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*Attorneys for Sanford C. Bernstein Funds Inc. - Intermediate Duration Portfolio, Sanford C. Bernstein Fund Inc. II - Intermediate Duration Institutional Portfolio, and Ivy Funds, on behalf of its series, Ivy High Income Fund*

**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 the Wilmington Trust Company, solely in its capacity as Trust Administrator and Trustee,	:	Adversary Proceeding
Plaintiff,	:	Case No. 09-00504 (REG)
vs.	:	
JPMORGAN CHASE BANK, N.A., individually and as Administrative Agent for various lenders party to the Term Loan Agreement described herein, <i>et al.</i> ,	:	
Defendants.	:	

**JOINDER OF DEFENDANTS SANFORD C. BERNSTEIN FUND INC. -  
INTERMEDIATE DURATION PORTFOLIO, SANFORD C. BERNSTEIN FUND INC. II  
- INTERMEDIATE DURATION INSTITUTIONAL PORTFOLIO, AND IVY FUNDS,  
ON BEHALF OF ITS SERIES, IVY HIGH INCOME FUND IN THE OMNIBUS REPLY  
IN SUPPORT OF CERTAIN TERM LENDERS' RULE 12 MOTIONS**

Defendants Sanford C. Bernstein Fund Inc. - Intermediate Duration Portfolio, Sanford C. Bernstein Fund Inc. II - Intermediate Duration Institutional Portfolio (named in the Amended Complaint as “Sanford Bernstein II Intern DU”), and Ivy Funds, on behalf of its series, Ivy High Income Fund (named in the Amended Complaint as “Ivy Fund Inc.-High Income Fund” and “Ivy Funds-Ivy High Income Fund”), by their counsel, K&L Gates LLP, hereby join in the arguments made in Points I-IV of the Omnibus Reply in Support of Certain Term Lenders’ Rule 12 Motions (ECF No. 467) (the “Omnibus Reply”).

Defendants Sanford C. Bernstein Fund Inc. - Intermediate Duration Portfolio, Sanford C. Bernstein Fund Inc. II - Intermediate Duration Institutional Portfolio, and Ivy Funds, on behalf of its series, Ivy High Income Fund adopt and incorporate by reference the arguments with respect to service-extension issues as set forth in the Omnibus Reply, as if set forth fully herein.

WHEREFORE, Defendants Sanford C. Bernstein Fund Inc. - Intermediate Duration Portfolio, Sanford C. Bernstein Fund Inc. II - Intermediate Duration Institutional Portfolio, and Ivy Funds, on behalf of its series, Ivy High Income Fund respectfully request that the Court grant judgment on the pleadings in their favor, dismiss the adversary proceeding as against them with prejudice, and grant such other and further relief as may be just and proper.

Dated: New York, New York  
April 1, 2016

Respectfully submitted,

K&L GATES LLP

By: /s/ Robert T. Honeywell  
Robert T. Honeywell

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Intermediate Duration Portfolio, Sanford C.  
Bernstein Fund Inc. II - Intermediate Duration  
Institutional Portfolio, and Ivy Funds, on behalf of  
its series, Ivy High Income Fund*

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JPMORGAN CHASE BANK, N.A., individually and as Administrative Agent for various lenders party to the Term Loan Agreement described herein, <i>et al.</i> ,	:	
Defendants.	:	

**CERTIFICATE OF SERVICE**

I certify that on April 1, 2016, I caused to be served a true and correct copy of the *Joinder of Defendants Sanford C. Bernstein Fund Inc. - Intermediate Duration Portfolio, Sanford C. Bernstein Fund Inc. II - Intermediate Duration Institutional Portfolio, and Ivy*

