

WACHTELL, LIPTON, ROSEN & KATZ
51 West 52nd Street
New York, New York 10019
Telephone: (212) 403-1000

**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 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 (MG)
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.	:	

**DECLARATION OF JOSEPH C. CELENTINO IN SUPPORT OF
TERM LENDERS’ MOTION FOR PARTIAL SUMMARY JUDGMENT
REGARDING FIXTURES AT SHREVEPORT ASSEMBLY**

I, Joseph C. Celentino, declare as follows:

1. I am an associate at the law firm of Wachtell, Lipton, Rosen & Katz, attorneys for Defendant JPMorgan Chase Bank, N.A. I respectfully submit this declaration in connection with the *Term Lenders' Motion for Partial Summary Judgment Regarding Fixtures at Shreveport Assembly*.

2. I declare under penalty of perjury that submitted herewith are true and correct copies of the following:

Exhibit

Description

1. Certified Copy of Caddo Parish Clerk of Court UCC Registry Record No. 09-1072021.
2. Certified Copy of Caddo Parish Clerk of Court Real Estate ("Mortgage") Registry Record No. 2081439.

Dated: September 14, 2018
New York, New York

/s/ Joseph C. Celentino
Joseph C. Celentino
WACHTELL, LIPTON, ROSEN & KATZ
51 West 52nd Street
New York, New York 10019
Telephone: (212) 403-1000
Facsimile: (212) 403-2000
Email: jccelentino@wlrk.com

Exhibit 1

**Certified Copy of Caddo Parish Clerk of Court
UCC Registry Record No. 09-1072021**

Karen Culbertson
KAREN CULBERTSON
DEPUTY CLERK

Gary Loftin
Caddo Parish Clerk of Court
09-1072021
02/16/2007 11:58 AM

Gary Loftin
Caddo Parish Clerk of Court
2081439
02/16/2007 11:59 AM
THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

A. NAME & PHONE OF CONTACT AT FILER (optional)	
UCC Filings	800-828-0938
B. SEND ACKNOWLEDGMENT TO: (Name and Address)	
National Corporate Resources 41 State Street Suite 600 Albany, NY 12207 melissa@nationalcorp.com	
WHEN RECORDED RETURN TO: LANDAMERICA - NCS 1050 Wilshire Drive, Suite 310 Troy, MI 48064 Case No. 1006088	

1. DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (1a or 1b) - do not abbreviate or combine names

1a. ORGANIZATION'S NAME GENERAL MOTORS CORPORATION					
OR					
1b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME	SUFFIX	
1c. MAILING ADDRESS 300 RENAISSANCE CENTER		CITY DETROIT	STATE MI	POSTAL CODE 48265-3000	COUNTRY
1d. SEE INSTRUCTIONS	ADD'L INFO RE ORGANIZATION DEBTOR	1e. TYPE OF ORGANIZATION Corporation	1f. JURISDICTION OF ORGANIZATION Delaware	1g. ORGANIZATIONAL ID #, if any 0056825 <input type="checkbox"/> NONE	

2. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (2a or 2b) - do not abbreviate or combine names

2a. ORGANIZATION'S NAME					
OR					
2b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME	SUFFIX	
2c. MAILING ADDRESS		CITY	STATE	POSTAL CODE	COUNTRY
2d. SEE INSTRUCTIONS	ADD'L INFO RE ORGANIZATION DEBTOR	2e. TYPE OF ORGANIZATION	2f. JURISDICTION OF ORGANIZATION	2g. ORGANIZATIONAL ID #, if any <input type="checkbox"/> NONE	

3. SECURED PARTY'S NAME (or NAME of TOTAL ASSIGNEE of ASSIGNOR(S)) - insert only one secured party name (3a or 3b)

3a. ORGANIZATION'S NAME JPMORGAN CHASE BANK, N.A., AS ADMINISTRATIVE AGENT					
OR					
3b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME	SUFFIX	
3c. MAILING ADDRESS P.O. BOX 2558		CITY HOUSTON	STATE TX	POSTAL CODE 77252	COUNTRY USA

4. This FINANCING STATEMENT covers the following collateral:

ALL FIXTURES LOCATED ON THE REAL ESTATE DESCRIBED IN EXHIBIT A ATTACHED.
HERETO AND INCORPORATED BY REFERENCE HEREIN.

