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[*additional counsel listed on signature page*]

Attorneys for Defendant Credit Suisse Loan Funding LLC

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

In re:)	Chapter 11 Case
MOTORS LIQUIDATION COMPANY, <i>et al.</i> ,)	Case No. 09-50026 (REG)
Debtors.)	(Jointly Administered)
MOTORS LIQUIDATION COMPANY)	
AVOIDANCE ACTION TRUST, by and through)	Adversary Proceeding
Wilmington Trust Company, solely in its capacity as)	
Trust Administrator and Trustee,)	Case No. 09-00504 (REG)
Plaintiff,)	
vs.)	
JPMORGAN CHASE BANK, N.A., <i>et al.</i> ,)	
Defendants.)	

ANSWER OF CREDIT SUISSE LOAN FUNDING LLC

Defendant Credit Suisse Loan Funding LLC (“Credit Suisse Loan Funding”), by its attorneys Jones Day, hereby answers the *First Amended Adversary Complaint for (1) Avoidance of Unperfected Lien, (2) Avoidance and Recovery of Postpetition Transfers, (3) Avoidance and Recovery of Preferential Payments, and (4) Disallowance of Claims by*

Defendants dated May 20, 2015 (the “Amended Complaint”) of Plaintiff the Motors Liquidation Company Avoidance Action Trust (the “AAT”)¹ as follows:

1. States that the allegations of paragraph 1 of the Amended Complaint constitute legal conclusions as to which no responsive pleading is required. To the extent a response is required, Credit Suisse Loan Funding denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 1 of the Amended Complaint.

2. States that the allegations of paragraph 2 of the Amended Complaint constitute legal conclusions as to which no responsive pleading is required. To the extent a response is required, Credit Suisse Loan Funding denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 2 of the Amended Complaint.

3. States that the allegations of the first sentence of paragraph 3 of the Amended Complaint constitute legal conclusions as to which no responsive pleading is required. To the extent a response is required, each of the Answering Defendants denies knowledge or information sufficient to form a belief as to the truth of the allegations of the first sentence of paragraph 3 of the Amended Complaint. In accordance with Federal Rule of Bankruptcy Procedure 7012(b), to the extent that a response is required to the allegations of the second sentence of paragraph 3 of the Amended Complaint, each of the Answering Defendants admits that the claims for relief alleged in the Amended Complaint are statutorily “core” under 28 U.S.C. § 157(b).

¹ On March 18, 2011, the AAT succeeded to the avoidance action claims of the Official Committee of Unsecured Creditors of Motors Liquidation Company f/k/a General Motors Corporation (the “Committee”). All references herein to the AAT also refer to and incorporate the Committee as predecessor to the AAT.

4. States that the allegations of paragraph 4 of the Amended Complaint constitute representations of the AAT's position regarding the Bankruptcy Court's jurisdiction as to which no responsive pleading is required. To the extent a response is required, Credit Suisse Loan Funding states at this time, pursuant to Rule 7012-1 of the Local Bankruptcy Rules for the Southern District of New York, that it does not consent to the entry of final orders or judgment by the Bankruptcy Court if it is determined that the Bankruptcy Court does not have jurisdiction to enter a final judgment or order consistent with Article III of the United States Constitution; provided, however, that Credit Suisse Loan Funding reserves its right to so consent at a later date.

5. States that the allegations of paragraph 5 of the Amended Complaint constitute legal conclusions as to which no responsive pleading is required. To the extent a response is required, Credit Suisse Loan Funding denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 5 of the Amended Complaint.

6. Admits the allegations of paragraph 6 of the Amended Complaint.

7. Admits the allegations of paragraph 7 of the Amended Complaint.

8. States that the allegations of paragraph 8 of the Amended Complaint constitute legal conclusions as to which no responsive pleading is required. To the extent a response is required, Credit Suisse Loan Funding denies the allegations of paragraph 8 of the Amended Complaint, except admits that the *Final Order Pursuant to Bankruptcy Code Sections 105(a), 361, 362, 363, 364 and 507 and Bankruptcy Rules 2002, 4001 and 6004(A) Approving a DIP Credit Facility and Authorizing the Debtors to Obtain Post-Petition Financing Pursuant Thereto, (B) Granting Related Liens and Super-Priority Status, (C) Authorizing the Use of Cash Collateral and (D) Granting Adequate Protection to Certain Pre-Petition Secured Parties* dated June 25, 2009 (the "DIP Order") provides the AAT with certain limited rights "with respect only

to the perfection of first-priority liens of the Prepetition Senior Facilities Secured Parties [as defined in the DIP Order]” and refers to the DIP Order for the terms set forth therein.

9. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 9 of the Amended Complaint, except admits that JPMorgan Chase Bank, N.A. (“JPMorgan”) served as Administrative Agent under the Term Loan Agreement.

10. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 10 of the Amended Complaint.

11. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 11 of the Amended Complaint.

12. States that the allegations of paragraph 12 of the Amended Complaint constitute legal conclusions as to which no responsive pleading is required. To the extent a response is required, Credit Suisse Loan Funding denies the allegations of paragraph 12 of the Amended Complaint, except admits that the Bankruptcy Court entered an order confirming the *Debtors’ Second Amended Joint Chapter 11 Plan* (the “Plan”) and refers to the Plan for the terms set forth therein.

13. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 13 of the Amended Complaint.

14. States that the allegations of paragraph 14 of the Amended Complaint constitute legal conclusions as to which no responsive pleading is required. To the extent a response is required, Credit Suisse Loan Funding denies the allegations of paragraph 14, except admits that the DIP Order provides the AAT with certain limited rights “with respect only to the perfection of first-priority liens of the Prepetition Senior Facilities Secured Parties [as defined in the DIP Order]” and refers to the DIP Order for the terms set forth therein.

15. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 15 of the Amended Complaint.

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531. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 531 of the Amended Complaint.

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541. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 541 of the Amended Complaint.

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550. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 500 of the Amended Complaint.

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558. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 558 of the Amended Complaint.

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563. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 563 of the Amended Complaint.

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565. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 565 of the Amended Complaint.

566. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 566 of the Amended Complaint.

567. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 567 of the Amended Complaint.

568. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 568 of the Amended Complaint.

569. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 569 of the Amended Complaint.

570. States that the allegations of paragraph 570 of the Amended Complaint constitute legal conclusions as to which no responsive pleading is required. To the extent a response is required, Credit Suisse Loan Funding denies the allegations of paragraph 570 of the Amended Complaint, except admits that the AAT collectively refers to the parties listed in paragraphs 15 through 569 of the Amended Complaint as “Defendants.”

571. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 571 of the Amended Complaint, except admits that General Motors Corporation (“General Motors”), Saturn Corporation (“Saturn”), and JPMorgan, as

Administrative Agent, entered into the Term Loan Agreement and refers to the Term Loan Agreement for the terms set forth therein.

572. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 572 of the Amended Complaint, except admits that certain lenders, including some of those named as Defendants in this action, (i) extended credit to the Debtors secured by a first-priority lien on certain assets of the Debtors pursuant to the terms of the Term Loan Agreement, the terms of which are set forth therein, and (ii) received payments during the 90 days prior to June 1, 2009 (the “Petition Date”) and/or after the Petition Date.

573. Admits the allegations of paragraph 573 of the Amended Complaint.

574. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 574 of the Amended Complaint, except admits that the Debtors filed a motion on the “Petition Date” seeking, *inter alia*, authority from the Bankruptcy Court to obtain postpetition financing (the “DIP Motion”) and refers to the DIP Motion for the terms set forth therein.

575. Denies the allegations of paragraph 575 of the Amended Complaint, except admits that the Debtors filed the DIP Motion seeking, *inter alia*, authority from the Bankruptcy Court to apply the proceeds of the DIP Credit Facility (as defined in the DIP Order) to repay in full all claims under the Term Loan Agreement and refers to the DIP Motion for the terms set forth therein.

576. Denies the allegations of paragraph 576 of the Amended Complaint, except admits that the AAT was involved in negotiating the DIP Order and that the DIP Order provides the AAT with certain limited rights “with respect only to the perfection of the first-

priority liens of the Prepetition Senior Facilities Secured Parties [as defined in the DIP Order]” and refers to the DIP Order for the terms set forth therein.

