

In re:	:	
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DELPHI CORPORATION, et al.,	:	Chapter 11
	:	Case No. 05-44481 (RDD)
Debtors.	:	(Jointly Administered)
	:	
	:	
	X	
DELPHI CORPORATION,	:	
	:	
	:	
Plaintiff,	:	
	:	
- against -	:	Adversary Proceeding
	:	Case No 08-01232-rdd
	:	
APPALOOSA MANAGEMENT L.P., A-D	:	
ACQUISITION HOLDINGS, LLC, HARBINGER	:	
DEL-AUTO INVESTMENT COMPANY, LTD.,	:	CASE MANAGEMENT C
PARDUS DPH HOLDING LLC, MERRILL LYNCH,	:	
PIERCE, FENNER & SMITH INCORPORATED,	:	
GOLDMAN SACHS & CO., HARBINGER CAPITAL	:	
PARTNERS MASTER FUND I, LTD., and PARDUS	:	
SPECIAL OPPORTUNITIES MASTER FUND L.P.,	:	
	:	
Defendants.	:	
	X	
DELPHI CORPORATION,	:	
	:	
	:	
Plaintiff,	:	
	:	
- against -	:	Adversary Proceeding
	:	Case No 08-01233-rdd
	:	
UBS SECURITIES LLC,	:	
	:	
	:	
Defendant.	:	
	X	

The Court having conducted a conference with the parties on March 9, 2009 to discuss certain outstanding discovery disputes, and good and sufficient cause appearing to modify the case management plan previously approved by this Court on January 13, 2009 (Dkt. No. 161);

IT IS HEREBY ORDERED AS FOLLOWS:

**SCOPE OF DISCOVERY**

1. Each named party to the Actions (individually, a “party”) may take discovery on all matters relevant to the Actions consistent with this Plan. The Official Committees may participate in such discovery, in accordance with the terms of the Stipulation and Order for Intervention agreed to by the parties or to be ordered by the Court. Nothing in this Plan shall be deemed a waiver of any party’s rights to assert any applicable privilege or work-product protections or any other appropriate objections to disclosure available under the Federal Rules of Civil Procedure (“FRCP”). A party’s production of information in accordance with this Plan shall not be deemed a concession by such party as to the relevance or use of such documents or information at trial or otherwise.

**DISCOVERY SCHEDULE AND RELATED MATTERS**

2. The following schedule shall govern discovery and related matters absent further agreement of the parties or order of the Court:

(a) Initial Disclosures. Each party shall serve its initial disclosures required by Rule 26(a)(1) no later than June 11, 2008.

(b) Response to Complaints. Defendants shall each either answer or file a motion in response to the complaints in the Actions by June 20, 2008. Defendants shall coordinate with respect to any motions they file (as well as with respect to document requests, interrogatories and requests to admit) to avoid, to the greatest extent possible, duplicative papers.

Plaintiff and the Official Committees as intervenors shall file any papers in opposition to any motions by July 8, 2008. Plaintiff shall coordinate with the Official Committees with respect to any papers they file (as well as with respect to document requests, interrogatories and requests to admit) to avoid, to the greatest extent possible, duplicative papers. Defendants shall file any reply papers by July 18, 2008. A hearing on any such motions to dismiss shall take place on July 25, 2008. To the extent not previously filed, answers and counterclaims, if any, shall be served within ten (10) business days of the Court's disposition of the motions to dismiss, with responses to counterclaims, if any, served within an additional ten (10) business days.

(c) Document Requests and Productions. The parties shall serve initial sets of document requests (the "Initial Requests") no later than June 13, 2008. Each party shall serve written document responses and objections on all parties within twenty-one (21) days of the service of such document requests. All non-privileged documents responsive to the Initial Requests shall be produced to all parties on a rolling basis. Document production shall begin on or about July 1, 2008 and all parties shall make good faith efforts to substantially complete document production by August 12, 2008. Nothing herein shall prohibit a party from making further requests for additional documents beyond the Initial Requests, consistent with paragraph 2(i), with the timing of responses thereto governed by the FRCP, provided that responses to such further requests shall not be due before August 12, 2008. All document production by the parties shall be made pursuant to a protective order and e-discovery protocol to be agreed upon by the parties. In an attempt to expedite the trial readiness of the Actions, the parties have negotiated this Plan before the service of initial disclosures or document requests, or agreement on the form of an e-discovery protocol. In the event there are any unforeseen delays in document production due to the initial disclosures, document requests or the e-discovery protocol, the

parties reserve their rights to seek judicial modification of the schedule herein under paragraph 6 for good cause shown, but the parties will endeavor to negotiate and resolve such matters before doing so.

(d) Third-Party Subpoenas. Each party may serve subpoenas for the production of documents at any time on or after June 13, 2008. Third-party depositions shall be conducted solely in accordance with paragraph 2(e).