THIS IS A FIXTURE FILING AND SHOULD BE INDEXED IN THE REAL ESTATE RECORDS.

Additional Page(s) Attached: 3

5. ALTERNATIVE DESIGNATION (if applicable):	LESSEE/LESSOR	CONSIGNEE/CONSIGNOR	BAILEE/BAILOR	SELLER/BUYER	AS, LIEN	NON-UCC FILING
6. <input checked="" type="checkbox"/> This FINANCING STATEMENT is to be filed (for record) (or recorded) in the REAL ESTATE RECORDS. Attach Addendum if applicable.	7. Check to REQUEST SEARCH REPORT(S) on Debtor(s) (optional)		All Debtors		Debtor 1	Debtor 2
8. OPTIONAL FILER REFERENCE DATA 6701-619 -- LA - Caddo Parish					F#179031 A#277615	

UCC FINANCING STATEMENT ADDENDUM

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

9. NAME OF FIRST DEBTOR (1a or 1b) ON RELATED FINANCING STATEMENT

9a. ORGANIZATION'S NAME GENERAL MOTORS CORPORATION		
OR	9b. INDIVIDUAL'S LAST NAME	FIRST NAME
		MIDDLE NAME, SUFFIX

10. MISCELLANEOUS:

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

11. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - insert only one name (11a or 11b) - do not abbreviate or combine names

11a. ORGANIZATION'S NAME				
OR	11b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME
				SUFFIX
11c. MAILING ADDRESS			CITY	STATE
				POSTAL CODE
			COUNTRY	
11d. SEE INSTRUCTIONS	ADDL INFO RE ORGANIZATION DEBTOR	11e. TYPE OF ORGANIZATION	11f. JURISDICTION OF ORGANIZATION	11g. ORGANIZATIONAL ID #, if any
				<input type="checkbox"/> NONE

12. ADDITIONAL SECURED PARTY'S or ASSIGNOR S/P'S NAME - insert only one name (12a or 12b)

12a. ORGANIZATION'S NAME				
OR	12b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME
				SUFFIX
12c. MAILING ADDRESS			CITY	STATE
				POSTAL CODE
			COUNTRY	

13. This FINANCING STATEMENT covers ☐ timber to be cut or ☐ oil-extracted collateral, or is filed as a ☒ fixture filing.

14. Description of real estate:

SEE ATTACHED EXHIBIT A

15. Name and address of a RECORD OWNER of above-described real estate (if Debtor does not have a record interest):

GENERAL MOTORS CORPORATION
300 RENAISSANCE CENTER
DETROIT, MI 48265-3000

16. Additional collateral description:

17. Check only if applicable and check only one box.

Debtor is a ☐ Trust or ☐ Trustee acting with respect to property held in trust or ☐ Decedent's Estate

18. Check only if applicable and check only one box.

☐ Debtor is a TRANSMITTING UTILITY

☐ Filed in connection with a Manufactured-Home Transaction — effective 30 years

☐ Filed in connection with a Public-Finance Transaction — effective 30 years

EXHIBIT A

A tract of land containing 264.47 acres, more or less, located in Sections 28, 29, 32 and 33, Township 17 North, Range 15 West, Caddo Parish, Louisiana, being more particularly described as follows:

