

RONALD L. OLSON'
ROBERT E. DENHAM
JEFFREY I. WEINBERGER
CARY B. LERMAN
GREGORY P. STONE
BRAD D. BRIAN
BRADLEY S. PHILLIPS
GEORGE M. GARVEY
WILLIAM D. TENKIO
STEPHEN M. KRISTOVICH
JOHN W. SPIEGEL
TERRY E. SANCHEZ
STEVEN M. PERRY
MARK B. HELM
JOSEPH D. LEE
MICHAEL R. DOYEN
MICHAEL E. SOLOFF
GREGORY D. PHILLIPS
KATHLEEN M. MCDOWELL
GLENN D. POMERANTZ
THOMAS B. WALPER
PATRICK J. CAFFERTY, JR.
JAY M. FUJITANI
O'MALLEY M. MILLER
SANDRA A. BEVILLE-JONES
MARK H. EPSTEIN
HENRY WEISSMANN
KEVIN S. ALLRED
BART H. WILLIAMS
JEFFREY A. HEINTZ
JUDITH T. KITANO
KRISTIN LINSLEY MYLES
MARC T.G. DWORSKY
JEROME C. ROTH
STEPHEN D. ROSE
GARTH T. VINCENT
TED DANE
STUART N. SENATOR
MARTIN D. BERN
DANIEL P. COLLINS
ROBERT L. DELL ANGELO
BRUCE A. ABBOTT
JONATHAN E. ALTMAN
MARY ANN TODD
MICHAEL J. O'SULLIVAN
KELLY M. KLAUS
DAVID B. GOLDMAN
KEVIN S. MASUDA
HOJJOON HWANG
PETER A. DETRE
DAVID H. FRY
LISA J. DEMSKY
MALCOLM A. HEINICKE
GREGORY J. WEINGART

SUSAN E. NASH
TAMERLIN J. GODLEY
JAMES C. RUTTEN
RICHARD ST. JOHN
ROHIT K. SINGLA
LUIS LI
CAROLYN HOECKER LUEDTKE
C. DAVID LEE
BRETT J. RODDA
FRED A. ROWLEY, JR.
KATHERINE M. FORSTER
BLANCA FROMM YOUNG
RANDALL G. SOMNER
MANUEL F. CACHAN
ROSEMARIE T. RING
TODD J. ROSEN
MELINDA EADES LEMOINE
SETH GOLDMAN
GRANT A. DAVIS-DENNY
JONATHAN H. BLAVIN
DANIEL B. LEVIN
MIRIAM KIM
MISTY M. SANFORD
KATHERINE KU
HAILYN J. CHEN
BETHANY W. KRISTOVICH
JACOB S. KRELIKAMP
JEFFREY Y. WU
LAURA D. SMLOWE
ANJAN CHOUDHURY
KYLE W. MACH
HEATHER E. TAKAHASHI
ERIN J. COX
BENJAMIN J. HORWICH
E. MARTIN ESTRADA
KIMBERLY A. CHI
ADAM R. LAWTON
AARON SEIJI LOWENSTEIN
MATTHEW A. MACDONALD
MARGARET G. MARASCHINO
BENJAMIN J. MARO
JOEL M. PURLES
KYLE A. CASAZZA
CLAIRE YAN
JESLYN A. EVERITT
MARK R. SAYSON
JEREMY A. LAWRENCE
BENJAMIN E. FRIEDMAN
CHRISTOPHER M. LYNCH
RAY S. SEILIE
ADAM I. KAPLAN
AMELIA L.B. SARGENT
KENNETH M. TRUJILLO-JAMISON
BRYAN H. HECKENLIVELY

355 SOUTH GRAND AVENUE
THIRTY-FIFTH FLOOR
LOS ANGELES, CALIFORNIA 90071-1560
TELEPHONE (213) 683-9100
FACSIMILE (213) 687-3702

