

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

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In re: :
 MOTORS LIQUIDATION COMPANY, et al., : Chapter 11
 Debtors. : Case No. 09-50026 (MG)
 : (Jointly Administered)
 :

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 MOTORS LIQUIDATION COMPANY AVOIDANCE :
 ACTION TRUST, by and through the Wilmington :
 Trust Company, solely in its capacity as Trust : Adversary Proceeding
 Administrator and Trustee, : No. 09-00504 (MG)
 Plaintiff, :
 -against- :
 JPMORGAN CHASE BANK, N.A. *et al.*, :
 Defendants. :

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**MOTION FOR EXTENSION OF TIME TO FILE NOTICE OF APPEAL,
 MOTION FOR LEAVE TO APPEAL, AND CERTIFICATION
 FOR A DIRECT APPEAL PURSUANT TO
FEDERAL RULE OF BANKRUPTCY PROCEDURE 8002(d)**

Defendants, the *Ad Hoc* Group of Term Lenders listed in Appendix A, and the Term Loan Lenders listed in Appendix A to Docket No. 241, the Certain Term Loan Investor Defendants, listed in Appendix B (collectively, the “Moving Term Lenders”), by and through their undersigned counsel, hereby move pursuant to Rule 8002(d) of the Federal Rules of Bankruptcy Procedure (“Bankruptcy Rule”), to extend the time for the Moving Term Lenders to file a notice of appeal, a motion for leave to appeal and a certification for a direct appeal of the

June 30, 2016 Memorandum Opinion and Order Denying Motions to Dismiss, for Judgment on the Pleadings, and to Vacate Prior Court Orders [Docket No. 643] (the “Decision and Order”).

In support of this motion, the Moving Term Lenders state as follows:

1. On June 30, 2016, the Court entered the Decision and Order.

2. Pursuant to Bankruptcy Rule 8002(a)(1), the last day for the Moving Term Lenders to file a notice of appeal, motion for leave to appeal and a certification of direct appeal with the bankruptcy clerk concerning the Decision and Order is July 14, 2016.

3. The Moving Term Lenders request an extension in order to determine whether to seek leave to appeal the Decision and Order. The requested extension is necessary due to: (i) the complex nature of this adversary proceeding and the Decision and Order; (ii) the need to analyze whether to appeal the Decision and Order; and (iii) the fact that the July 4 holiday occurred between the time the Court entered the Decision and Order and the deadline for filing a notice of appeal of the Decision and Order.

4. On July 6, 2016, counsel for the Moving Term Lenders sought plaintiff’s consent to an extension of the time to file a notice of appeal. Plaintiff was unwilling to consent to any such extension.

5. Accordingly, pursuant to Bankruptcy Rule 8002(d), the Moving Term Lenders request that the Court extend the date for the Moving Term Lenders to file a notice of appeal, motion for leave to appeal and a certification of direct appeal of the Decision and Order to August 4, 2016. The Moving Term Lenders’ request should be granted because, in addition to the reasons set forth above, in “[t]he absence of a standard to govern the decision of the bankruptcy court, . . . extension[s] should usually be granted.” Alan N. Resnick & Henry J. Sommer, *COLLIER ON BANKRUPTCY* ¶ 8002.12 (16th ed. rev. 2016); *see also Nugent v. Betacom*

of Phoenix, Inc. (In re Betacom of Phoenix, Inc.), 250 B.R. 376, 381 (9th Cir. B.A.P. 2000)
(predecessor to Bankruptcy Rule 8002(d) “does not even require that cause be shown before the
extension is granted”).

6. No previous application for an extension of time to file a notice of appeal
concerning the Decision and Order has been made.

7. A [Proposed] Order providing for the requested extension is attached hereto as
Exhibit A.

WHEREFORE, the Moving Term Lenders respectfully request that the Court enter the
[Proposed] Order attached hereto as Exhibit A.

