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One of the Attorneys for Plaintiffs / Appellants

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK

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In re:

Chapter 11

MOTORS LIQUIDATION COMPANY, *et al.*,
f/k/a GENERAL MOTORS CORP., *et al.*,

Case No. 09-50026 (REG)

Debtors.

(Jointly Administered)

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JOHN MORGENSTEIN, MICHAEL JACOB,
as Executor of the Estate of Doris Jacob,
and **ALANTE CARPENTER** individually
and on behalf of all others similarly situated,

Plaintiffs,

Adversary Proceeding
No. 11-09409-reg

v.

MOTORS LIQUIDATION COMPANY
f/k/a GENERAL MOTORS CORPORATION,
a Delaware Corporation,

Defendant.

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**APPELANTS JOHN MORGENSTEIN, MICHAEL JACOB, AND ALANTE
CARPENTER'S AMENDED STATEMENT OF ISSUES ON APPEAL AND
DESIGNATION OF ITEMS TO BE INCLUDED IN THE RECORD ON APPEAL**

Appellants, John Morgenstein, Michael Jacob, and Alante Carpenter (“Appellants”), by their attorneys, pursuant to Fed. R. Bankr. P. 8006, and in connection with Appellants’ appeal to the United States District Court for the Southern District of New York of the Bankruptcy Court’s Judgment [Dkt. No. 43], entered on January 18, 2012, (I) Denying plaintiffs’ request for “limited revocation of the confirmation order entered herein on March 29, 2011” (II) Denying plaintiffs’ requests for costs and “such other and further relief as may be appropriate in the Court’s judgment” and (III) Dismissing the adversary proceeding and related Decision and Order entered on January 18, 2012 [Doc. No. 42], (a) states that the issues on appeal are as follows and (b) designates the following items to be included in the record on appeal.

STATEMENT OF ISSUES

Appellants state the following issues on appeal:

1. Whether a Bankruptcy Court has the power under Section 1144 of the Bankruptcy Code, upon a finding of Fraud on the Court, to carefully craft and enter an Order revoking a chapter 11 Confirmation Order, so as to (1) vindicate the Court’s integrity, (2) afford relief to Plaintiff, and (3) assure no prejudice to innocent third parties.
2. Whether the Complaint sufficiently pleads fraud with particularity as required by Civil Rule 9(b).
3. Whether the Bankruptcy Court Abused its Discretion when it Denied Plaintiffs Motion for Leave to Amend their Fraud Allegations.

DESIGNATION OF ITEMS

Appellants hereby designate the following items to be included in the record on appeal, as follows:

APPEAL RECORD NO.	DESCRIPTION ¹	ADV. DOCKET NO. ²	CASE DOCKET NO. ³
1	Complaint against Motors Liquidation Company, et al.	1	
2	Summons with Notice of Pre-Trial Conference issued by Clerk's Office with Pre-Trial Conference set for 11/22/2011	3	
3	Transcript regarding Hearing Held on 11/22/2011 at 10:00 AM RE: AI Pretrial Conference.	16	
4	Amended Motion to Dismiss Adversary Proceeding - Motors Liquidation Company's And Motors Liquidation Company GUC Trust's Amended Motion To Dismiss Plaintiffs' Complaint For Revocation Of Discharge And, In The Alternative, Motion To Strike Class Allegations	20	
5	Motion of Plaintiffs John Morgenstein, Michael Jacob, and Alante Carpenter For Entry Of Order Granting Class Certification Pursuant to Rule 23(b)(2) Of The Federal Rules Of Civil Procedure	21	
6	Plaintiffs' John Morgenstein, Michael Jacob, and Alante Carpenters Corrected Memorandum In Opposition To Motors Liquidation Company's and Motors Liquidation Company GUC Trust's Amended Motion To Dismiss Plaintiffs' Complaint For Revocation Of Discharge And, In The Alternative, Motion To Strike Class Allegations	26	
7	Motors Liquidation Company GUC Trust's Emergency Motion to Adjourn the Deadline to Respond to Plaintiffs' Motion for Entry of an Order Granting Class Certification and the Hearing Thereon	27	
8	Opposition to Debtor's Emergency Motion to Adjourn	29	
9	Motors Liquidation Company GUC Trust's Reply in Support of Amended Motion to Dismiss	33	
10	Plaintiffs' Opposition Brief Supplement In Compliance with Case Management Order #2, with attached exhibits A through N, as follows:	35	

¹ To the extent that any of the following listed documents contain exhibits, schedules and/or other attachments, unless specifically stated otherwise below, all such items designated for the record on appeal includes all such exhibits, schedules and other attachments.

² Numbers in this column designate docket numbers in the above-referenced adversary proceeding (Adv. Proc. No. 11-09409 (REG)).

³ Numbers in this column designate docket numbers in the main chapter 11 case, which is the jointly administered and procedurally consolidated chapter 11 case (Case No. 09-50026 (REG)).

	Ex. A - Master Purchase Agreement (draft attached to Motion for Approval)		2649
	Ex. B-Parking Brakes Settlement Motion		6414
	Ex. C - Saturn Transcript		9764
	Ex. D - Bar Date Motion		3940
	Ex. E - Alternative dispute Procedures Motion		5037
	Ex. F - Asbestos Motion		7782
	Ex. G - Disclosure Statement for Amended Plan		8023
	Ex. H - Order Approving Disclosure Statement		8043
	Ex. I - Order for Estimation of Asbestos Claims		8121
	Ex. J - Revised GUC Trust Agreement		9477
	Ex. K - 3/3/11 Conf hrn'g Trans		9791
	Ex. L - Second Amended Joint Plan		9836
	Ex. M - Confirmation Order		9941
	Ex. N - GUC Trust Report of 9/30/11		11090 (Ex. A)
11	Endorsed Order signed on 1/6/2012	36	
12	Decision and Order on Motion to Dismiss signed on 1/18/2012	42	
13	Judgment signed on 1/18/2012	43	
14	Notice of Appeal	44	
15	Transcript regarding Hearing Held on January 10, 2012 at 9:59 AM RE: Motors Liquidation Company's and Motors Liquidation Company GUC Trust's Motion to Dismiss Plaintiff's Complaint for Revocation of Discharge and, in the alternative, Motion to Dismiss Class Allegations.	46	
16	Order Granting (I) Authorizing Sale of Assets Pursuant To Amended And Restated Master Sale and Purchase Agreement With NGMCO, INC., A U.S. Treasury-Sponsored Purchaser; (II) Authorizing Assumption And Assignment Of Certain Executory Contracts And Unexpired Leases In Connection With The Sale; And (III) Granting Related Relief		2968
17	Statement of Financial Affairs		4060
18	Order Establishing The Deadline For Filing Proofs Of Claim (Including Claims Under Section 503(B)(9) of the Bankruptcy Code) and Procedures Relating Thereto and		4079

	Approving The Form and Matter Of Notice Thereof		
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19	Evidentiary Rulings for Trial on December 14, 2011 signed on 12/14/2011.	Adversary Proceeding Case No. 09-00509 Doc. 55
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Dated: February 6, 2012

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