577. Denies the allegations of paragraph 577 of the Amended Complaint, except admits that the DIP Credit Facility (as defined in the DIP Order) was approved by the Bankruptcy Court on June 25, 2009 and that the DIP Order provides the AAT with certain limited rights “with respect only to the perfection of the first-priority liens of the Prepetition Senior Facilities Secured Parties [as defined in the DIP Order]” and refers to the DIP Order for the terms set forth therein.

578. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 578 of the Amended Complaint, except admits that Credit Suisse Loan Funding has been repaid the interest and principal outstanding at the time of payment under the Term Loan Agreement out of the proceeds of the DIP Credit Facility (as defined in the DIP Order) and refers to the DIP Order for the terms set forth therein.

579. Denies the allegations of paragraph 579, except admits that the DIP Order states that “[a]ny Prepetition Senior Facilities Secured Party accepting Payment shall submit to the jurisdiction of the Bankruptcy Court” and refers to the DIP Order for the terms set forth therein.

580. Denies the allegations of paragraph 580 of the Amended Complaint, except admits that the AAT purports to bring this Amended Complaint to challenge a portion of the first-priority lien that secured the loan made under the Term Loan Agreement.

581. Denies the allegations of paragraph 581 of the Amended Complaint, except admits that two Uniform Commercial Code (“UCC”) financing statements were filed with the Delaware Secretary of State on November 30, 2006 in connection with the Term Loan

Agreement (the “Term Loan UCC Financing Statements”), and refers to the Term Loan UCC Financing Statements for the terms set forth therein.

582. Denies the allegations of paragraph 582 of the Amended Complaint, except admits that a UCC-3 financing statement amendment dated October 30, 2008 (the “Termination Statement”) was filed with the Delaware Secretary of State, and refers to the Termination Statement for the terms set forth therein.

583. States that the allegations of paragraph 583 of the Amended Complaint constitute legal conclusions as to which no responsive pleading is required. To the extent a response is required, Credit Suisse Loan Funding denies the allegations of paragraph 583 of the Amended Complaint.

584. Denies the allegations of paragraph 584 of the Amended Complaint, except admits that, on March 1, 2013, the Bankruptcy Court entered a decision, judgment, and order on the cross-motions for summary judgment filed by the AAT and JPMorgan and refers to the decision, judgment, and order for the terms set forth therein.

585. Denies the allegations of paragraph 585 of the Amended Complaint, except admits that on or about January 21, 2015, the United States Court of Appeals for the Second Circuit entered a decision (the “Second Circuit Decision”) and refers to the Second Circuit Decision for the terms set forth therein.

**AS AND FOR AN ANSWER
TO THE FIRST CLAIM FOR RELIEF**

586. Repeats and re-alleges its responses to paragraphs 1 through 585 of the Amended Complaint with the same force and effect as if fully set forth herein.

587. States that the allegations of paragraph 587 of the Amended Complaint constitute legal conclusions as to which no responsive pleading is required. To the extent a

response is required, Credit Suisse Loan Funding denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 587 of the Amended Complaint.

588. States that the allegations of paragraph 588 of the Amended Complaint constitute legal conclusions as to which no responsive pleading is required. To the extent a response is required, Credit Suisse Loan Funding denies the allegations of paragraph 588 of the Amended Complaint.

589. States that the allegations of paragraph 589 of the Amended Complaint constitute legal conclusions as to which no responsive pleading is required. To the extent a response is required, Credit Suisse Loan Funding denies the allegations of paragraph 589 of the Amended Complaint.

**AS AND FOR AN ANSWER
TO THE SECOND CLAIM FOR RELIEF**

590. Repeats and re-alleges its responses to paragraphs 1 through 589 of the Amended Complaint with the same force and effect as if fully set forth herein.

591. Denies the allegations of paragraph 591 of the Amended Complaint.

592. States that the allegations of paragraph 592 of the Amended Complaint constitute legal conclusions as to which no responsive pleading is required. To the extent a response is required, Credit Suisse Loan Funding admits that section 549(a) of the Bankruptcy Code states that “the trustee may avoid a transfer of property of the estate . . . that occurs after the commencement of the case . . . that is not authorized . . . by the court” and refers to section 549 of the Bankruptcy Code for the provisions set forth therein.

