

Bruce Bennett, Esq. (*pro hac vice* pending)
Erin L. Burke, Esq. (*pro hac vice* pending)

JONES DAY

555 South Flower Street, Fiftieth Floor
Los Angeles, CA 90071
Tel: (213) 489-3939
Fax: (213) 243-2539

Gregory M. Shumaker, Esq. (*pro hac vice* pending)
Christopher J. DiPompeo, Esq. (*pro hac vice* pending)

JONES DAY

51 Louisiana Ave., N.W.
Washington, DC 20001
Tel: (202) 879-3939

John W. Spiegel (*pro hac vice* pending)
MUNGER, TOLLES & OLSEN LLP
355 South Grand Avenue, 35th Floor
Los Angeles, CA 90071
Tel: (213)681-9100

[additional counsel listed on signature page]

Attorneys for Defendants The Ad Hoc Group of Term Lenders*

[*complete list of represented defendants listed in Appendix A]

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

In re:	)	Chapter 11 Case
	)	
MOTORS LIQUIDATION COMPANY, et al.,	)	Case No. 09-50026 (REG)
	)	
Debtors.	)	(Jointly Administered)
	)	
OFFICIAL COMMITTEE OF UNSECURED	)	Adversary Proceeding
CREDITORS OF MOTORS LIQUIDATION	)	
COMPANY f/k/a GENERAL MOTORS	)	Case No. 09-00504 (REG)
CORPORATION,	)	
	)	
Plaintiff,	)	
	)	
vs.	)	
	)	
JPMORGAN CHASE BANK, N.A., et al.,	)	
	)	
Defendants.	)	

MOTION FOR ADMISSION TO PRACTICE, *PRO HAC VICE*

I, Erin L. Burke, request admission, *pro hac vice*, before the Honorable Robert E. Gerber, to represent defendants, The Ad Hoc Group of Term Lenders, in the above-referenced adversary proceeding and related cases. A complete list of represented defendants is listed in Appendix A.

I hereby certify that I am member in good standing of the bar of the State of California, the bars of the United States District Courts for the Northern, Southern, Eastern, and Central Districts of California, and the United States Court of Appeals for the Ninth Circuit.

I have electronically submitted the filing fee of \$200 with this motion for *pro hac vice* admission.

Dated: August 7, 2015

Respectfully submitted,

/s/ Erin L. Burke

Erin L. Burke
California Bar No. 186660
JONES DAY
555 South Flower Street
Fiftieth Floor
Los Angeles, CA 90071

Bruce Bennett
Erin L. Burke
JONES DAY
555 South Flower Street
Fiftieth Floor
Los Angeles, CA 90071
Tel: (213) 489-3939
Fax: (213) 243-2539
Email: bbennett@jonesday.com
Email: eburke@jonesday.com

Gregory M. Shumaker
Christopher J. DiPompeo, Esq.
JONES DAY
51 Louisiana Ave., N.W.
Washington, DC 20001
Tel: (202) 879-3939
Fax: (202) 626-1700
Email: gshumaker@jonesday.com
Email: cdipompeo@jonesday.com

John W. Spiegel
George M. Garvey
Todd J. Rosen
Mathew A. Macdonald
MUNGER, TOLLES & OLSEN LLP
355 South Grand Avenue, 35th Floor
Los Angeles, CA 90071
Tel: (213)681-9100
Fax: (213) 687-3702
Email: John.Spiegel@mto.com
Email: George.Garvey@mto.com
Email: Todd.Rosen@mto.com
Email: Matthew.Macdonald@mto.com

Kristin Linsley Myles
MUNGER, TOLLES & OLSON LLP
560 Mission Street, 27th Floor
San Francisco, CA 94105-2907
Tel: (415) 512-4000
Fax: (415) 512-4077
Email: Kristin.Myles@mto.com

Attorneys for Defendants The Ad Hoc Group of
Term Lenders*

*[*complete list of represented defendants listed in
Appendix A]*

Filed by:

/s/ Benjamin Rosenblum
Benjamin Rosenblum, Esq.
JONES DAY
222 East 41st Street
New York, NY 10017
Tel: (212) 326-3939
Fax: (212) 755-7306

