

**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.	:	

**STIPULATION AND [PROPOSED] ORDER AMENDING AND SUPPLEMENTING
ORDER REGARDING CROSS-CLAIM DISCOVERY (ECF 442) AND UCC-3
DISCOVERY (ECF 634)**

WHEREAS, on August 17, 2015, the Court entered an *Order Regarding Discovery and Scheduling* (ECF No. 153) (the “**August 17, 2015 Order**”), setting forth the schedule for discovery in this Action;

WHEREAS, on March 28, 2016, the Court entered the *Second Stipulation and Order Amending and Supplementing Order Regarding Discovery and Scheduling [ECF 153]* (ECF No. 442) (the “**March 28, 2016 Order**”), Paragraph 1 of which amended the August 17, 2015 Order to establish separate, later discovery and motion deadlines relating to certain cross-claims (the

“**Cross-Claims**”) filed against JPMorgan Chase Bank (“**JPMorgan**”) (“**Cross-Claim Discovery**”);

WHEREAS, on May 4, 2016, the Court entered an *Order Amending the August 17, 2015 “Order Regarding Discovery and Scheduling” to Provide for Proceedings Concerning Characterization and Valuation of Representative Assets* (ECF No. 547) (the “**May 4, 2016 Order**”), Paragraph 1 of which further amended the August 17, 2015 Order to establish separate discovery and motion deadlines relating to Collateral Identification Issues and Valuation Principles Issues (as those terms are defined in the May 4, 2016 Order), and Paragraph 2 of which stayed certain discovery relating to assets that will not be the subject of the April 24, 2017 trial (“**Stayed Discovery**”);

WHEREAS, on June 22, 2016, the Court entered the *Stipulation and [Proposed] Order Amending and Supplementing Order Regarding Discovery and Scheduling (ECF 153)* (ECF No. 634), which amended the discovery deadlines established in the August 17, 2015 Order with respect to discovery concerning the circumstances of the filing of the UCC-3 at issue in this action (the “**UCC-3 Discovery**”), to align the deadlines concerning UCC-3 Discovery with the deadlines concerning Cross-Claim Discovery;

WHEREAS, on August 3, 2016, the Court entered the *Stipulation and Order Amending and Superseding Prior Orders Regarding Discovery and Scheduling (ECF Nos. 153 and 547)* (ECF No. 696) (the “**August 3, 2016 Order**”), which amended the discovery deadlines established in the August 17, 2015 Order and the May 4, 2016 order, amending deadlines for all discovery other than Cross-Claim Discovery, UCC-3 Discovery, and Stayed Discovery;

WHEREAS, on September 28, 2016, the Court held a status conference, at which it extended the deadline for fact discovery set out in the August 3, 2016 Order from October 15,

2016 to October 31, 2016; and on November 2, 2016 held a telephonic discovery conference, at which it permitted certain additional depositions governed by the August 3, 2016 Order to be completed by November 16, 2016 (the “**Oral Orders**”);

WHEREAS, on September 28, 2016, the Court set a trial date of April 24, 2017 to resolve disputed issues of fact pertaining to Collateral Identification Issues and Valuation Principles Issues (the “**Representative Asset Trial**”);

WHEREAS, after having met and conferred, counsel for Plaintiff, counsel for defendant JPMorgan, counsel for defendants that have brought Cross-Claims in this action (“**Cross-Claimants**”) and counsel for the remaining members of the Defendants’ Steering Committee agree that the discovery deadlines established in the March 28, 2016 Order (with respect to discovery concerning the Cross-Claims) and in the June 22, 2016 Order (with respect to discovery concerning the circumstances of the filing of the UCC-3 at issue in this action), be amended;

WHEREAS, good cause exists to ensure that all parties have a sufficient opportunity to complete fact and expert Cross-Claims Discovery and UCC-3 Discovery;

WHEREAS, good cause exists to avoid scheduling Cross-Claims and UCC-3 Discovery during periods when the parties will be focused on the Representative Asset Trial, and