Dated: New York, New York
July 7, 2016

Respectfully submitted,

**KASOWITZ, BENSON, TORRES
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*Attorneys for Certain Term Loan Investor Defendants
listed in Appendix B*

Appendix A

*Fire and Police Employees' Retirement System of the City of Baltimore
BBT Fund, L.P.
SRI Fund, L.P.
BBT Master Fund, L.P. (f/k/a Cap Fund, L.P.)
BlackRock Corporate High Yield Fund, Inc.
BlackRock Debt Strategies Fund, Inc.
BlackRock Floating Rate Income Strategies Fund, Inc.
BlackRock Funds II - High Yield Bond Portfolio
BlackRock Global Investment Series: Income Strategies Portfolio
BlackRock Fixed Income Portable Alpha (Offshore) Fund
BlackRock Senior Income Series II
BlackRock Senior Income Series IV
R3 Capital Partners Master, L.P.
The Galaxite Master Unit Trust
BlackRock High Yield Bond Portfolio, a series of BlackRock Funds II
High Yield Bond Portfolio
California State Teachers' Retirement System
Delaware Diversified Income Fund, a series of Delaware Group Adviser Funds
Delaware Enhanced Global Dividend and Income Fund
Delaware Extended Duration Bond Fund, a series of Delaware Group Income Funds
Delaware Dividend Income Fund, a series of Delaware Group Equity Funds V
Delaware Core Plus Bond Fund, a series of Delaware Group Government Fund
Delaware Corporate Bond Fund, a series of Delaware Group Income Funds
Delaware High-Yield Opportunities Fund, a series of Delaware Group Income Funds
Delaware Investments Dividend and Income Fund, Inc.
The High-Yield Bond Portfolio, a series of Delaware Pooled Trust
Delaware VIP Diversified Income Series, a series of Delaware VIP Trust
Delaware VIP High Yield Series, a series of Delaware VIP Trust
The Core Plus Fixed Income Portfolio, a series of Delaware Pooled Trust
Optimum Fixed Income Fund, a series of Optimum Fund Trust
Drawbridge Special Opportunities Fund Ltd.
Drawbridge Special Opportunities Fund LP
Fortress Credit Investments I Ltd.
Fortress Credit Investments II Ltd.
FOUR CORNERS CLO II, LTD.
FOUR CORNERS CLO III, LTD.
Freescale Semiconductor Inc., 401(k) Retirement Savings Plan
GENESIS CLO 2007-1 LTD.
Guggenheim Portfolio X, LLC
Guggenheim High Yield Fund
Illinois Municipal Retirement Fund
John Hancock Variable Insurance Trust Floating Rate Income Trust
John Hancock Variable Insurance Trust High Yield Trust
John Hancock Funds II Floating Rate Income Fund*

John Hancock Funds II High Yield Bond Fund
The Lincoln National Life Insurance Company Separate Account 12
The Lincoln National Life Insurance Company Separate Account 20
LVIP Delaware Bond Fund, a series of Lincoln Variable Insurance Products Trust
LVIP Delaware Foundation® Conservative Allocation Fund, a series of Lincoln Variable
Insurance Products Trust (and the successor to LVIP Delaware Managed Fund as of June 15,
2009).
Golden Knight II CLO, Ltd.
Lord Abbett Investment Trust – Lord Abbett High Yield Fund
Lord Abbett Investment Trust – Lord Abbett Floating Rate Fund
Teachers’ Retirement System of Oklahoma
Houston Police Officers’ Pension System
Mason Capital, L.P.
Mason Capital, Ltd.
The Missouri State Employees’ Retirement System
Neuberger Berman High Income Bond Fund
Neuberger Berman High Yield Strategies Fund Inc.
MacKay New York Life Insurance Company (Guaranteed Products)
New York Life Insurance Company Guaranteed Products
New York Life Insurance Company (Guaranteed Products)
New York Life Insurance Company GP - Portable Alpha
MacKay Shields Core Plus Alpha Fund Ltd.
New York Life Insurance Company
North Dakota State Investment Board
Fairway Loan Funding Company
PIMCO Income Strategy Fund
PIMCO Income Strategy Fund II
Red River HYPi, L.P.
PIMCO Cayman Trust: PIMCO Cayman Bank Loan Fund
StocksPLUS, L.P. Fund B
PIMCO Funds: PIMCO Total Return Fund
PIMCO Funds: Private Account Portfolio Series High Yield Portfolio
PIMCO Funds: Global Investors Series plc, Global Investment Grade Credit Fund
Portola CLO, Ltd.
Mayport CLO, Ltd.
Plumbers & Pipefitters National Pension Fund
Putnam 29X-Funds Trust Floating Rate Income Fund
SHIPROCK FINANCE, SPC, on behalf of SF-3 Segregated Portfolio
Russell Investment Company plc on behalf of its sub-fund The Global Strategic Yield Fund, and
its successor funds, and Multi-Style, Multi-Manager Fund plc on behalf of its sub-fund, The
Global Strategic Yield Fund
Russell Institutional Funds LLC Russell Core Bond Fund
Russell Trust Company Russell Multi-Manager Bond Fund
Russell Investment Company Russell Strategic Bond Fund
Russell Investment Company plc Russell U.S. Bond Fund
Solus Core Opportunities Master Fund Ltd

