

Bruce Bennett (admitted *pro hac vice*)

**JONES DAY**

555 South Flower Street, 50th Floor

Los Angeles, CA 90071

Tel: (213) 489-3939

John W. Spiegel (admitted *pro hac vice*)

**MUNGER, TOLLES & OLSON LLP**

355 South Grand Avenue, 35th Floor

Los Angeles, CA 90071

Tel: (213) 683-9100

*Attorneys for the Term Loan Lenders*

*[additional counsel listed on signature page]*

**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	)	Adversary Proceeding
Wilmington Trust Company, solely in its capacity as	)	Case No. 09-00504 (MG)
Trust Administrator and Trustee,	)	
Plaintiff,	)	
vs.	)	
JPMORGAN CHASE BANK, N.A., <i>et al.</i> ,	)	
Defendants.	)	
	)	

**MOTION FOR EXTENSION OF TIME TO FILE  
CORPORATE OWNERSHIP STATEMENTS IN AN UNREDACTED FORM**

TO: THE HONORABLE MARTIN GLENN  
UNITED STATES BANKRUPTCY JUDGE

Avery Point CLO, Limited; Chatham Light II CLO, Limited; Fidelity Central Investment Portfolios LLC; Fidelity Floating Rate Central Fund; Fidelity Central Investment Portfolios LLC; Fidelity High Income Central Fund 1; Fidelity Central Investment Portfolios LLC; Fidelity High Income Central Fund 2; FIAM Floating Rate High Income Commingled Pool (f/k/a Pyramis Floating Rate High Income Commingled Pool); FIAM High Yield Bond Commingled Pool (f/k/a Pyramis High Yield Bond Commingled Pool); FIAM High Yield Fund, LLC (f/k/a Pyramis High Yield Fund, LLC); Katonah III, Ltd.; Katonah IV Ltd.; Napier Park Distressed Debt Opportunity Master Fund Ltd. (f/k/a CAI Distressed Debt Opportunity Master Fund Ltd.); Nash Point CLO; Race Point II CLO, Limited; Race Point III CLO, Limited; Race Point IV CLO, Ltd.; and Sankaty High Yield Partners III Grantor Trust as successor in interest to Sankaty High Yield Partners III, L.P. (collectively, the “Moving Term Loan Lenders”), by and through their undersigned counsel, hereby submit this motion (the “Motion for Extension of Time”) pursuant to Rule 9006(b)(1) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) and Rule 9006-2 of the Local Bankruptcy Rules for the Southern District of New York (the “Local Bankruptcy Rules”), for a seven (7) day extension of time to file the corporate ownership statements required by Bankruptcy Rule 7007.1 and Local Bankruptcy Rule 7007.1-1 (the “Corporate Ownership Statements”). In support of the Motion for Extension of Time, the Moving Term Loan Lenders respectfully state as follows:

**JURISDICTION AND VENUE**

1. This Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. This proceeding is statutorily “core” under 28 U.S.C. § 157(b). Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

## **BACKGROUND**

2. On July 31, 2009, the Official Committee of Unsecured Creditors of Motors Liquidation Company f/k/a General Motors Corporation (the “Committee”) filed an *Adversary Complaint for (1) Avoidance of Unperfected Lien, (2) Avoidance and Recovery of Postpetition Transfers, (3) Avoidance and Recovery of Preferential Payments, and (4) Disallowance of Claims by Defendants* [Adv. Dkt. No. 1].

3. On March 29, 2011, the Court entered an order confirming the Debtors’ Second Amended Joint Chapter 11 Plan [Bankr. Dkt. No. 9941], at which time the Motors Liquidation Company Avoidance Action Trust (the “AAT”) succeeded to the Committee’s avoidance action claims.

4. On May 20, 2015, the AAT filed its *First Amended Adversary Complaint for (1) Avoidance of Unperfected Lien, (2) Avoidance and Recovery of Postpetition Transfers, (3) Avoidance and Recovery of Preferential Payments, and (4) Disallowance of Claims by Defendants* (the “Amended Complaint”) [Adv. Dkt. No. 91].

5. On November 16, 2015, the Term Loan Lenders, including the Moving Term Loan Lenders, answered the Amended Complaint [Adv. Dkt. No. 241].

6. On November 18, 2015, the Court entered an order granting each Defendant thirty (30) days following the date of its initial response to the Amended Complaint to file the Corporate Ownership Statements [Adv. Dkt. No. 259].

7. The Court again extended Defendants’ time to file Corporate Ownership Statements on December 28, 2015, setting January 20, 2016, as the deadline for doing so [Adv. Dkt. No. 338].