(e) Depositions. Notices of deposition may be served at any time. Except as set forth in paragraph 2(f), party or third-party depositions may commence on or after September 3, 2008. If any party fails to substantially complete its document production by August 12, 2008, the other parties reserve the right to move pursuant to paragraph 6 to modify the commencement date for depositions and subsequent deadlines set forth herein, and for other appropriate relief. Except for depositions of third parties noticed by both sides, each deposition shall be limited to one day of seven hours unless otherwise agreed by the parties or ordered by the Court, except that the duration of depositions conducted pursuant to section 2(f) shall not count toward such limit.

(i) Depositions by Plaintiff. Plaintiff may take up to thirty (30) depositions of fact witnesses.

(ii) Depositions by Defendant. Defendants may take up to fifty (50) depositions of fact witnesses.

(iii) Scheduling of Depositions. The parties agree to attempt in good faith to schedule all depositions as expeditiously as possible (at the rate of approximately three days of deposition per week) and take such actions as may be reasonably necessary to obtain cooperation from any third-party witnesses in

connection with such scheduling. The parties recognize and agree that the schedule set forth in this Joint Case Management Plan is dependent upon their ability to obtain third party discovery in accordance with this schedule.

(f) Initial Depositions. Notwithstanding the provisions of paragraph 2(e), Plaintiff and Defendants (as a group) may each take the deposition of up to two (2) natural persons on dates to be agreed upon between August 12, 2008 and August 22, 2008. Such depositions shall be on a minimum of twenty-one (21) days' individual notice and shall each be limited to seven (7) hours in duration, without prejudice to the party's right to depose these individuals pursuant to paragraph 2(e), provided that questions asked at such depositions pursuant to section 2(e) will not be duplicative of questions asked at the initial depositions. Parties may only introduce exhibits at depositions taken pursuant to this paragraph 2(f) which have been previously produced in advance in accordance with paragraph 2(c).

(g) Interrogatories. Each party may serve interrogatories no earlier than June 13, 2008 and no later than January 16, 2009. Unless otherwise agreed by the parties or ordered by the court, plaintiff (including the Official Committees) may serve no more than 25 written interrogatories and defendants collectively may serve no more than 40 written interrogatories. Responses and objections to interrogatories shall be due thirty (30) days after service.

(h) Requests to Admit. Each party may serve any requests to admit no earlier than June 13, 2008 and no later than January 16, 2009. Responses and objections to requests to admit shall be due thirty (30) days after service.

(i) Rule 2004 Order. With respect to the Order Authorizing the Debtors to Issue Subpoenas Directing Expedited Oral Examinations of, and Production of Documents By, Certain Investors, dated March 17, 2008 (the "Rule 2004 Order"), the parties agree that any

further discovery taken pursuant to the Rule 2004 Order will be subject to the limits, procedures and schedules contained herein.

(j) Fact Discovery Deadline. Subject to the second sentence of paragraph 2(e), all discovery in accordance with paragraphs 2(a) – (i) shall be completed by February 7, 2009 (the “Fact Discovery Deadline”).

(k) Expert Reports. Any expert reports shall be served by April 15, 2009, and rebuttal expert reports shall be filed by May 15, 2009. Depositions of expert witnesses shall be completed by June 8, 2009.

(l) Summary Judgment. The parties shall meet and confer with respect to the schedule for any motions for summary judgment or partial summary judgment.

(m) Injunctive Relief. Each party reserves its right to move for injunctive relief and each party reserves its rights to oppose or object to any such motion. In the event any party files a motion seeking injunctive relief, the parties shall be permitted to take expedited discovery as permitted by the Court without regard to the provisions of this paragraph 2.

(n) Trial. Except as otherwise ordered by the Court, the Actions shall be trial ready by June 8, 2009.

3. Non-binding Mediation. On a date to be agreed upon that is between August 1, 2008, and August 15, 2008, a responsible officer or employee for each of the parties, with settlement authority, shall attend at least one day of confidential, non-binding mediation with each of the other parties to discuss the possibilities for promptly settling or resolving all or a portion of the claims alleged in the Actions. Such mediation shall be conducted before a mediator, and pursuant to procedures, mutually acceptable to each of the parties. All disputes regarding the selection of a mediator shall be resolved by the Court.

4. Service of Papers. The parties agree that service of all papers required to be served shall be effected by e-mail to each person as listed below and to Weil, Gotshal & Manges LLP pursuant to the Stipulation and Order Authorizing General Motors Corporation to Participate entered by the Court on July 31, 2008 (Case No. 08-1232, Docket No. 87; Case No. 08-1233, Docket No. 41).

5. Consolidation of Actions. The Actions shall be consolidated for all purposes.

6. Modification for Cause. The Court may modify any provision hereof for good cause shown upon advance written notice to each of the parties. The parties shall meet and confer in good faith in an attempt to resolve any issues concerning modifications before making any motion to the Court.

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

SO ORDERED.

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Honorable Robert D. Drain  
United States Bankruptcy Judge