593. Denies the allegations of paragraph 593 of the Amended Complaint, except admits that the DIP Order authorized the Debtors to apply the proceeds of the DIP Credit

Facility (as defined in the DIP Order) to repay amounts outstanding under the Term Loan Agreement and refers to the DIP Order for the terms set forth therein.

594. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 594 of the Amended Complaint.

595. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 595 of the Amended Complaint.

596. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 596 of the Amended Complaint.

597. Denies the allegations of paragraph 597 of the Amended Complaint, except admits that the DIP Order provides the AAT with certain limited rights “with respect only to the perfection of first-priority liens of the Prepetition Senior Facilities Secured Parties [as defined in the DIP Order]” and refers to the DIP Order for the terms set forth therein.

598. Denies the allegations of paragraph 598 of the Amended Complaint.

599. Denies the allegations of paragraph 599 of the Amended Complaint.

600. Denies the allegations of paragraph 600 of the Amended Complaint.

601. Denies the allegations of paragraph 601 of the Amended Complaint, except admits that some portion of the collateral was secured and perfected by filings other than the UCC-1 financing statement filed with the Delaware Secretary of State on November 30, 2006 and bearing the number “6416808 4.”

602. States that the allegations of paragraph 602 of the Amended Complaint constitute legal conclusions as to which no responsive pleading is required. To the extent a response is required, Credit Suisse Loan Funding admits that section 550(a) of the Bankruptcy Code states that “to the extent that a transfer is avoided under section . . . 549 . . . [of Title 11],

the trustee may recover, for the benefit of the estate, the property transferred, or, if the court so orders, the value of such property from . . . the initial transferee of such transfer or the entity for whose benefit such transfer was made . . . or . . . any immediate or mediate transferee of such initial transferee” and refers to section 550 of the Bankruptcy Code for the provisions set forth therein.

603. Denies the allegations of paragraph 603 of the Amended Complaint.

**AS AND FOR AN ANSWER
TO THE THIRD CLAIM FOR RELIEF**

604. Repeats and re-alleges its responses to paragraphs 1 through 603 of the Amended Complaint with the same force and effect as if fully set forth herein.

605. Denies the allegations of paragraph 605 of the Amended Complaint.

606. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 606 of the Amended Complaint.

607. States that the allegations of paragraph 607 of the Amended Complaint constitute legal conclusions as to which no responsive pleading is required. To the extent a response is required, Credit Suisse Loan Funding denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 607 of the Amended Complaint.

608. States that the allegations of paragraph 608 of the Amended Complaint constitute legal conclusions as to which no responsive pleading is required. To the extent a response is required, Credit Suisse Loan Funding denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 608 of the Amended Complaint.

609. States that the allegations of paragraph 609 of the Amended Complaint constitute legal conclusions as to which no responsive pleading is required. To the extent a

response is required, Credit Suisse Loan Funding denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 609 of the Amended Complaint.

610. States that the allegations of paragraph 610 of the Amended Complaint constitute legal conclusions as to which no responsive pleading is required. To the extent a response is required, Credit Suisse Loan Funding denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 610 of the Amended Complaint.

611. States that the allegations of paragraph 611 of the Amended Complaint constitute legal conclusions as to which no responsive pleading is required. To the extent a response is required, Credit Suisse Loan Funding denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 611 of the Amended Complaint.

612. Denies the allegations of paragraph 612 of the Amended Complaint.

613. Denies the allegations of paragraph 613 of the Amended Complaint.

614. States that the allegations of paragraph 614 of the Amended Complaint constitute legal conclusions as to which no responsive pleading is required. To the extent a response is required, Credit Suisse Loan Funding admits that section 550(a) of the Bankruptcy Code states that “to the extent that a transfer is avoided under section . . . 547 . . . [of Title 11], the trustee may recover, for the benefit of the estate, the property transferred, or, if the court so orders, the value of such property from . . . the initial transferee of such transfer or the entity for whose benefit such transfer was made . . . or . . . any immediate or mediate transferee of such initial transferee” and refers to section 550 of the Bankruptcy Code for the provisions set forth therein.