WHEREAS, keeping Cross-Claim Discovery and UCC-3 Discovery on separate schedules will not alter deadlines concerning Collateral Identification Issues and Valuation Principles Issues, will not delay the Representative Asset Trial, and will not materially delay resolution of this matter;

NOW, THEREFORE, IT IS HEREBY STIPULATED [AND ORDERED] AS FOLLOWS:

1. **Amended and Supplemented Cross-Claim Scheduling Order:** The deadlines established in the March 28, 2016 Order governing Cross-Claim Discovery shall be amended as follows,

Dec. 31, 2016	Deadline for document production (except that JPMorgan shall have through January 18, 2017 to complete the agreed upon production of 2001-2009 documents that must be restored from backup tapes and were agreed upon only in late October 2016).
Mar. 31, 2017	Deadline for fact discovery (including depositions)
TBD	Parties to serve expert reports (if any)
TBD	Parties to serve rebuttal expert reports (if any)
TBD	Expert depositions (if any) completed / Close of discovery
TBD	Summary judgment motions or, if required, letter requests for dispositive motions, filed and served
TBD	Pre-trial conference
TBD	Trial dates

2. **Stay of Other Cross-Claim Deadlines:** the deadlines for serving expert reports (if any), serving rebuttal expert reports (if any), expert depositions (if any), and motions for summary judgment or, if required, letter requests for dispositive motions are hereby stayed until a date after the Representative Asset Trial has concluded. Within two weeks of the Court rendering a decision resolving the Representative Asset Trial, JPMorgan and Cross-Claimants shall meet and confer regarding the schedule for remaining discovery deadlines pertaining to Cross-Claims.

3. **Amended and Supplemented UCC-3 Scheduling Order:** The deadlines established in the June 22, 2016 Order governing UCC-3 Discovery shall be amended as follows,

Jan. 27, 2017	Deadline for fact discovery (including depositions)
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Jan. 31, 2017	Parties to serve expert reports (if any)
Feb. 10, 2017	Parties to serve rebuttal expert reports (if any)
Feb 28, 2017	Expert depositions (if any) completed / Close of discovery
Mar. 15, 2017	Summary judgment motions or, if required, letter requests for dispositive motions, filed and served
TBD by Court	Pre-trial conference
TBD by Court	Trial dates

4. **Further Adjustments to Schedule:** Each party reserves its right to apply to the Court to alter any of the deadlines herein or in any other scheduling order, and each party reserves its right to oppose any such application.

5. **Plaintiff's Reservation of Rights:** Plaintiff reserves all objections with respect to any discovery sought concerning the filing of the UCC-3 at issue in this action.

6. **Other Scheduling Orders Otherwise Remain in Effect:** Nothing in this Order shall alter in any way the deadlines for any other issues concerning Plaintiff's action against Defendants, including the deadlines established in the August 3, 2016 Order concerning Collateral Identification Issues and Valuation Principles Issues, and the Oral Orders amending the deadlines in the August 3, 2016 Order.

SO STIPULATED.

DATED: November __, 2016

BINDER & SCHWARTZ LLP

By: /s/ Eric B. Fisher

Eric B. Fisher
366 Madison Avenue
New York, N.Y. 10017
Tel: (212) 933-4551
Email: efisher@binderschwartz.com

Attorneys for Plaintiff

MUNGER, TOLLES & OLSON LLP

By: /s/ John W. Spiegel

John W. Spiegel (admitted *pro hac vice*)
Bradley R. Schneider (admitted *pro hac vice*)
Matthew A. Macdonald (admitted *pro hac vice*)
355 South Grand Avenue, 35th Floor
Los Angeles, CA 90071
Tel: (213) 683-9100
Email: john.spiegel@mto.com
Email: bradley.schneider@mto.com
Email: matthew.macdonald@mto.com

JONES DAY

By: /s/ Erin Burke

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

Gregory Shumaker
Christopher DiPompeo
51 Louisiana Avenue, N.W.
Washington, D.C. 20001
Tel: (202) 879-3939
Email: gshumaker@jonesday.com
Email: cdipompeo@mto.com

