

Harvey R. Miller  
Stephen Karotkin  
Joseph H. Smolinsky  
Irwin H. Warren  
WEIL, GOTSHAL & MANGES LLP  
767 Fifth Avenue  
New York, New York 10153  
Telephone: (212) 310-8000  
Facsimile: (212) 310-8007

Attorneys for Debtors and Debtors in Possession

PREET BHARARA  
United States Attorney  
By: David S. Jones  
Jeffrey S. Oestericher  
Matthew L. Schwartz  
Joseph N. Cordaro  
Assistant United States Attorneys  
86 Chambers Street  
New York, New York 10007  
Telephone: (212) 637-2800  
Facsimile: (212) 637-2750

Attorneys for the United States of America

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

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

**JOINT RESPONSE OF THE DEBTORS AND THE UNITED STATES OF AMERICA TO RADHA R.M. NARUMANCHI’S RENEWED MOTION TO GIVE ACCESS TO CERTAIN DOCUMENTS FILED UNDER SEAL AS WELL TO OTHER DOCKETED DOCUMENTS**

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

Motors Liquidation Company (f/k/a General Motors Corp.) and its affiliated debtors, as debtors (collectively, the “**Debtors**”), and the United States of America (together with the Debtors, the “**Respondents**”), respectfully represent:

1. The requests made -- and the factual inaccuracies asserted -- by Radha R.M. Narumanchi (“**Narumanchi**”) in his "Renewed Motion to Give Access to Certain Documents Filed Under Seal as Well to Other Documents" [Docket No. 4580] have already been addressed by the Respondents in the Joint Objection of the Debtors, the United States of America, Frederick A. Henderson and Kent Kresa to (i) Motion of Radha R.M. Narumanchi to Give Access to Certain Documents Filed Under Seal as Well as Other Docketed Documents; and (ii) Supplemental Motion of Radha R.M. Narumanchi to Give Access to Certain Documents Filed Under Seal in Addition to Depositions of Certain Individuals Already Requested, dated August 19, 2009 [Docket No. 3854] (the “**Original Response**”). Narumanchi's "Renewed Motion" does not provide any new facts or arguments requiring a further response, and the Respondents incorporate the Original Response in this Response.

2. The Respondents had attached (as Exhibit D) to the Original Response, a proposed form of order (the “**Respondents’ Proposed Order**”) pursuant to which Narumanchi could obtain access to sealed documents, provided that he executes and complies with the protective orders that the Court previously had put in place in these proceedings (copies of which also were attached to the Original Response, as Exhibits A, B and C) and to which all other parties had agreed to be bound as a condition to obtaining access to sealed or other confidential materials. For the Court’s convenience, the Respondents’ Proposed Order has been modified to reference the “Renewed Motion”: the new form of Proposed Order is annexed hereto as Exhibit “A.”

3. Narumanchi disregards the protective orders and, instead, asks the Court to simply direct its personnel to immediately make all of the sealed documents available to him. In such circumstances, his *sub silentio* request (at ¶ 3.0 of his “Renewed Motion”) that he alone, of all the parties to these proceedings, should be granted access to and be permitted to use sealed documents without being subject to the existing Court orders to which all other parties are bound, should be denied, and the Respondents’ Proposed Order should be entered.

WHEREFORE the Respondents respectfully request that Narumanchi’s “Renewed Motion” be denied, the Respondents’ Proposed Order be entered, and the Respondents be granted such other and further relief as is just.

Dated: New York, New York  
December 3, 2009

/s/ Irwin H. Warren

Harvey R. Miller  
Stephen Karotkin  
Joseph H. Smolinsky  
Irwin H. Warren

WEIL, GOTSHAL & MANGES LLP  
767 Fifth Avenue  
New York, New York 10153  
Telephone: (212) 310-8000  
Facsimile: (212) 310-8007

Attorneys for Debtors and Debtors in Possession

PREET BHARARA  
United States Attorney

/s/ Joseph N. Cordaro

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By: David S. Jones  
Jeffrey S. Oestericher  
Matthew L. Schwartz  
Joseph N. Cordaro  
Assistant United States Attorneys  
86 Chambers Street  
New York, New York 10007  
Telephone: (212) 637-2800  
Facsimile: (212) 637-2750

Attorneys for the United States of America

# **Exhibit A**

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

-----X  
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

**ORDER DENYING THE MOTIONS OF RADHA R.M.  
NARUMANCHI TO GIVE ACCESS TO CERTAIN DOCUMENTS  
FILED UNDER SEAL AS WELL AS OTHER DOCKETED DOCUMENTS**

Upon the motion, dated July 23, 2009 (the “**Initial Motion**”), the supplemental motion, dated August 5, 2009 (the “**Supplemental Motion**”), and the “renewed motion,” dated November 23, 2009 (the “**Renewed Motion**,” and together with the Initial Motion and the Supplemental Motion, the “**Motions**”) of Radha R.M. Narumanchi (“**Narumanchi**”), requesting access to certain documents filed under seal in connection with (i) Narumanchi’s appeal of this Court’s order authorizing and approving the sale of assets (the “**Sale**”) to NGMCO, Inc., a U.S. Treasury-sponsored purchaser (the “**Appeal**”), and (ii) the adversary proceeding styled *Radha Raman Murty Narumanchi v. General Motors Corporation, et al.*, Adv. No. 09-00501 (the “**Adversary Proceeding**”); and upon the joint objection (the “**Objection**”) of Motors Liquidation Company (f/k/a General Motors Corporation) and its affiliated debtors, as debtors in possession (the “**Debtors**”), the United States of America, Frederick A. Henderson and Kent Kresa (individual defendants in the Adversary Proceeding), and the Affidavit of Irwin H. Warren in support of the Objection; and upon the joint response (the “**Joint Response**”) of Motors Liquidation Company (f/k/a General Motors Corporation) and the United States of America to the Renewed Motion; and after due deliberation and sufficient cause appearing therefor, it is

ORDERED that the Motions are denied except to the limited extent otherwise provided herein; and it is further

ORDERED that the Objection and the Joint Response are granted as and to the extent provided herein; and it is further

ORDERED that Narumanchi shall only be allowed to access the Sealed Documents<sup>1</sup> if he executes and agrees to be bound by the Agreed Protective Order and the Government Confidentiality Orders; and it is further

ORDERED that Narumanchi shall not be permitted to utilize the Sealed Documents provided to him pursuant to this Order in order to respond to the Motions to Dismiss; 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  
December \_\_, 2009

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

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<sup>1</sup> Capitalized terms not otherwise defined herein have the meaning ascribed to them in the Objection and the Joint Response.