615. Denies the allegations of paragraph 615 of the Amended Complaint.

**AS AND FOR AN ANSWER
TO THE FOURTH CLAIM FOR RELIEF**

616. Repeats and re-alleges its responses to paragraphs 1 through 615 of the Amended Complaint with the same force and effect as if fully set forth herein.

617. Denies the allegations of paragraph 617 of the Amended Complaint.

618. Denies the allegations of paragraph 618 of the Amended Complaint.

Credit Suisse Loan Funding denies that the AAT is entitled to any of the relief requested in its eight-paragraph prayer for relief on pages 77 and 78 of the Amended Complaint.

AFFIRMATIVE DEFENSES

In asserting the following defenses to the AAT's claims, Credit Suisse Loan Funding does not concede that the assertion of such defenses imposes any burden of proof or persuasion on it with respect thereto, nor does Credit Suisse Loan Funding assume the burden of proof or persuasion for any of the defenses set forth here or with respect to any matter as to which the AAT as Plaintiff has the burden. Further, Credit Suisse Loan Funding reserves the right to supplement, amend, or delete any or all of the following affirmative defenses prior to any trial of this action to the extent that its ongoing investigation and/or discovery so warrant. Presently, Credit Suisse Loan Funding asserts that the claims alleged in the Amended Complaint are barred, wholly or partially, because:

FIRST DEFENSE

The Amended Complaint fails to state a claim against Credit Suisse Loan Funding upon which relief may be granted.

SECOND DEFENSE

The service of process on Credit Suisse Loan Funding was insufficient and the AAT's claims should therefore be dismissed for failure to serve properly the Answering Defendants.

THIRD DEFENSE

The claims asserted in the Amended Complaint against Credit Suisse Loan Funding are barred by the doctrines of laches and equitable estoppel.

FOURTH DEFENSE

The claims asserted in the Amended Complaint against Credit Suisse Loan Funding are barred by applicable statutes of limitations.

FIFTH DEFENSE

The Termination Statement is void and ineffective because JPMorgan, in its capacity as Administrative Agent for a syndicate of financial institutions on a different financing for General Motors (the "Synthetic Lease"), was not the secured party of record under the Term Loan UCC Financing Statements and therefore had no power or authority to cause the Termination Statement to be filed.

SIXTH DEFENSE

The Termination Statement is void and ineffective because JPMorgan never obtained the consent of Credit Suisse Loan Funding to cause the filing of the Termination Statement as required under the Term Loan Agreement.

SEVENTH DEFENSE

The Termination Statement is void and ineffective because JPMorgan, both in its capacity as Administrative Agent for the Synthetic Lease and in its capacity as Administrative Agent for the \$1.5 billion term loan (the "Term Loan"), exceeded the extent of its authority as an

agent of its principals, including Credit Suisse Loan Funding, when it caused the Termination Statement to be filed.

EIGHTH DEFENSE

The Termination Statement is void and ineffective because JPMorgan did not authorize its filing.

NINTH DEFENSE

The unauthorized and ineffective filing of the Termination Statement did not waive or terminate the security interests that Credit Suisse Loan Funding had in certain assets of the Debtors pursuant to the Term Loan Agreement and the Term Loan UCC Financing Statements.

TENTH DEFENSE

Credit Suisse Loan Funding was a secured party and beneficiary of perfected security interests on the Petition Date in certain assets of the Debtors pursuant to the Term Loan Agreement as set forth in multiple UCC-1 financing statements filed throughout the United States, including, but not limited to the UCC-1 financing statement numbered 6416822 3 and filed on November 30, 2006 with the Delaware Secretary of State listing Saturn as the “debtor.”

ELEVENTH DEFENSE

The claims asserted in the Amended Complaint against Credit Suisse Loan Funding are barred by the doctrines of *in pari delicto*, unclean hands, and/or the *Wagoner* Rule.

TWELFTH DEFENSE

The AAT is estopped from bringing the claims asserted in the Amended Complaint against Credit Suisse Loan Funding.

THIRTEENTH DEFENSE

The claims asserted in the Amended Complaint against Credit Suisse Loan Funding are barred by the doctrines of mistake, restitution, and unjust enrichment, which collectively or individually require reinstatement of the erroneously terminated financing statement.