8. On January 20, 2016, the Moving Term Loan Lenders filed a motion pursuant to section 107(b) of title 11 of the United States Code (the “Bankruptcy Code”) and Bankruptcy Rule 9018 for leave to (1) redact the names of the business entities that own 10% or more of the equity interests in the Moving Term Loan Lenders, which constitute the Moving Term Loan Lenders’ customers (the “Investors”) or otherwise reveal the composition of the Moving Term Loan Lenders’ owner base, in the Corporate Ownership Statements filed publicly with the Court, and (2) file unredacted copies of such Corporate Ownership Statements with the Court under seal in accordance with the procedures outlined in this Court’s General Order 399 (the “Motion to Seal”) [Adv. Dkt. No. 371].

9. On September 1, 2016, the Court denied the Moving Term Loan Lenders’ motion [Adv. Dkt. No. 717]. The Court’s order requires the Moving Term Loan Lenders to file unredacted versions of their Corporate Ownership Statements on the Court’s docket by 5:00 p.m. on September 8, 2016.

10. On September 7, 2016, the Moving Term Loan Lenders filed a *Motion for Reconsideration of Order Denying Motion Pursuant to Section 107(b) of the Bankruptcy Code and Bankruptcy Rule 9018 for Leave to File Corporate Ownership Statements Under Seal* (the “Motion for Reconsideration”) [Adv. Dkt. No. 720], seeking reconsideration of the Court’s order denying the Motion to Seal and leave to file the unredacted Corporate Ownership Statements under seal.

**RELIEF REQUESTED**

11. By this Motion for Extension of Time, the Moving Term Loan Lenders request that this Court enter an order pursuant to Bankruptcy Rule 9006(b)(1) and Local Bankruptcy Rule 9006-2, substantially in the form attached hereto as Exhibit A, extending the

Moving Term Loan Lenders' time to file the Corporate Ownership Statements in an unredacted form on the Court's docket for an additional seven (7) days, to September 15, 2016.

**BASIS FOR RELIEF REQUESTED**

12. Bankruptcy Rule 9006(b)(1) provides that “when an act is required or allowed to be done at or within a specified period by [the Bankruptcy Rules] or by a notice given thereunder or by order of court, the court for cause shown may at any time in its discretion . . . order the period enlarged if the request therefor is made before the expiration of the period originally prescribed or as extended by a previous order . . . .”

13. The Moving Term Loan Lenders require a seven-day extension of the time to file their Corporate Ownership Statements for two reasons. First, an extension of time is necessary to allow the Court sufficient time to rule on the Moving Term Loan Lenders' Motion for Reconsideration, which was filed contemporaneously with the Motion for Extension of Time. And second, the Moving Term Loan Lenders require additional time to verify that the information in their unredacted Corporate Ownership Statements remains accurate and to contact Investors whose identities will be disclosed before publicly filing the unredacted versions of the Corporate Ownership Statements.

14. Accordingly, the Moving Term Loan Lenders request an additional seven-day extension of the time to file their Corporate Ownership Statements.

**NO PRIOR REQUESTS**

15. No prior request for the relief sought in this Motion for Extension of Time has been made to this or any other court.

**NOTICE**

16. Notice of this Motion for Extension of Time will be given to counsel for the AAT and to counsel for all other defendants who have appeared in this adversary proceeding via electronic filing. In light of the nature of the relief requested herein, the Moving Term Loan Lenders maintain that no further notice is required and request that such notice be deemed adequate.

WHEREFORE, the Moving Term Loan Lenders respectfully request that the Court enter an order pursuant to Bankruptcy Rule 9006(b)(1) and Local Bankruptcy Rule 9006-2, substantially in the form attached hereto as Exhibit A, extending the time for the Moving Term Loan Lenders to file their Corporate Ownership Statement to September 15, 2016; and granting such other and further relief as the Court deems just and proper.

Dated: September 7, 2016

Respectfully submitted,

/s/ Bruce Bennett

Bruce Bennett  
Erin L. Burke  
JONES DAY  
555 South Flower Street, 50th Floor  
Los Angeles, CA 90071  
Tel: (213) 489-3939  
Email: [bbennett@jonesday.com](mailto:bbennett@jonesday.com)  
Email: [eburke@jonesday.com](mailto:eburke@jonesday.com)

Gregory M. Shumaker  
Christopher J. DiPompeo  
JONES DAY  
51 Louisiana Avenue, N.W.  
Washington, D.C. 20001  
Tel: (202) 879-3939  
Email: [gshumaker@jonesday.com](mailto:gshumaker@jonesday.com)  
Email: [cdipompeo@jonesday.com](mailto:cdipompeo@jonesday.com)

John W. Spiegel  
George M. Garvey  
Todd J. Rosen  
Matthew A. Macdonald  
MUNGER, TOLLES & OLSON LLP  
355 South Grand Avenue, 35th Floor  
Los Angeles, CA 90071  
Tel: (213) 683-9100  
Email: [john.spiegel@mto.com](mailto:john.spiegel@mto.com)  
Email: [george.garvey@mto.com](mailto:george.garvey@mto.com)  
Email: [todd.rosen@mto.com](mailto:todd.rosen@mto.com)  
Email: [matthew.macdonald@mto.com](mailto:matthew.macdonald@mto.com)