Sola Ltd

Ultra Master Ltd

Taconic Capital Partners 1.5 L.P.

Taconic Market Dislocation Fund II L.P.

Taconic Market Dislocation Master Fund II L.P.

Taconic Opportunity Fund L.P.

Thrivent Financial for Lutherans

Thrivent High Yield Fund, a series of Thrivent Mutual Funds

Thrivent Income Fund, a series of Thrivent Mutual Funds

Thrivent High Yield Portfolio, a series of Thrivent Series Fund, Inc.

Thrivent Income Portfolio, a series of Thrivent Series Fund, Inc.

Virginia Retirement System

Appendix B¹

Arch Reinsurance Ltd.
Bechtel Trust & Thrift Plan & Master Trust for Certain Tax Qualified Bechtel Retirement Plans
Bill & Melinda Gates Foundation Trust
Board of Fire and Police Pension Commissioners of the City of Los Angeles
Board of Pensions of the Presbyterian Church (U.S.A.)
Building Trades United Pension Trust Fund
Carpenters Pension Fund of Illinois
Caterpillar Master Retirement Trust
City of Milwaukee Employees' Retirement System
Coca-Cola Company Retirement & Master Trust
Columbus Unconstrained Bond Fund (formerly Reams Unconstrained Bond Fund)
Connecticut General Life Insurance Company In Respect of Its Separate Account 4828CP
Cummins Inc. and Affiliates Collective Investment Trust
DDJ High Yield Fund
Debello Investors LLC
Eighth District Electrical Pension Fund
Emerson Electric Co. Retirement Master Trust
Employees' Retirement System of Baltimore County
GoldenTree Loan Opportunities III, Ltd.
GoldenTree Loan Opportunities IV, Ltd.
Halliburton Company Employee Benefit Master Trust
Health Care Foundation of Greater Kansas City
ILWU/PMA Pension Plan Trust
Indiana Public Retirement System
Indiana State Police Pension Trust
Indiana University
Inter-Local Pension Fund of the Graphic Communications Conference of the International Brotherhood of Teamsters
J.C. Penney Corporation, Inc. Pension Plan Trust
Kraft Heinz Foods Company & Kraft Foods Master Retirement Trust
Kynikos Opportunity Fund II, L.P.
Kynikos Opportunity Fund International Limited
Kynikos Opportunity Fund, L.P.

¹ Hahn & Hessen LLP (“H&H”) has also appeared on behalf of Nonparties Oak Hill Credit Partners II Ltd., Oak Hill Credit Partners III Ltd. and Oak Hill Credit Partners IV Ltd., which entities have been dissolved. To the extent these entities are determined not to be dissolved or otherwise remain party to this adversary proceeding, H&H has also appeared on their behalf.

