, 2011** each side shall exchange any additional rebuttal affidavits by previously designated or additional witnesses; these affidavits shall be limited to responding to either (a) the trial exhibits exchanged by the parties or (b) any statements or contentions in the other side's brief regarding such exhibits or other matters that could not reasonably have been anticipated at the time of the witness designations on July 15 or July 29. The party submitting these additional rebuttal affidavits shall at the option of the other side make the affiants available for deposition concerning the contents of the affidavits no later than **October 3, 2011**, and the parties may submit the additional rebuttal affidavits and any deposition testimony by the affiants for inclusion in the trial record no later than **October 9, 2011**.

(d) Optional reply briefs shall be filed no later than **October 9, 2011** and shall be limited to responding to matters raised in the principal briefs or additional rebuttal affidavits.

(e) Trial will be held on **October 20, 2011** beginning at **9:45 a.m.** and is expected to be concluded in one day. At the conclusion of the evidence, including the affidavits previously exchanged, deposition testimony and exhibits, the Court may, if appropriate, entertain oral argument or establish a schedule for closing briefs.

7. The Parties do not anticipate that expert witness testimony will be offered by either side.

8. New GM's counterclaim is severed pending further agreement of the Parties or order of the Court following disposition by the Court of the issues raised by Plaintiffs' complaint and New GM's answer. The foregoing scheduling and disclosure provisions (paragraphs 1 through 7) shall not apply to the issues raised in connection with the counterclaim.

Respectfully submitted,

Dated: July 13, 2011

[s] Mark L. Brown

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Attorneys for Plaintiffs

Dated: July 13, 2011

[s] Gregory R. Oxford

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Attorneys for General Motors LLC

DATED: July 14, 2011

SO ORDERED:

s/ Robert E. Gerber

Honorable Robert E. Gerber
United States Bankruptcy Judge