APPENDIX A

Ares IIIR/IVR CLO Ltd.; Ares VR CLO Ltd.; Ares VIR CLO Ltd.; Ares XI CLO Ltd.; Ares Enhanced Loan Investment Strategy IR, Ltd.; Avery Point CLO, Limited; Chatham Light II CLO, Limited; Katonah III, Ltd., Katonah IV, Ltd.; Nash Point CLO, Race Point II CLO; Limited, Race Point III CLO Limited; Race Point IV CLO, Ltd.; Sankaty High Yield Partners III Grantor Trust as successor in interest to Sankaty High Yield Partners III, L.P.; Black Diamond International Funding, Ltd.; Black Diamond CLO 2005-1 Ltd.; Black Diamond CLO 2005-2 Ltd.; Black Diamond CLO 2006-1 Ltd.; Castle Garden Funding; Credit Suisse Syndicated Loan Fund n/k/a Bentham Wholesale Syndicated Loan Fund; Eaton Vance CDO VIII, Ltd.; Eaton Vance CDO IX, Ltd.; Eaton Vance CDO X PLC; Eaton Vance Floating Rate Income Trust; Eaton Vance Grayson & Co; Eaton Vance Institutional Senior Loan Fund; Eaton Vance Limited Duration Income Fund; Eaton Vance Loan Opportunities Fund, Ltd.; Eaton Vance Medallion Floating Rate Income Portfolio; Eaton Vance Senior Debt Portfolio; Eaton Vance Senior Floating Rate Trust; Eaton Vance Senior Income Trust; Eaton Vance Short Duration Diversified Income Fund; Eaton Vance Variable Trust Floating Rate Income Fund; Fidelity Advisor Series I: Fidelity Advisor Floating Rate High Income Fund; Fidelity Advisor Series I: Fidelity Advisor High Income Advantage Fund; Fidelity Advisor Series I: Fidelity Advisor High Income Fund; Fidelity Advisor Series II: Fidelity Advisor Strategic Income Fund; Fidelity Central Investment Portfolios LLC: Fidelity Floating Rate Central Fund; Fidelity Central Investment Portfolios LLC: Fidelity High Income Central Fund 1; Fidelity Central Investment Portfolios LLC: Fidelity High Income Central Fund 2; Fidelity Puritan Fund; Fidelity School Street Trust: Fidelity Strategic Income Fund; Fidelity Summer Street Trust: Fidelity Capital & Income Fund; Fidelity Summer Street Trust: Fidelity High Income Fund; Fidelity Total Bond Fund; Variable Insurance Products Fund: Strategic Income Portfolio; Variable Insurance Products Fund: High Income Portfolio; Pyramis Floating Rate High Income Commingled Pool; Pyramis High Yield Bond Commingled Pool; Pyramis High Yield Fund, LLC; General Electric Capital Corporation; General Electric Pension Trust; GoldenTree Loan Opportunities III, Ltd.; GoldenTree Loan Opportunities IV, Ltd.; MFS Charter Income Trust; MFS Series Trust XIII on behalf of MFS Diversified Income Fund; MFS Meridian Funds on behalf of Global High Yield Fund f/k/a MFS Meridian Funds on behalf of MFS Floating Rate Income Fund; MFS Variable Insurance Trust II on behalf of MFS High Yield Portfolio f/k/a High Yield Variable Account; MFS Intermarket Income Trust I; MFS Intermediate High Income Fund; MFS Multimarket Income Trust; MFS Series Trust III on behalf of MFS High Income Fund f/k/a MFS Series Trust X on behalf of MFS Floating Rate High Income Fund; MFS Series Trust III on behalf of MFS Global High Yield Fund f/k/a MFS Series Trust II on behalf of MFS High Yield Opportunities Fund; MFS Series Trust III on behalf of MFS High Income Fund; MFS Series Trust VIII on behalf of MFS Strategic Income Fund; MFS Special Value Trust; MFS Variable Insurance Trust II on behalf of MFS Strategic Income Portfolio; MFS Variable Insurance Trust II on behalf of MFS High Yield Portfolio; MFS Variable Insurance Trust II on behalf of MFS High Yield Portfolio f/k/a MFS Variable Insurance Trust on behalf of MFS High Income Series; MFS Variable Insurance Trust II on behalf of MFS Strategic Income Portfolio f/k/a MFS Variable Insurance Trust on behalf of MFS Strategic Income Series; Jersey Street CLO,