Master Trust Pursuant to the Retirement Plans of APL Limited & Subsidiaries
Mather Foundation
Montana Board of Investments
Municipal Employees' Retirement System of Michigan
New Orleans Carpenters Pension Plan <i>f/k/a Louisiana Carpenters Regional Council Pension Plan</i>
Purdue University
Reams – Prudential Retirement Insurance & Annuity Company, on behalf of Separate Account SA-18
Retirement Board of the Park Employees' and Retirement Board Employees' Annuity and Benefit Fund of Chicago
Santa Barbara County Employees' Retirement System
Scout Core Plus Bond Fund (formerly Frontegra Columbus Core Plus Bond Fund)
Seattle City Employees' Retirement System
Shinnecock CLO II, Ltd.
Sonoma County Employees' Retirement Association
State of Indiana Major Moves Construction Fund
Stichting Bewaarder Syntrus Achmea Global High Yield Pool <i>f/k/a Stichting Bewaarder Interpolis Pensioen Global High Yield Pool</i>
Stichting Pensioenfonds Hoogovens
Stichting Pensioenfonds Metaal en Techniek
St. Luke's Health System Corporation, as successor to St. Luke's Episcopal Health System Foundation
Taxable Fixed Income Managers: Portfolio 1 [Series] <i>f/k/a Goldman Sachs GMS Core Plus Fixed Income Portfolio</i>
The Children's Hospital of Philadelphia Foundation
The Duchossois Group Inc. Pension Trust
The Rotary Foundation
Twin Lake Total Return Partners LP <i>f/k/a Talon Total Return Partners LP</i>
Twin Lake Total Return Partners QP LP <i>f/k/a Talon Total Return QP Partners LP</i>
University of Kentucky
Ventura County Employees' Retirement Association
Vulcan Ventures, Inc.
Wexford Catalyst Investors LLC
Wexford Spectrum Investors LLC
Oak Hill Credit Opportunities Financing Ltd.
Oak Hill Credit Opportunities Master Fund, Ltd.
Oak Hill Credit Partners V Ltd.
OHA Capital Solution Financing (Offshore), Ltd.
OHA Capital Solution Financing (Onshore), Ltd.

OHA Park Avenue CLO I Ltd.
OHSF Financing Ltd.
OHSF II Financing Ltd.
Stichting Pensioenfonds van de Metalektro <i>f/k/a Stichting Bedrijfstakpensioenfonds Voor De Metalektro</i>
Stichting Pensionfonds Me
Foothill CLO I, Ltd.
Gulf Stream – Compass CLO 2007 Ltd.
Gulf Stream – Sextant CLO 2007-1 Ltd.

Exhibit A

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

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<i>In re:</i>	:	
	:	
MOTORS LIQUIDATION COMPANY, et al.,	:	Chapter 11
	:	
Debtors.	:	Case No. 09-50026 (MG)
	:	(Jointly Administered)
	:	
	:	

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MOTORS LIQUIDATION COMPANY AVOIDANCE	:	
ACTION TRUST, by and through the Wilmington	:	
Trust Company, solely in its capacity as Trust	:	Adversary Proceeding
Administrator and Trustee,	:	No. 09-00504 (MG)
	:	
Plaintiff,	:	
	:	
-against-	:	
	:	
JPMORGAN CHASE BANK, N.A. <i>et al.</i> ,	:	
	:	
	:	
Defendants.	:	

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**[PROPOSED] ORDER GRANTING MOVING TERM LENDERS’
MOTION FOR EXTENSION OF TIME TO FILE NOTICE OF APPEAL,
MOTION FOR LEAVE TO APPEAL, AND CERTIFICATION
FOR A DIRECT APPEAL PURSUANT TO
FEDERAL RULE OF BANKRUPTCY PROCEDURE 8002(d)**

IT IS HEREBY ORDERED:

1. Pursuant to Rule 8002(d) of the Federal Rules of Bankruptcy Procedure, the time by which the *Ad Hoc* Group of Term Lenders listed in Appendix A to the accompanying Motion, and the Term Loan Lenders listed in Appendix A to Docket No. 241, and the Certain Term Loan

Investor Defendants listed in Appendix B to the accompanying motion (collectively, the “Moving Term Lenders”) must file a notice of appeal, motion for leave to appeal, and certification for a direct appeal of the Court’s June 30, 2016 Memorandum Opinion and Order Denying Motions to Dismiss, for Judgment on the Pleadings, and to Vacate Prior Court Orders [Docket No. 643] is extended through and including August 4, 2016.

Dated: _____, 2016

By: _____
MARTIN GLENN
UNITED STATES BANKRUPTCY JUDGE