Commence at the corner of Sections 27, 28, 33, and 34, Township 17 North, Range 15 West, and proceed South $01^{\circ} 13' 32''$ West along the section line common to Sections 33 and 34 a distance of 2,633.62 feet to a point; run thence North $88^{\circ} 50' 05''$ West a distance of 106.75 feet to a point on the westerly right-of-way of the Industrial Loop Expressway; proceed North $88^{\circ} 50' 05''$ West along the southerly boundary of the Southwestern Electric Power Company 170 foot easement a distance of 3,342.45 feet (2,267.50, 900.83, 174.12) to a point; run thence North $01^{\circ} 24' 37''$ East a distance of 499.80 feet to a point on the northerly right-of-way of the proposed South Park Road and the point of beginning of the tract herein described; from the point of beginning proceed North $88^{\circ} 35' 23''$ West along the northerly boundary of the Proposed South Park Road a distance of 4,000.00 feet (1,805.16', 2,194.84') to a point and corner; run thence North $01^{\circ} 24' 37''$ East along the easterly right-of-way of the proposed West Park Road a distance of 5,737.20 feet to a point and corner; run thence South $64^{\circ} 33' 10''$ East a distance of 2,295.51 feet and corner; run thence South $56^{\circ} 25' 23''$ East a distance of 2,248.72 feet to a point and corner; run thence South $01^{\circ} 24' 37''$ West a distance of 3,605.00 feet to the point of beginning of the tract herein described, less and except the following described tract, to wit:

A tract of land located in Sections 28 and 33, Township 17 North, Range 15 West, Caddo Parish, Louisiana, being more particularly described as follows:

Commence at the common corner of Sections 20, 21, 28 and 29, Township 17 North, Range 15 West, and proceed South $01^{\circ} 25' 39''$ West along the section line common to Sections 28 and 29 a distance of 2,664.95 feet to the point of beginning of the tract herein described; from the point of beginning proceed South $56^{\circ} 25' 23''$ East a distance of 2,130.81 feet to a point and corner; run thence South $01^{\circ} 24' 37''$ West a distance of 3,605.00 feet to a point on the northerly right-of-way of the proposed South Park Road and corner; run thence North $88^{\circ} 35' 23''$ West along the northerly boundary of the Proposed South Park Road a distance of 1,805.16 feet to a point on the section line common to sections 32 and 33, Township 17 North, Range 15 West, and corner; run thence North $01^{\circ} 25' 39''$ East along the section line common to Sections 32, 33, 28 and 29 a distance of 4,739.41 feet to the point of beginning.

**GM Assembly Shreveport
7600 General
Shreveport, Caddo County, LA
LandAmerica File No. 100688**

Location Address:
7800 GENERAL MOTORS
BLVD

Owner's Name and Address
GENERAL MOTORS CORPORATION MAIL CODE 482-
C15-C46
P.O.BOX 9024
DETROIT, MICHIGAN 48202-9024

Improvement Type: C
Town Tax Code: 001 Geog Nbr: 17152800002800
Book Recorded 01643 Date Recorded 1978-02-16
Page Recorded 00132
Today's Date: 2006-11-17 Last Updated: 2006-04-06

Homestead

Street:
Zip Code:
Last Name: Initials:

YR1:	Balance:
YR2	Bal Code1:
YR3	Bal Code2:
	Bal Code3:
Literal: NO HOMESTEAD	Bal Code4:
Temporary Code:	Bal Code5:

Last History Information

Assessment Description

437.31 ACS. -M/L- A TRACT OF LAND IN SECS. 28,29, 32
& 33, PER ASSRS COUNTRY PLAT 171528-0-28

Tax Districts

LVD:	HOSP:
CWD1:	WD4SD5:
SD2:	FOREST: 0
WD7:	SD7:
WD8:	DDD:
FIRE: 03 0	DD3: 0

Land Classes

Class	No.Lot/Acres
12	2.00
13	15.00
18	420.31

:addoassessor.org/cgi-bin/pro_search.pl?action=details&geogno=171528000... 11/17/2006

STATE OF LOUISIANA
PARISH OF CADDO

I hereby certify this to be a full and true copy of an
original instrument filed in my office on the date and hour
and under the Registry Number stamped hereon to be

recorded in the	Conveyance	} Records.
	Mortgage	
	UCC	

Given under my hand and seal of office on said date of filing.