560 MISSION STREET
SAN FRANCISCO, CALIFORNIA 94105-2907
TELEPHONE (415) 512-4000
FACSIMILE (415) 512-4077

March 18, 2016

LAURA WIRTH
JASMINE M. ROBERTS
LAURA K. LIN
JEFFREY H. OSOFSKY
GREGORY M. SERG
ACHYUT J. PHADKE
DAVID A. TAYLOR
MARI OVERBECK
JESSE MAX GREED
JOHN M. GILDERSLEEVE
ERIC K. CHIU
SARAH L. GRAHAM
JESSICA BARCLAY-STROBEL
ZACHARY M. BRIERS
JENNIFER M. BRODER
SAMUEL T. GREENBERG
CAROLINE M. CUNNINGHAM
EMILY B. VIGLIETTA
KEVIN L. BRADY
EMILY R. MURPHY
ELLEN MEDLIN RICHMOND
JORDAN D. SEGALL
VICTORIA A. DEGTAREVA
WESLEY T. BURRELL
CHRISTA L. CULVER
ANYA J. GOLDSTEIN
KAREN A. LORANG
KURUVILLA J. OLASA
KEVIN H. SCOTT
JUSTIN P. RAPHAEL
HANNAH E. SHEARER
CRAIG A. LAVOIE
ROBERT W. GRAY, JR.
THOMAS P. CLANCY
JOSHUA PATASHNIK
ERIC C. TUNG
GUHA KRISHNAMURTHI
JOSHUA S. MELTZER
SARA E. CROLL
ANDREW G. PROUT
THANE REHN
ADAM B. WEISS
ROSE LEDA EHLEH
AMY L. GREYWITT
ANDREW Z. WOLSTAN
NASSIM NAZEMI
CATHLEEN H. HARTGE
JOON S. HUR
MARIA JHAI
ADAM F. BARRY
JENNIFER L. BRYANT
JUSTIN T. HELLMAN
ANDREW CATH. RUBENSTEIN
RIO PIERCE

JEFFREY A. PAYNE
VARUN BEHL
HANNAH L. DUBINA
ADAM GOTTESFELD
NICHOLAS D. FRAM
JOSHUA L. BENESH
JOHN F. MULLER
BRIONNA N. NED
LAURA C. ZARAGOZA
JOHN L. SCHWAB
SARA N. TAYLOR
ALEXANDER D. TEREPKA
MAXIMILLIAN L. FELDMAN
SAMUEL T. BOYD
PETER E. BOOS
SETH J. FORTIN
DAVID T. RYAN
ANKUR MANDHANIA
J'IME K. FORREST
ASHLEY D. KARLAN
JESSICA REICH BARIL
JULIANA M. YEE
JEREMY K. BEECHER
MATTHEW K. DONOHUE
ALYSON R. BENNETT
ARIEL GREEN
ELIZABETH A. LAUGHTON
EMILY CURRAN HUBERTY
TIMOTHY J. MOON
JORDAN X. NAVARRETTE
JOHN B. MAJOR
BRYN A. WILLIAMS
DAVID J. FEDER
LAUREN C. BARNETT
NICHOLAS R. SIDNEY
C. HUNTER HAYES
KIMBERLY D. OMENS
EMILY BUSSIGEL
BRADLEY E. MARKANO
OF COUNSEL
ROBERT K. JOHNSON'
ALAN V. FRIEDMAN
MARK H. KIM
ALLISON B. STEIN
BRAD SCHNEIDER
ERIC P. TUTTLE
PETER E. GRATZINGER
E. LEROY TOLLES
(1922-2008)

A PROFESSIONAL CORPORATION

Writer's Direct Contact
(213) 683-9153
(213) 683-5153 FAX
george.garvey@mt.com

By ECF, EMAIL AND FEDERAL EXPRESS

The Honorable Martin Glenn
United States Bankruptcy Court
Southern District of New York
One Bowling Green
New York, New York 10004

Re: *Motors Liquidation Company Avoidance Action Trust v. JPMorgan Chase Bank, N.A.*, Case No. 09-00504 (MG)

Dear Judge Glenn:

We write on behalf of certain of the Term Lenders¹ in response to the March 15 letter from Binder & Schwartz, counsel to the Motors Liquidation Avoidance Action Trust (the "AAT"). The purpose of this letter is to correct and clarify certain points raised in the AAT's letter in advance of the Court's March 22 case management conference.

¹ "Term Lenders" is meant to refer to defendants other than JPMorgan. Our firm, together with Jones Day, represents Term Lenders who collectively are being sued for over \$500 million of the payments that the AAT seeks to claw back through this action. The law firms of Kasowitz, Benson, Torres & Friedman LLP, Hahn & Hessen LLP, and Davis Polk & Wardwell LLP, representing Term Lender defendants (and in some instances, cross-claimants) who collectively are being sued for an additional approximately \$683 million of the payments at issue, join us in this letter.

The Honorable Martin Glenn
March 18, 2016
Page 2

Although this adversary proceeding was initiated in July 2009, no effort was made to serve our clients until mid-2015. Whether that delay in service defeats the claims against our clients and other Term Lenders is the subject of motions to dismiss or for judgment on the pleadings, briefing for which is scheduled to be completed on March 30, 2016. We understand from chambers that at the March 22 conference, the Court will discuss the scheduling of the argument on those motions, and look forward to that opportunity.

In addition, certain of the Term Lenders joining this letter have asserted cross-claims against JPMorgan, based upon JPMorgan's acts in connection with the filing of the UCC-3 termination statement. *E.g.*, Dkt. 241, Nov. 16, 2015. JPMorgan has answered those cross-claims. Other Term Lenders have entered into a stipulation with JPMorgan (approved by Judge Gerber, Dkt. 188, Nov. 3, 2015), extending their deadline to file such cross-claims until November 2016.

