

Hearing Date: April 18, 2016 at 10:00 a.m.

ENTWISTLE & CAPPUCCI LLP

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*Counsel for Teachers' Retirement System
of the State of Illinois and TCW Illinois
State Board of Investments*

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

In re:

MOTORS LIQUIDATION COMPANY, *et al.*,

Debtors.

Chapter 11

Case No. 09-50026 (MG)

(Jointly Administered)

MOTORS LIQUIDATION COMPANY
AVOIDANCE ACTION TRUST,

Plaintiff,

Adversary Proceeding

v.

Case No. 09-00504 (MG)

JPMORGAN CHASE BANK, N.A., *et al.*,

Defendants.

**JOINDER OF DEFENDANTS TEACHERS' RETIREMENT SYSTEM OF THE STATE
OF ILLINOIS AND TCW ILLINOIS STATE BOARD OF INVESTMENT TO
REPLIES IN SUPPORT OF RULE 12 MOTIONS**

Defendants Teachers' Retirement System of the State of Illinois and TCW Illinois State Board of Investment (together, the "Illinois Funds"), by and through their undersigned counsel, Entwistle & Cappucci LLP, who previously filed a joinder (ECF No. 425) to the arguments made

in the motions to dismiss pursuant to Fed. R. Civ. P. 12(b) (ECF Nos. 226-1, 262) and motions for judgment on the pleadings pursuant to Fed. R. Civ. P. 12(c) (ECF Nos. 377, 390)

(collectively, the “Motions”), hereby join in the arguments made in the following replies:

1. Omnibus Reply in Support of Certain Term Lenders’ Rule 12 Motions (ECF No. 457);
2. Reply Memorandum of Law in Further Support of the Moving Term Loan Lenders’ Motion for Judgement on the Pleadings (ECF No. 456); and
3. Joinder to Omnibus Reply and Supplemental Reply Memorandum of Law in Support of Certain TLI Defendants’ Joint Motion to Dismiss Plaintiff’s Amended Complaint (ECF No. 450).

The Illinois Funds adopt the arguments as if set forth fully herein, regardless of whether the Motions are settled, withdrawn or otherwise resolved.

WHEREFORE, the Illinois Funds respectfully request that the Court dismiss the adversary proceeding with prejudice as to the Illinois Funds and grant the Illinois Funds such other and further relief as it deems just and proper.

Dated: New York, New York
March 31, 2016

ENTWISTLE & CAPPUCCI LLP

/s/ Andrew J. Entwistle

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CERTIFICATE OF SERVICE

I hereby certify that, on March 31, 2016, I caused to be served a true and correct copy of the *Joinder of Defendants Teachers' Retirement System of the State of Illinois and TCW Illinois State Board of Investment to Replies in Support of Rule 12 Motions* (the "Joinder") via United States Post Office First Class Mail on the following at the addresses set forth below:

Bruce Bennett
JONES DAY
555 S. Flower Street, 50th Fl.
Los Angeles, CA 90071

Radha R.M. Narumanchi
657 Middletown Avenue
New Haven, CT 06513

Jeffrey S. Stein
THE GARDEN CITY GROUP, INC.
1985 Marcus Ave
Lake Success, NY 11042

Notice of filing of the Joinder was provided by operation of the Case Management/
Electronic Filing System for the United States Bankruptcy Court for the Southern District of
New York (the CM/ECF System") upon registered users of the CM/ECF System on March 31,
2016.

Dated: New York, New York
March 31, 2016

Respectfully submitted,

ENTWISTLE & CAPPUCCI LLP

/s/ Andrew J. Entwistle

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