*Attorneys for the Term Loan Lenders as listed in
Appendix A to the Consent Motion to Withdraw
[Dkt. 753]*

ENTWISTLE & CAPPUCCI LLP

By: /s/ Joshua K. Porter

Joshua K. Porter

299 Park Avenue, 20th Floor
New York, NY 10171
Tel: (212) 894-7282
Email: jporter@entwistle-law.com

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

**KASOWITZ, BENSON, TORRES &
FRIEDMAN LLP**

By: /s/ Andrew K. Glenn

Andrew K. Glenn
Joshua N. Paul
Michelle G. Bernstein
Isaac S. Sasson
1633 Broadway
New York, NY 10019
Tel: (212) 506-1700
Email: aglenn@kasowitz.com
Email: jpaul@kasowitz.com
Email: mgenet@kasowtiz.com
Email: isasson@kasowtiz.com

*Attorneys for the Ad Hoc Group of Cross-
Claiming Term Lenders listed in Appendix A to
Dkt. 334 and the Ad Hoc Supplemental Group of
Answering Term Lenders listed in Appendix A to
Dkt. 690*

DAVIS POLK & WARDWELL LLP

By: /s/ Elliot Moskowitz

Elliot Moskowitz
Marc J. Tobak
M. Nick Sage
450 Lexington Avenue
New York, NY 10017
Tel: (212) 450-4000
Email: elliot.moskowitz@davispolk.com
Email: marc.tobak@davispolk.com
Email: m.nick.sage@davispolk.com

Attorneys for Arrowgrass Master Fund Ltd.; Bank of America, N.A.; Merrill Lynch Capital Services, Inc.; Baltic Funding LLC; Diamond Springs Trading LLC; Barclays Bank PLC; Grand Central Asset Trust, WAM Series; Grand Central Asset Trust, SIL Series; Citibank, N.A.; Citigroup Financial Products Inc.; Loan Funding XI LLC; Bismark CBNA Loan Funding LLC; Deutsche Bank AG; Deutsche Bank AG Cayman Island Branch; Goldman Sachs – ABS Loans 2007 LTD; Goldman Sachs Lending Partners LLC; Marathon CLO I Ltd.; Marathon CLO II Ltd.; Marathon Financing I., B.V.; Meritage Fund LLC; Morgan Stanley Senior Funding Inc.; Muzinich & Company (Ireland) Ltd. for the Account of Muzinich Loan Fund Plus; The Royal Bank of Scotland PLC; and Carbonado LLC

HAHN & HESSEN LLP

By: /s/ Mark T. Power

Mark T. Power
Alison M. Ladd
488 Madison Avenue
New York, NY 10022
Tel: (212) 478-7200
Email: mpower@hahn Hessen.com
Email: aladd@hahn Hessen.com

*Attorneys for Certain Term Loan Investor
Defendants listed in Appendix B to Dkt 778*

WACHTELL, LIPTON, ROSEN & KATZ

By: /s/ C. Lee Wilson

Harold S. Novikoff
Marc Wolinsky
Amy R. Wolf
Carrie M. Reilly
C. Lee Wilson
51 W. 52nd Street
New York, NY 10019
Tel: (212) 403-1000

Email: HSNovikoff@wlrk.com

Email: MWolinsky@wlrk.com

Email: ARWolf@wlrk.com

Email: CMReilly@wlrk.com

Email: CLWilson@wlrk.com

KELLEY DRYE & WARREN LLP

John M. Callagy

Nicholas J. Panarella

Martin A. Krolewski

101 Park Avenue

New York, NY 10178

Tel: (212) 808-7800

Email: jcallagy@kelleydrye.com

Email: npanarella@kelleydrye.com

Email: mkrolewski@kelleydrye.com

*Attorneys for Defendant JPMorgan Chase Bank,
N.A.*

IT IS SO ORDERED.

DATED: New York, New York
November __, 2016

MARTIN GLENN
United States Bankruptcy Judge