

**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 (MG)
	:	
Debtors.	:	(Jointly Administered)
	:	
MOTORS LIQUIDATION COMPANY AVOIDANCE	:	Adversary Proceeding
ACTION TRUST, by and through the Wilmington Trust	:	
Company, solely in its capacity as Trust Administrator and	:	Case No. 09-00504 (MG)
Trustee,	:	
	:	
Plaintiff,	:	
	:	
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.	:	

**STIPULATION AND ORDER AMENDING AND SUPPLEMENTING ORDER
REGARDING DISCOVERY AND SCHEDULING (ECF DOC. # 153)**

WHEREAS, on August 17, 2015, the Court entered an Order Regarding Discovery and Scheduling (ECF Doc. # 153—“August 17, 2015 Order”), Paragraph 1 of which established certain discovery and motion deadlines for the instant action;

WHEREAS, on March 28, 2016, the Court entered an Order (ECF Doc. # 442—“March 28, 2016 Order”), Paragraph 1 of which amended the August 17, 2015 Order to establish separate, later discovery and motion deadlines relating to certain cross-claims (the “Cross-Claims”) filed against JPMorgan Chase Bank (“JPMorgan”);

WHEREAS, on May 4, 2016, the Court entered an Order Amending the August 17, 2015 “Order Regarding Discovery and Scheduling” to Provide for Proceedings Concerning

Characterization and Valuation of Representative Assets (ECF Doc. # 547—“May 4, 2016 Order”), Paragraph 1 of which further amended the August 17, 2015 Order to establish separate discovery and motion deadlines relating to Collateral Identification Issues and Valuation Principles Issues (as those terms are defined in the May 4, 2016 Order);

WHEREAS, after having met and conferred, counsel for Plaintiff and counsel for the members of the Defendants’ Steering Committee agree that the discovery deadlines established in the August 17, 2015 Order should, with respect to discovery concerning the circumstances of the filing of the UCC-3 at issue in this action, be amended to align with the deadlines concerning the Cross-Claims as established by the March 28, 2016 Order;

WHEREAS, good cause exists for amending the relevant deadlines, because counsel for the members of the Defendants’ Steering Committee expect that discovery concerning the circumstances of the filing of the UCC-3 will overlap with discovery concerning the Cross-Claims, and also expect that having a single set of deadlines pertaining to both will eliminate unnecessary duplication, including with respect to depositions; and

WHEREAS, placing discovery concerning the circumstances of the filing of the UCC-3 on the same schedule as discovery concerning the Cross-Claims, without altering deadlines concerning Collateral Identification Issues and Valuation Principles Issues or any other issues concerning Plaintiff’s action against Defendants, will not materially delay resolution of this matter;

NOW, THEREFORE, IT IS HEREBY STIPULATED AND ORDERED AS FOLLOWS:

1. **Amended and Supplemented Scheduling Order:** The deadlines established in the August 17, 2015 Order shall, as they pertain to the circumstances concerning the filing of the

UCC-3 at issue in this action, be amended to align with the deadlines relating to Cross-Claims, as established in the March 28, 2016 Order (“Revised Deadlines”), *provided that* the Revised Deadlines shall not alter in any way the deadlines for any other issues concerning Plaintiff’s action against Defendants, including the deadlines established in the May 4, 2016 Order concerning Collateral Identification Issues and Valuation Principles Issues. The Revised Deadlines shall be as follows:

Nov. 28, 2016	Deadline for fact discovery (including depositions)
Dec. 12, 2016	Parties to serve expert reports (if any)
Jan. 12, 2017	Parties to serve rebuttal expert reports (if any)
Feb. 28, 2017	Expert depositions (if any) completed / Close of discovery
Mar. 15, 2017	Summary judgment motions or, if required, letter requests for dispositive motions, filed and served
TBD by Court	Pre-trial conference
TBD by Court	Trial dates

2. **Further Adjustments to Schedule:** Each party reserves its right to apply to the Court to alter any of the deadlines herein or in the Prior Scheduling Order, and each party reserves its right to oppose any such application.

3. **Plaintiff’s Reservation of Rights:** Plaintiff reserves all objections with respect to any discovery sought concerning the filing of the UCC-3 at issue in this action.

4. **Initial Scheduling Order Otherwise Remains in Effect:** Except as set out herein, the August 17, 2015 Order, the March 28, 2016 Order, and the May 4, 2016 Orders shall remain in full force and effect.

SO STIPULATED.