Ltd.; Marlborough Street CLO, Ltd.; Oaktree High Yield Fund, L.P.; Oaktree High Yield Fund II, L.P.; Oaktree High Yield Plus Fund, L.P.; Oaktree Senior Loan Fund, L.P.; OCM High Yield Trust; Metropolitan West High Yield Bond Fund; Crescent Senior Secured Floating Rate Loan Fund LLC (formerly known as TCW Senior Secured Floating Rate Loan Fund L.P.); TCW Senior Secured Loan Fund L.P.; Mt. Wilson CLO II, Ltd.; Legg Mason Partners Capital and Income Fund; Western Asset Floating Rate High Income Fund, LLC; Foothill Group, Inc.; Evergreen Core Plus Bond Fund (Wells Fargo Advantage Income Funds: Income Plus Fund); Evergreen High Income Fund; Evergreen High Yield Bond Trust; Evergreen Income Advantage Fund (Wells Fargo Advantage Income Opportunities Fund); Evergreen Multi Sector Income Fund (Wells Fargo Advantage Multi-Sector Income Fund); Evergreen Utilities & High Income Fund (Wells Fargo Advantage Utilities & High Income Fund); Evergreen VA High Income Fund; Wells – 13702900; Wells & Company Master Pension Trust: DBA Wells Capital Management – 12222133; Water and Power Employees' Retirement, Disability and Death Benefit Insurance Plan.

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

In re:	) Chapter 11 Case
	)
MOTORS LIQUIDATION COMPANY, et al.,	) Case No. 09-50026 (REG)
	)
Debtors.	) (Jointly Administered)
	)
OFFICIAL COMMITTEE OF UNSECURED	) Adversary Proceeding
CREDITORS OF MOTORS LIQUIDATION	)
COMPANY f/k/a GENERAL MOTORS	) Case No. 09-00504 (REG)
CORPORATION,	)
	)
Plaintiff,	)
	)
vs.	)
	)
JPMORGAN CHASE BANK, N.A., et al.,	)
	)
Defendants.	)

[PROPOSED] ORDER GRANTING ADMISSION TO PRACTICE, *PRO HAC VICE*

Upon the motion of Erin L. Burke, Esq. for admission, *pro hac vice*, to represent defendants, Ares IIIR/IVR CLO Ltd.; Ares VR CLO Ltd.; Ares VIR CLO Ltd.; Ares XI CLO Ltd.; Ares Enhanced Loan Investment Strategy IR, Ltd.; Avery Point CLO, Limited; Chatham Light II CLO, Limited; Katonah III, Ltd., Katonah IV, Ltd.; Nash Point CLO, Race Point II CLO; Limited, Race Point III CLO Limited; Race Point IV CLO, Ltd.; Sankaty High Yield Partners III Grantor Trust as successor in interest to Sankaty High Yield Partners III, L.P.; Black Diamond International Funding, Ltd.; Black Diamond CLO 2005-1 Ltd.; Black Diamond CLO 2005-2 Ltd.; Black Diamond CLO 2006-1 Ltd.; Castle Garden Funding; Credit Suisse Syndicated Loan Fund n/k/a Bentham Wholesale Syndicated Loan Fund; Eaton Vance CDO VIII, Ltd.; Eaton Vance CDO IX, Ltd.; Eaton Vance CDO X PLC; Eaton Vance Floating Rate Income Trust; Eaton Vance Grayson & Co; Eaton Vance Institutional Senior Loan Fund; Eaton