Dianne Harmon
DEPUTY CLERK & EX-OFFICIO RECORDER

M 4475

KAREN CULBERTSON
DEPUTY CLERKGary Loftin
Caddo Parish Clerk of Court
2081439
02/16/2007 11:59 AMGary Loftin
Caddo Parish Clerk of Court
09-1072021
02/16/2007 11:58 AM

SCANNED 9/16/2022 22:07

UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

A. NAME & PHONE OF CONTACT AT FILER [optional]	
UCC Filings	800-828-0938
B. SEND ACKNOWLEDGMENT TO: (Name and Address)	
National Corporate Research	
41 State Street	LANDAMERICA - NCS
Suite 600	1050 Wilshire Drive, Suite 310
Albany, NY 12207	Troy, MI 48064
Case No.	100688
[redacted]@nationalcorp.com	

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1. DEBTOR'S EXACT FULL LEGAL NAME - insert only <u>one</u> debtor name (1a or 1b) - do not abbreviate or combine names				
1a. ORGANIZATION'S NAME GENERAL MOTORS CORPORATION				
OR	1b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX
2c. MAILING ADDRESS 300 RENAISSANCE CENTER		CITY DETROIT	STATE MI	POSTAL CODE 48265-3000
1d. SEE INSTRUCTIONS	ADDL INFO RE ORGANIZATION DEBTOR	1e. TYPE OF ORGANIZATION Corporation	1f. JURISDICTION OF ORGANIZATION Delaware	1g. ORGANIZATIONAL ID #, if any 0056825
2. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - insert only <u>one</u> debtor name (2a or 2b) - do not abbreviate or combine names				
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2c. MAILING ADDRESS		CITY	STATE	POSTAL CODE
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OR	3b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX
3c. MAILING ADDRESS P.O. BOX 2558		CITY HOUSTON	STATE TX	POSTAL CODE 77252
COUNTRY USA				

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Additional Page(s) Attached: 3

5. ALTERNATIVE DESIGNATION (if applicable)	LESSEEA/LESSOR	CONSIGNEE/CONSIGNOR	BAILEE/BAI/LOR	SELLER/BUYER	AG. LIEN	NON-UCC FILING
6. <input checked="" type="checkbox"/> This FINANCING STATEMENT is to be filed (for record) (or recorded) in the REAL ESTATE RECORDS. Attach Assignment (if applicable)	7. Check to REQUEST SEARCH REPORT (S) on Debtor(s) (Additional Fee)		All Debtors		Debtor 1	Debtor 2
8. OPTIONAL FILER REFERENCE DATA 6701-619 -- LA - Caddo Parish						F#179031 A#277615

FILING OFFICE COPY - UCC FINANCING STATEMENT (FORM UCC1) (REV. 05/22/02)

739

SCANNED @ 10:22:22 09/17

UCC FINANCING STATEMENT ADDENDUM

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

9. NAME OF FIRST DEBTOR (1a or 1b) ON RELATED FINANCING STATEMENT		
1a. ORGANIZATION'S NAME GENERAL MOTORS CORPORATION		
OR		
1b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME, SUFFIX

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OR				
11b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX	
11c. MAILING ADDRESS		CITY	STATE	POSTAL CODE COUNTRY
11d. SEE INSTRUCTIONS	ADD'L INFO RE ORGANIZATION DEBTOR	11e. TYPE OF ORGANIZATION	11f. JURISDICTION OF ORGANIZATION	11g. ORGANIZATIONAL ID #, if any <input type="checkbox"/> NONE
12. ADDITIONAL SECURED PARTY'S <input type="checkbox"/> OR ASSIGNOR S/P'S NAME - insert only org name (12a or 12b)				
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OR				
12b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX	
12c. MAILING ADDRESS		CITY	STATE	POSTAL CODE COUNTRY
13. This FINANCING STATEMENT covers <input type="checkbox"/> tangible to be cut or <input type="checkbox"/> all-extracted collateral, or is filed as a <input checked="" type="checkbox"/> future filing.				
14. Description of real estate SEE ATTACHED EXHIBIT A				
15. Name and address of a RECORD OWNER of above-described real estate (if Debtor does not have a record interest) GENERAL MOTORS CORPORATION 300 RENAISSANCE CENTER DETROIT, MI 48265-3000				
16. Additional collateral description				
17. Check <u>only</u> if applicable and check <u>only</u> one box. Debtor is a <input type="checkbox"/> Trust or <input type="checkbox"/> Trustee acting with respect to property held in trust or <input type="checkbox"/> Decedent's Estate				
18. Check <u>only</u> if applicable and check <u>only</u> one box. <input type="checkbox"/> Debtor is a TRANSMITTING UTILITY <input type="checkbox"/> Filed in connection with a Manufactured-Home Transaction — effective 30 years <input type="checkbox"/> Filed in connection with a Public-Finance Transaction — effective 30 years				