DATED: June 14, 2016

BINDER & SCHWARTZ LLP

By: /s/ Eric B. Fisher

Eric B. Fisher
366 Madison Avenue
New York, N.Y. 10017
Tel: (212) 933-4551
Email: efisher@binderschwartz.com

Attorneys for Plaintiff

MUNGER, TOLLES & OLSON LLP

By: /s/ Krisin Linsley Myles

Kristin Linsley Myles
560 Mission Street, 27th Floor
San Francisco, CA 94105
Tel: (415) 512-4000
Email: kristin.linsley@mto.com

John W. Spiegel (admitted *pro hac vice*)
George M. Garvey (admitted *pro hac vice*)
Matthew A. Macdonald (admitted *pro hac vice*)
355 South Grand Avenue, 35th Floor
Los Angeles, CA 90071
Tel: (213) 683-9100
Email: john.spiegel@mto.com
Email: george.garvey@mto.com
Email: matthew.macdonald@mto.com

*Attorneys for the Term Loan Lenders as listed in
Appendix A to Dkt. 241*

JONES DAY

By: Erin Burke

Bruce Bennett
Erin Burke
555 South Flower Street, 50th Floor
Los Angeles, CA 90071

Tel: (213) 489-3939
Email: bbennett@jonesday.com
Email: eburke@jonesday.com

Gregory Shumaker
Christopher DiPompeo
51 Louisiana Avenue, N.W.
Washington, D.C. 20001
Tel: (202) 879-3939
Email: gshumaker@jonesday.com
Email: cdipompeo@mto.com

*Attorneys for certain purposes for the Term Loan
Lenders as listed in Appendix A to Dkt. 241*

**KASOWITZ, BENSON, TORRES &
FRIEDMAN LLP**

By: /s/ Andrew K. Glenn

Mark E. Kasowitz
Andrew K. Glenn
Paul M. O'Connor III
Alana Sher Klein
Joshua N. Paul
1633 Broadway
New York, NY 10019
Tel: (212) 506-1700
Email: mkasowitz@kasowitz.com
Email: aglenn@kasowitz.com
Email: poconnor@kasowitz.com
Email: asklein@kasowitz.com
Email: jpaul@kasowitz.com

*Attorneys for the Ad Hoc Group of Term Lenders
listed in Appendix A to Dkt. 467*

DAVIS POLK & WARDWELL LLP

By: /s/ Elliot Moskowitz

Elliot Moskowitz
Marc J. Tobak
M. Nick Sage

450 Lexington Avenue
New York, NY 10017
Tel: (212) 450-4000
Email: elliott.moskowitz@davispolk.com
Email: marc.tobak@davispolk.com
Email: nick.sage@davispolk.com

*Attorneys for Arrowgrass Master Fund Ltd.;
Bank of America, N.A.; Merrill Lynch Capital
Services, Inc.; Baltic Funding LLC; Diamond
Springs Trading LLC; Barclays Bank PLC;
Grand Central Asset Trust, WAM Series; Grand
Central Asset Trust, SIL Series; Citibank, N.A.;
Citigroup Financial Products Inc.; Loan
Funding XI LLC; Bismark CBNA Loan Funding
LLC; Deutsche Bank AG; Deutsche Bank AG
Cayman Island Branch; TRS SVCO LLC;
Goldman Sachs – ABS Loans 2007 LTD;
Goldman Sachs Lending Partners LLC;
Marathon CLO I Ltd.; Marathon CLO II Ltd.;
Marathon Financing I, B.V.; Meritage Fund
LLC; Morgan Stanley Senior Funding Inc.;
Muzinich & Company (Ireland) Ltd. for the
Account of Muzinich Loan Fund Plus; The Royal
Bank of Scotland PLC; Carbonado LLC; and
MacKay Short Duration Alpha Fund*

HAHN & HESSEN LLP

By: /s/ Mark T. Power

Mark T. Power
Alison M. Ladd
488 Madison Avenue
New York, NY 10022
Tel: (212) 478-7200
Email: mpower@hahnhessen.com
Email: aladd@hahnhessen.com
*Attorneys for Certain Term Loan Investor
Defendants identified in Dkt. Nos. 450, 611, and
628*

WACHTELL, LIPTON, ROSEN & KATZ

By: /s/ Harold S. Novikoff

Harold S. Novikoff
Marc Wolinsky
Emil A. Kleinhaus
C. Lee Wilson
51 W. 52nd Street
New York, NY 10019
Tel: (212) 403-1000
Email: HSNovikoff@wlrk.com
Email: MWolinsky@wlrk.com
Email: EAKleinhaus@wlrk.com
Email: CLWilson@wlrk.com

KELLEY DRYE & WARREN LLP

John M. Callagy
Nicholas J. Panarella
Martin A. Krolewski
101 Park Avenue
New York, NY 10178
Tel: (212) 808-7800
Email: jcallagy@kelleydrye.com
Email: npanarella@kelleydrye.com
Email: mkrolewski@kelleydrye.com

*Attorneys for Defendant JPMorgan Chase Bank,
N.A.*

IT IS SO ORDERED.

Dated: June 22, 2016
New York, New York

/s/Martin Glenn
MARTIN GLENN
United States Bankruptcy Judge