Kristin A. Linsley  
MUNGER, TOLLES & OLSON LLP  
560 Mission Street, 27th Floor  
San Francisco, CA 94105  
Tel: (415) 512-4000  
Email: [kristin.linsley@mto.com](mailto:kristin.linsley@mto.com)

*Attorneys for the Term Loan Lenders*

**CERTIFICATE OF SERVICE**

I hereby certify that, on September 7, 2016, I caused to be served a true and correct copy of the *Motion for Extension of Time to File Corporate Ownership Statements in an Unredacted Form* filed by Avery Point CLO, Limited; Chatham Light II CLO, Limited; Fidelity Central Investment Portfolios LLC: Fidelity Floating Rate Central Fund; Fidelity Central Investment Portfolios LLC: Fidelity High Income Central Fund 1; Fidelity Central Investment Portfolios LLC: Fidelity High Income Central Fund 2; FIAM Floating Rate High Income Commingled Pool (f/k/a Pyramis Floating Rate High Income Commingled Pool); FIAM High Yield Bond Commingled Pool (f/k/a Pyramis High Yield Bond Commingled Pool); FIAM High Yield Fund, LLC (f/k/a Pyramis High Yield Fund, LLC); Katonah III, Ltd.; Katonah IV Ltd.; Napier Park Distressed Debt Opportunity Master Fund Ltd. (f/k/a CAI Distressed Debt Opportunity Master Fund Ltd.); Nash Point CLO; Race Point II CLO, Limited; Race Point III CLO, Limited; Race Point IV CLO, Ltd.; and Sankaty High Yield Partners III Grantor Trust as successor in interest to Sankaty High Yield Partners III, L.P. by operation of the Case Management/Electronic Case Filing System for the United States Bankruptcy Court for the Southern District of New York (the “CM/ECF System”) upon all parties registered in the CM/ECF System.

/s/ Bruce Bennett  
Bruce Bennett  
JONES DAY  
555 South Flower Street, 50th Floor  
Los Angeles, CA 90071  
Tel: (213) 489-3939  
Email: bbennett@jonesday.com



**EXHIBIT A**

**Proposed Order**

**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	)	Adversary Proceeding
Wilmington Trust Company, solely in its capacity as	)	
Trust Administrator and Trustee,	)	Case No. 09-00504 (MG)
	)	
Plaintiff,	)	
	)	
vs.	)	
	)	
JPMORGAN CHASE BANK, N.A., <i>et al.</i> ,	)	
	)	
Defendants.	)	
_____	)	

**ORDER EXTENDING TIME TO FILE  
BANKRUPTCY RULE 7007.1 STATEMENTS**

Upon the motion dated September 7, 2016, (the "Motion for Extension of Time") of Avery Point CLO, Limited; Chatham Light II CLO, Limited; Fidelity Central Investment Portfolios LLC: Fidelity Floating Rate Central Fund; Fidelity Central Investment Portfolios LLC: Fidelity High Income Central Fund 1; Fidelity Central Investment Portfolios LLC: Fidelity High Income Central Fund 2; FIAM Floating Rate High Income Commingled Pool (f/k/a Pyramis Floating Rate High Income Commingled Pool); FIAM High Yield Bond Commingled Pool (f/k/a Pyramis High Yield Bond Commingled Pool); FIAM High Yield Fund, LLC (f/k/a Pyramis High Yield Fund, LLC); Katonah III, Ltd.; Katonah IV Ltd.; Napier Park Distressed Debt Opportunity Master Fund Ltd. (f/k/a CAI Distressed Debt Opportunity Master Fund Ltd.); Nash Point CLO;

Race Point II CLO, Limited; Race Point III CLO, Limited; Race Point IV CLO, Ltd.; and Sankaty High Yield Partners III Grantor Trust as successor in interest to Sankaty High Yield Partners III, L.P. (collectively, the “Moving Term Loan Lenders”) pursuant to Rule 9006(b)(1) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) and Rule 9006-2 of the Local Bankruptcy Rules for the Southern District of New York (the “Local Bankruptcy Rules”), for an extension of time to file the corporate ownership statements required by Bankruptcy Rule 7007.1 and Local Bankruptcy Rule 7007.1-1 (the “Corporate Ownership Statements”) in an unredacted form; and upon all of the proceedings had before the Court; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby

ORDERED, that the Motion for Extension of Time is granted; and it is further

ORDERED, that the Moving Term Loan Lenders shall have until 5:00 p.m. (EDT) on September 15, 2016, to file their Corporate Ownership Statements in an unredacted form; and it is further

ORDERED, that this Order is without prejudice to the Moving Term Loan Lenders’ right to seek further extensions of the time to file their Corporate Ownership Statements; and it is further

ORDERED, that this Court shall retain jurisdiction to hear and determine all matters arising from or related to the entry of this Order.

Dated: September \_\_\_\_, 2016

---

THE HONORABLE MARTIN GLENN  
UNITED STATES BANKRUPTCY JUDGE