FILING OFFICE COPY — UCC FINANCING STATEMENT ADDENDUM (FORM UCC1Ad) (REV. 05/22/02)

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EXHIBIT A

A tract of land containing 264.47 acres, more or less, located in Sections 28, 29, 32 and 33, Township 17 North, Range 15 West, Caddo Parish, Louisiana, being more particularly described as follows:

Commence at the corner of Sections 27, 28, 33, and 34, Township 17 North, Range 15 West, and proceed South $01^{\circ} 13' 32''$ West along the section line common to Sections 33 and 34 a distance of 2,633.62 feet to a point; run thence North $88^{\circ} 50' 05''$ West a distance of 106.75 feet to a point on the westerly right-of-way of the Industrial Loop Expressway; proceed North $88^{\circ} 50' 05''$ West along the southerly boundary of the Southwestern Electric Power Company 170 foot easement a distance of 3,342.45 feet (2,267.50, 900.83, 174.12) to a point; run thence North $01^{\circ} 24' 37''$ East a distance of 499.80 feet to a point on the northerly right-of-way of the proposed South Park Road and the point of beginning of the tract herein described; from the point of beginning proceed North $88^{\circ} 35' 23''$ West along the northerly boundary of the Proposed South Park Road a distance of 4,000.00 feet (1,805.16', 2,194.84') to a point and corner; run thence North $01^{\circ} 24' 37''$ East along the easterly right-of-way of the proposed West Park Road a distance of 5,737.20 feet to a point and corner; run thence South $64^{\circ} 33' 10''$ East a distance of 2,295.51 feet and corner; run thence South $56^{\circ} 25' 23''$ East a distance of 2,248.72 feet to a point and corner; run thence South $01^{\circ} 24' 37''$ West a distance of 3,605.00 feet to the point of beginning of the tract herein described, less and except the following described tract, to wit:

A tract of land located in Sections 28 and 33, Township 17 North, Range 15 West, Caddo Parish, Louisiana, being more particularly described as follows:

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**GM Assembly Shreveport
7600 General
Shreveport, Caddo County, LA
LandAmerica File No. 100688**

SCANNED 9/14/2018 2:22:00 PM

Owner's Name and Address
GENERAL MOTORS CORPORATION MAIL CODE 482-
C15-C46
P.O. BOX 9024
DETROIT, MICHIGAN 48202-9024

Improvement Type: C
Town Tax Code: 001 Geog Nbr: 171528000002800
Book Recorded 01643 Date Recorded 1978-02-16
Page Recorded 00132
Today's Date: 2006-11-17 Last Updated: 2006-04-06
Homestead

Street:
Zip Code:
Last Name: Initials:

YR1: Balance:
YR2 Bal Code1:
YR3 Bal Code2:
Bal Code3:
Literal: NO HOMESTEAD Bal Code4:
Temporary Code: Bal Code5:

Last History Information

Assessment Description
437.31 ACS. -ML- A TRACT OF LAND IN SECS. 28,29, 32
& 33, PER ASSRS COUNTRY PLAT 171528-0-28

Tax Districts

LVD: HOSP:
CWD1: WD4SD5:
SD2: FOREST: 0
WD7: SD7:
WD8: DDD:
FIRE: 03 0 DD3: 0

Land Classes

Class	No. Lot/Acres
12	2.00
13	15.00
18	420.31

addoassessor.org/cgi-bin/pro_search.pl?action=details&geogno=171528000... 11/17/2006

742

STATE OF LOUISIANA
PARISH OF CADDO

I hereby certify this to be a full and true copy of an
original instrument filed in my office on the date and hour
and under the Registry Number stamped hereon to be

Conveyance
recorded in the Mortgage } Records.
UCC }

Given under my hand and seal of office on said date of filing.

Nianne Harmon
DEPUTY CLERK & EX-OFFICIO RECORDER