Soon after they were served with the Amended Complaint in this adversary proceeding, certain Term Lenders served discovery requests, including document requests served on JPMorgan beginning in September 2015, document requests served on the AAT in February 2016, and various third-party subpoenas. JPMorgan has also propounded discovery requests to the Term Lenders that cross-claimed against it. These Term Lenders and JPMorgan have been working to resolve objections and other issues related to their requests. Toward that end, the Term Lenders and JPMorgan have agreed (subject to the Court's approval) to extend by four months the deadlines related to cross-claims, and the AAT has informed us that it does not object to such an extension. We expect to present the Court with a proposed revised scheduling order on this subject at or before the March 22 conference.

Work is progressing among the parties on a simple proposed case management order, and we share the AAT's optimism that the parties will reach agreement on a form of order to present to the Court.

However, we disagree with certain statements in the AAT's letter regarding the status of these proceedings. We do not agree with the AAT that "it has been established as a matter of law that the main lien was not perfected as of the bankruptcy petition date," at least as that contention applies to the Term Lenders. Some of the reasons for that disagreement are and will be briefed in the papers on the motions to dismiss or for judgment on the pleadings. The Term Lenders also contend that a number of issues remain to be litigated before any conclusion can be reached regarding the perfection of the Term Lenders' security interest. Accordingly, the AAT's suggestion that all that remains are issues relating to the value of the remaining collateral is incorrect.

The AAT states in its letter that a number of defendants have not responded to the complaint or otherwise appeared in the action. Although we do not know the circumstances of

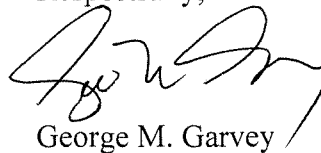
The Honorable Martin Glenn
March 18, 2016
Page 3

all such defendants, it is certainly true that a number of named defendants have not responded to the complaint or otherwise appeared in the case because they dissolved or otherwise legally ceased to exist before Plaintiff ever attempted to serve those defendants with process in this case. Because they no longer exist, they have not been served, are not participating in the defense of this action and cannot have a judgment entered against them.

In its letter, the AAT describes upcoming facilities inspections and related discussions to be conducted by “plaintiff and JPMorgan.” We wish to clarify that the inspections involve issues that concern all parties, not just the AAT and JPMorgan, and that Term Lenders should be included in arrangements for such inspections and similar undertakings should they so choose. We do not believe any party contends otherwise, but we wish to make clear that this litigation is not to be conducted solely by the AAT and JPMorgan.

We appreciate the Court’s attention to this proceeding, and look forward to the case management conference.

Respectfully,



George M. Garvey

cc: All Counsel of Record (by ECF and email)

CERTIFICATE OF SERVICE

I hereby certify that, on February 23, 2016, I caused to be served true and correct copies of the Letter to The Honorable Martin Glenn Dated March 18, 2016, via electronic mail on the following:

Name	Firm/Organization	Email
Russell Lippman	AIG Investments	Russell.Lippman@aig.com
Stewart Aaron	Arnold & Porter LLP	stewart.aaron@aporter.com
Jordan Stern	Becker, Glynn, Muffly Chassin & Hosinki LLP	jstern@beckerglynn.com
Neil S. Binder	Binder & Schwartz LLP	nbinder@binderschwartz.com
Eric B. Fisher	Binder & Schwartz LLP	efisher@binderschwartz.com
Lindsay A. Bush	Binder & Schwartz LLP	lbush@binderschwartz.com
Lauren K. Handelsman	Binder & Schwartz LLP	lhandelsman@binderschwartz.com
Michael M Hodgson	Binder & Schwartz LLP	mhodgson@binderschwartz.com
Evan J. Zucker	Blank Rome LLP	ezucker@blankrome.com
Stanley Tarr	Blank Rome LLP	tarr@blankrome.com
John Lucian	Blank Rome LLP	Lucian@BlankRome.com
Selia Warren	City of Oakland Office of the City Attorney	swarren@oaklandcityattorney.org
Colin Bowen	City of Oakland Office of the City Attorney	cbowen@oaklandcityattorney.org
Otis McGee Jr.	City of Oakland Office of the City Attorney	omcgeejr@oaklandcityattorney.org
Barbara Parker	City of Oakland Office of the City Attorney	bparker@oaklandcityattorney.org
Gary Leibowitz	Cole Schotz P.C.	gleibowitz@coleschotz.com
Jill Bienstock	Cole Schotz P.C.	jbienstock@coleschotz.com
Michael Warner	Cole Schotz P.C.	mwarner@coleschotz.com
Gary Leibowitz	Cole Schotz P.C.	gleibowitz@coleschotz.com
David Christian	David Christian Attorneys LLC	dchristian@dca.law
Elliot Moskowitz	Davis Polk	elliott.moskowitz@davispolk.com
Damian Schaible	Davis Polk	damian.schaible@davispolk.com
Marc Tobak	Davis Polk	marc.tobak@davispolk.com
Kevin Finger	DLA Piper LLP	kevin.finger@dlapiper.com
Bevin Brennan	DLA Piper LLP	bevin.brennan@dlapiper.com
Michael Pompeo	Drinker Biddle & Reath LLP	Michael.Pompeo@dbr.com
William Lalor	Elenius Frost & Walsh	William.Lalor@cna.com

