

HEARING DATE AND TIME: February 27, 2019 at 10:00 a.m. (Eastern Time)

OBJECTION DEADLINE: February 20, 2019 at 4:00 p.m. (Eastern Time)

BINDER & SCHWARTZ LLP

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Company Avoidance Action Trust*

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

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In re: Chapter 11

MOTORS LIQUIDATION COMPANY, f/k/a
GENERAL MOTORS CORPORATION, *et al.*, Case No. 09-50026 (MG)
(Jointly Administered)

Debtors.

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**NOTICE OF HEARING ON MOTION OF MOTORS LIQUIDATION COMPANY
AVOIDANCE ACTION TRUST FOR ENTRY OF ORDER PURSUANT TO
SECTIONS 105 AND 1142 OF THE BANKRUPTCY CODE AND BANKRUPTCY
RULE 3020(d) (I) APPROVING AMENDMENTS TO THE THIRD AMENDED AND
RESTATED AVOIDANCE ACTION TRUST AGREEMENT AND AUTHORIZING
THE AVOIDANCE ACTION TRUST TO ENTER INTO THE FOURTH AMENDED
AND RESTATED AVOIDANCE ACTION TRUST AGREEMENT
(II) AUTHORIZING THE AVOIDANCE ACTION TRUST TO ENTER INTO
THE LW CAPITAL PROVISION AGREEMENT AND TO GRANT A LIEN
TO THE LW CAPITAL PROVIDER**

PLEASE TAKE NOTICE that on February 4, 2019, Wilmington Trust Company, solely in its capacity as trust administrator and trustee (the “**Avoidance Action Trust Administrator**”) of the Motors Liquidation Company Avoidance Action Trust (the “**Avoidance Action Trust**”), as established under the Debtors’ Second Amended Joint Chapter 11 Plan dated as of March 18, 2019 [Bankr. Dkt. No. 9836] (as confirmed, the “**Plan**”) of the above-captioned post-effective date

debtors (the “**Debtors**”), submits this motion (the “**Motion**”), pursuant to sections 105 and 1142 of title 11 of the United States Code (the “**Bankruptcy Code**”) and Rule 3020(d) of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), seeking entry of an order, substantially in the form attached to the Motion as Exhibit A (the “**Approval Order**”), (i) approving the capital provision agreement attached hereto as Exhibit B (the “**LW Capital Provision Agreement**”) between the Avoidance Action Trust and private litigation funder LW Holdco VI LLC (the “**LW Capital Provider**”), (ii) authorizing the Avoidance Action Trust and the Avoidance Action Trust Administrator to enter into the Fourth Amended and Restated Motors Liquidation Company Avoidance Action Trust Agreement (the “**Fourth Amended Avoidance Action Trust Agreement**”) substantially in the form attached to the Motion as Exhibit C, which amends the Third Amended and Restated Motors Liquidation Company Avoidance Action Trust Agreement, dated as of June 29, 2017 and attached to the Motion as Exhibit D (the “**Third Amended Avoidance Action Trust Agreement**”),¹ (iii) authorizing the Avoidance Action Trust to take all actions necessary or appropriate to effectuate the LW Capital Provision Agreement, including the granting of a third-priority lien in favor of the LW Capital Provider on specified property of the Avoidance Action Trust, and (iv) granting such other and further relief as may be necessary, all as more fully described in the Motion, and that a hearing will be held before the Honorable Judge Martin Glenn, United States Bankruptcy Judge, in Room 523 of the United States Bankruptcy Court for the Southern District of New York, One Bowling Green, New York, New York 10004, on **February 27, 2019 at 10:00 a.m. (Eastern Time)**, or as soon thereafter as counsel may be heard.

¹ A redline comparing the proposed Fourth Amended Avoidance Action Trust Agreement to the Third Amended Avoidance Action Trust Agreement is attached to the Motion as Exhibit E.

PLEASE TAKE FURTHER NOTICE that any responses or objections to this 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-399 (which can be found at www.nysb.uscourts.gov) by registered users of the Bankruptcy Court's filing system, and (b) by all other parties in interest, on a CD-ROM or 3.5 inch disk, in text-searchable portable document format (PDF) (with a hard copy delivered directly to Chambers), in accordance with the customary practices of the Bankruptcy Court and General Order M-399, to the extent applicable, and served in accordance with General Order M-399 and on Binder & Schwartz LLP, attorneys for Wilmington Trust Company as Avoidance Action Trust Administrator, 366 Madison Avenue, 6th Floor, New York, New York 10017 (Attn: Eric B. Fisher, Esq. & Neil S. Binder, Esq.), so as to be received no later than **February 20, 2019 at 4:00 p.m. (Eastern Time)** (the "**Objection Deadline**").

PLEASE TAKE FURTHER NOTICE that if no objections are timely filed and served with respect to the Motion, Wilmington Trust Company, acting in its capacity as Avoidance Action Trust Administrator 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: February 4, 2019
New York, New York

Respectfully submitted,

BINDER & SCHWARTZ LLP

/s/ Eric B. Fisher

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