FOURTEENTH DEFENSE

The Bankruptcy Court should find that the Debtors held the collateral under the Term Loan Agreement pursuant to a constructive trust for the benefit of Credit Suisse Loan Funding and, therefore, that such collateral is excluded from the bankruptcy estate.

FIFTEENTH DEFENSE

The claims asserted in the Amended Complaint against Credit Suisse Loan Funding are barred by the doctrine of earmarking.

SIXTEENTH DEFENSE

The claims asserted in the Amended Complaint are barred to the extent that Credit Suisse Loan Funding is not a transferee from which the AAT may recover the value of an avoided transfer under section 550 of the Bankruptcy Code.

SEVENTEENTH DEFENSE

The claims asserted in the Amended Complaint are barred by the single satisfaction rule set forth in section 550(d) of the Bankruptcy Code.

EIGHTEENTH DEFENSE

The claims asserted in the Amended Complaint are barred to the extent that Credit Suisse Loan Funding was a mere conduit with respect to any of the alleged transfers.

NINETEENTH DEFENSE

The AAT lacks standing and authority to bring the claims alleged, and the claims did not survive the confirmation of the Debtors' chapter 11 plan.

TWENTIETH DEFENSE

The claims asserted in the Amended Complaint are barred to the extent that Credit Suisse Loan Funding did not receive a transfer made under the Term Loan Agreement on May 27, 2009.

TWENTY-FIRST DEFENSE

The claims asserted in the Amended Complaint are barred to the extent that Credit Suisse Loan Funding did not receive a transfer made under the Term Loan Agreement on June 30, 2009.

TWENTY-SECOND DEFENSE

The AAT's Third Claim for Relief is barred because the purportedly preferential transfers are protected from avoidance by the "safe harbor" provisions of section 546(e) of the Bankruptcy Code.

TWENTY-THIRD DEFENSE

At the time any of the purported transfers referenced in the Amended Complaint were allegedly made by the Debtors, Credit Suisse Loan Funding was a perfected secured creditor thereby excepting all of the alleged transfers from avoidance as preferential transfers pursuant to section 547(b)(5) of the Bankruptcy Code.

TWENTY-FOURTH DEFENSE

Pursuant to section 547(c)(2) of the Bankruptcy Code, the purported transfers sought from Credit Suisse Loan Funding were (i) in payment of a debt incurred by the Debtors in the ordinary course of business or financial affairs of the Debtors and Credit Suisse Loan

Funding, (ii) made in the ordinary course of business or financial affairs of the Debtors and Credit Suisse Loan Funding, and (iii) made according to ordinary business terms.

TWENTY-FIFTH DEFENSE

The claims asserted in the Amended Complaint against Credit Suisse Loan Funding to avoid transfers under section 549 of the Bankruptcy Code are barred to the extent that such transfers were not property of the estate.

TWENTY-SIXTH DEFENSE

Any injury or damages to the AAT should be reduced to the extent that the culpable conduct of others caused or contributed to any injury or damages that the AAT may have sustained.

TWENTY-SEVENTH DEFENSE

Credit Suisse Loan Funding hereby adopts and incorporates by reference any and all other defenses asserted or to be asserted by any other Defendants named in the Amended Complaint to the extent that such defenses are available to Credit Suisse Loan Funding.

DEMAND FOR JURY TRIAL

Credit Suisse Loan Funding hereby demands, pursuant to Rule 38 of the Federal Rules of Civil Procedure and Rule 9015 of the Federal Rules of Bankruptcy Procedure, a trial by jury of all issues raised in the above-captioned adversary proceeding.

WHEREFORE, Credit Suisse Loan Funding respectfully requests that judgment be entered in its favor as follows:

- A. Dismissing with prejudice the AAT's Amended Complaint in its entirety and on the merits;
- B. Awarding Credit Suisse Loan Funding its costs of defending this action, including reasonable attorneys' fees, costs, and disbursements; and

- C. Awarding Credit Suisse Loan Funding such other and further relief as this Court may deem just and proper.

Dated: November 16, 2015

Respectfully submitted,

/s/ Bruce Bennett

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