Vance Limited Duration Income Fund; Eaton Vance Loan Opportunities Fund, Ltd.; Eaton Vance Medallion Floating Rate Income Portfolio; Eaton Vance Senior Debt Portfolio; Eaton Vance Senior Floating Rate Trust; Eaton Vance Senior Income Trust; Eaton Vance Short Duration Diversified Income Fund; Eaton Vance Variable Trust Floating Rate Income Fund; Fidelity Advisor Series I: Fidelity Advisor Floating Rate High Income Fund; Fidelity Advisor Series I: Fidelity Advisor High Income Advantage Fund; Fidelity Advisor Series I: Fidelity Advisor High Income Fund; Fidelity Advisor Series II: Fidelity Advisor Strategic Income Fund; Fidelity Central Investment Portfolios LLC: Fidelity Floating Rate Central Fund; Fidelity Central Investment Portfolios LLC: Fidelity High Income Central Fund 1; Fidelity Central Investment Portfolios LLC: Fidelity High Income Central Fund 2; Fidelity Puritan Fund; Fidelity School Street Trust: Fidelity Strategic Income Fund; Fidelity Summer Street Trust: Fidelity Capital & Income Fund; Fidelity Summer Street Trust: Fidelity High Income Fund; Fidelity Total Bond Fund; Variable Insurance Products Fund: Strategic Income Portfolio; Variable Insurance Products Fund: High Income Portfolio; Pyramis Floating Rate High Income Commingled Pool; Pyramis High Yield Bond Commingled Pool; Pyramis High Yield Fund, LLC; General Electric Capital Corporation; General Electric Pension Trust; GoldenTree Loan Opportunities III, Ltd.; GoldenTree Loan Opportunities IV, Ltd.; MFS Charter Income Trust; MFS Series Trust XIII on behalf of MFS Diversified Income Fund; MFS Meridian Funds on behalf of Global High Yield Fund f/k/a MFS Meridian Funds on behalf of MFS Floating Rate Income Fund; MFS Variable Insurance Trust II on behalf of MFS High Yield Portfolio f/k/a High Yield Variable Account; MFS Intermarket Income Trust I; MFS Intermediate High Income Fund; MFS Multimarket Income Trust; MFS Series Trust III on behalf of MFS High Income Fund f/k/a MFS Series Trust X on behalf of MFS Floating Rate High Income Fund; MFS Series Trust III on behalf of MFS

Global High Yield Fund f/k/a MFS Series Trust II on behalf of MFS High Yield Opportunities Fund; MFS Series Trust III on behalf of MFS High Income Fund; MFS Series Trust VIII on behalf of MFS Strategic Income Fund; MFS Special Value Trust; MFS Variable Insurance Trust II on behalf of MFS Strategic Income Portfolio; MFS Variable Insurance Trust II on behalf of MFS High Yield Portfolio; MFS Variable Insurance Trust II on behalf of MFS High Yield Portfolio f/k/a MFS Variable Insurance Trust on behalf of MFS High Income Series; MFS Variable Insurance Trust II on behalf of MFS Strategic Income Portfolio f/k/a MFS Variable Insurance Trust on behalf of MFS Strategic Income Series; Jersey Street CLO, Ltd.; Marlborough Street CLO, Ltd.; Oaktree High Yield Fund, L.P.; Oaktree High Yield Fund II, L.P.; Oaktree High Yield Plus Fund, L.P.; Oaktree Senior Loan Fund, L.P.; OCM High Yield Trust; Metropolitan West High Yield Bond Fund; Crescent Senior Secured Floating Rate Loan Fund LLC (formerly known as TCW Senior Secured Floating Rate Loan Fund L.P.); TCW Senior Secured Loan Fund L.P.; Mt. Wilson CLO II, Ltd.; Legg Mason Partners Capital and Income Fund; Western Asset Floating Rate High Income Fund, LLC; Foothill Group, Inc.; Evergreen Core Plus Bond Fund (Wells Fargo Advantage Income Funds: Income Plus Fund); Evergreen High Income Fund; Evergreen High Yield Bond Trust; Evergreen Income Advantage Fund (Wells Fargo Advantage Income Opportunities Fund); Evergreen Multi Sector Income Fund (Wells Fargo Advantage Multi-Sector Income Fund); Evergreen Utilities & High Income Fund (Wells Fargo Advantage Utilities & High Income Fund); Evergreen VA High Income Fund; Wells – 13702900; Wells & Company Master Pension Trust: DBA Wells Capital Management – 12222133; Water and Power Employees’ Retirement, Disability and Death Benefit Insurance Plan (hereinafter the “Ad Hoc Group of Term Lenders”), in the above-referenced adversary proceeding, and upon movant’s certification that movant is a member in

good standing of the bar of the State of California, the bars of the United States District Courts for the Northern, Southern, Eastern, and Central Districts of California, and the United States Court of Appeals for the Ninth Circuit, it is hereby

ORDERED that Erin L. Burke, Esq. is admitted to practice, *pro hac vice*, in the above-referenced adversary proceeding and related cases, to represent the Ad Hoc Group of Term Lenders Defendants, in the United States Bankruptcy Court for the Southern District of New York, provided that the filing fee has been paid.

Dated: _____, 2015
New York, New York

SO ORDERED

HON. ROBERT E. GERBER

NAI-1500476916v1