

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

In re:

MOTORS LIQUIDATION COMPANY,  
f/k/a GENERAL MOTORS  
CORPORATION, *et al.*,

Debtors.

Chapter 11

Case No. 09-50026 (MG)  
(Jointly Administered)

MOTORS LIQUIDATION COMPANY  
AVOIDANCE ACTION TRUST, by and  
through the Wilmington Trust Company,  
solely in its capacity as Trust  
Administrator and Trustee,

Plaintiff,

against

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

Defendants.

Adversary Proceeding

Case No. 09-00504 (MG)

**ORDER REGARDING CHALLENGE TO ATTORNEY-CLIENT PRIVILEGE AND  
ATTORNEY WORK PRODUCT PROTECTION**

In connection with cross-claims against JPMorgan Chase Bank, N.A. (“JPMorgan”) filed in this case, JPMorgan has asserted an advice of counsel defense. JPMorgan has agreed, in connection with the assertion of that defense, to waive attorney-client privilege and attorney work product as to certain communications. The parties entered into a stipulation, so-ordered by the Court on May 25, 2016, regarding waiver of privilege (the “Stipulation and Order,” ECF Doc. # 623). That Stipulation and Order sets forth procedures for challenging the scope of the privilege waiver in the event the parties disagree. As provided in the Stipulation and Order, counsel for Certain Term Lender defendants, who have cross-claimed against JPMorgan, and counsel for JPMorgan, have submitted letter briefs addressing the privilege issues. (*See* ECF

Docs. ## 645, 653.) The letter briefs set forth the parties' positions with respect to JPMorgan's assertion of privilege for documents listed in a privilege log.

After reviewing the letter briefs, the Court scheduled a telephone status conference for July 18, 2016, to discuss the privilege issues. Based on a review of the letter briefs and the statements of counsel during the July 18 hearing, the Court directs that the parties continue to meet and confer in an effort to further narrow their disputes about privilege. Additionally, on or before 5:00 p.m. (prevailing Eastern Standard Time), August 31, 2016, counsel for JPMorgan shall prepare and file an amended privilege log, remove from the existing log any additional documents JPMorgan agrees to produce, and add any additional documents as to which attorney-client privilege or attorney work product protection is asserted.

In JPMorgan's letter brief, counsel offered to produce for review, *in camera* by the Court, documents as to which JPMorgan continues to assert attorney-client privilege or attorney work product protection.

Counsel for JPMorgan has agreed to produce additional documents responsive to the outstanding document requests, other than those that will be listed on the privilege log, on or before August 15, 2016.

Additionally, on or before 5:00 p.m. (prevailing Eastern Standard Time), August 31, 2016, JPMorgan's counsel shall deliver to chambers for *in camera* review one copy of each document as to which JPMorgan continues to assert attorney-client privilege or attorney work product protection, *except for the following:*

*JPMorgan shall not at this time produce for in camera review any documents as to which it asserts attorney-client privilege or attorney work product protection that were prepared on or after June 15, 2009, the date on which the erroneous UCC-3 was discovered.*

After reviewing an amended privilege log and reviewing the documents provided to the Court for *in camera* review, the Court will schedule argument with respect to the remaining disputes.

**IT IS SO ORDERED.**

Dated: July 19, 2016  
New York, New York

*Martin Glenn*  
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MARTIN GLENN  
United States Bankruptcy Judge