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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

<p>In re:</p> <p>MOTORS LIQUIDATION COMPANY, <i>et al.</i>, f/ka General Motors Corp., <i>et al.</i>,</p> <p style="text-align: center;">Debtors,</p>	<p>Chapter 11 Case</p> <p>Case No. 09-50026 (MG)</p> <p>(Jointly Administered)</p>
<p>MOTORS LIQUIDATION COMPANY AVOIDANCE TRUST,</p> <p style="text-align: center;">Plaintiff,</p> <p style="text-align: center;">v.</p> <p>JPMORGAN CHASE BANK, N.A., <i>et al.</i>,</p> <p style="text-align: center;">Defendants.</p>	<p>Adv. P. Case No. 09-504 (MG)</p>

**JOINDER OF THE UNITED STATES OF AMERICA IN MOTION OF MOTORS
LIQUIDATION CO. AVOIDANCE ACTION TRUST FOR LEAVE TO TAKE
INTERLOCUTORY APPEAL**

The United States of America, by its attorney Joon H. Kim, Acting United States Attorney for the Southern District of New York, respectfully submits this joinder in support of the October 10, 2017 motion (the “Motion,” Adv. P. No. 09-504, Dkt. No. 1020) of the Motors Liquidation Company Avoidance Action Trust (“AAT”) for leave to pursue an interlocutory appeal from the Court’s decision dated September 26, 2017, Dkt. No. 1015, which resolved

issues raised during the bench trial concerning the classification and valuation of forty of the hundreds of thousands of assets that are at issue in this action. The United States and Export Development Canada (“EDC”) are beneficiaries of the AAT with a combined 30% stake in any eventual recovery of this action, and are also providers of AAT funding who have an interest in the promptest possible return of all funds advanced in connection with this action. The United States believes that the proposed interlocutory appeal is appropriate and desirable as a means to promote the promptest and most cost-effective resolution possible, by allowing certainty as to asset classification and valuation before the parties negotiate or litigate the classification and valuation of the innumerable remaining assets that allegedly are subject to non-released liens.

1. The United States Department of the Treasury (“Treasury”), along with EDC, is a DIP lender in this bankruptcy, and collectively along with EDC holds both a secured interest in the return of \$15 million in litigation funding that it provided to the AAT, and an entitlement to 30% of the AAT’s recovery through this litigation. *See* So-Ordered Stipulation and Order, August 30, 2016, Case No. 09-50026, Dkt. No. 13748.

2. The United States joins the AAT’s Motion, which seeks leave to pursue an interlocutory appeal, because we believe the proposed appeal presents serious issues whose resolution is particularly important at this time. Because the Court’s findings of fact and conclusions of law will form the basis for settlement negotiations and/or further litigation that will need to resolve the classification and valuation of a multitude of additional assets, any uncertainty, error, or inaccuracy in the Court’s ruling could have an amplified and distortive effect.

3. The United States has not independently analyzed or formed a position with respect to the AAT’s position on the merits. Based on discussion with AAT counsel, however,

the United States believes there are serious questions for appeal with respect to the Court's opinion, and we believe that permitting the AAT to pursue an interlocutory appeal will further the public and governmental interests in the prompt and accurate resolution of this action.

4. We accordingly join in the AAT's request for leave to pursue an interlocutory appeal.

New York, New York
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