Name	Firm/Organization	Email
Andrew Entwistle	Entwistle & Cappucci LLP	aentwistle@entwistle-law.com
Michael Krauss	Faegre Baker Daniels LLP	michael.krauss@faegrebd.com
Angela Ferrante	Garden City Group, LLC	PACERTeam@gardencitygroup.com
Mark Indelicato	Hahn & Hessen LLP	mindelicato@hahnhessen.com
Mark Power	Hahn & Hessen LLP	mpower@hahnhessen.com
Sarah Gryll	Hahn & Hessen LLP	sgryll@hahnhessen.com
Daniel Swetnam	Ice Miller LLP	Daniel.Swetnam@icemiller.com
Robert Honeywell	K&L Gates LLP	robert.honeywell@klgates.com
Joseph Wylie	K&L Gates LLP	joseph.wylie@klgates.com
Paul O'Connor III	Kasowitz, Benson, Torres & Friedman LLP	poconnor@kasowitz.com
Andrew Glenn	Kasowitz, Benson, Torres & Friedman LLP	aglenn@kasowitz.com
Marc Kasowitz	Kasowitz, Benson, Torres & Friedman LLP	mkasowitz@kasowitz.com
Michele Angell	Kasowitz, Benson, Torres & Friedman LLP	mangell@kasowitz.com
Michelle Bernstein	Kasowitz, Benson, Torres & Friedman LLP	mgenet@kasowitz.com
John Callagy	Kelley Drye & Warren LLP	jcallagy@kelleydrye.com
Martin Krolewski	Kelley Drye & Warren LLP	mkrolewski@kelleydrye.com
Nicholas Panarella	Kelley Drye & Warren LLP	npanarella@kelleydrye.com
Sean Flanagan	Kelley Drye & Warren LLP	sflanagan@kelleydrye.com
Sean Southard	Klestadt Winters Jureller Southard & Stevens, LLP	ssouthard@klestadt.com
Brendan Scott	Klestadt Winters Jureller Southard & Stevens, LLP	bscott@klestadt.com
R. David Lane Jr.	Marshall Dennehey Warner Coleman & Goggin, P.C.	rdlane@mdwcg.com
Denis Dice	Marshall Dennehey Warner Coleman & Goggin, P.C.	dcdice@MDWCG.com
Joel Wertman	Marshall Dennehey Warner Coleman & Goggin, P.C.	JMWertman@MDWCG.com
Heather Crockett	Office of the Indiana Attorney General	Heather.Crockett@atg.in.gov
Joan Blackwell	Office of the Indiana Attorney General	Joan.Blackwell@atg.in.gov
Maricel Skiles	Office of the Indiana Attorney General	Maricel.Skiles@atg.in.gov
Oscar N. Pinkas		oscar.pinkas@dentons.com

Name	Firm/Organization	Email
Elizabeth Austin	Pullman & Comley LLC	eaustin@pullcom.com
Noah Schubert	Schubert Jonckheer & Kolbe LLP	nschubert@schubertlawfirm.com
Edward Haber	Shapiro Haber & Urmy LLP	ehaber@shulaw.com
Joseph Lemkin	Stark & Stark, P.C.	jlemkin@stark-stark.com
Eric Palmquist	The Hartford-Law Department	Eric.Palmquist@thehartford.com
Douglas Mayer	Wachtell, Lipton, Rosen & Katz	DKMayer@WLRK.com
Harold Novikoff	Wachtell, Lipton, Rosen & Katz	HSNovikoff@wlrk.com
Marc Wolinsky	Wachtell, Lipton, Rosen & Katz	MWolinsky@wlrk.com
William Savitt	Wachtell, Lipton, Rosen & Katz	WDSavitt@wlrk.com
Emil Kleinhaus	Wachtell, Lipton, Rosen & Katz	EAKleinhaus@wlrk.com
Christopher Lee Wilson	Wachtell, Lipton, Rosen & Katz	clwilson@wlrk.com
Gordon Toering	Warner Norcross & Judd LLP	gtoering@wnj.com

I declare under penalty of perjury that the foregoing is true and correct. Executed
on March 18, 2016, at Los Angeles, California.

/s/ George M. Garvey
George M. Garvey