

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

In re:	:	Chapter 11
	:	
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
	:	Case No. 09-00504 (MG)
	:	
Plaintiff,	:	
	:	
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 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 Doc. # 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 Doc. # 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 Doc. # 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 Doc. # 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 Doc. # 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

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Withdraw [Dkt. 753]*

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A to Dkt. 690*

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**IT IS SO ORDERED.**

Dated: November 17, 2016  
New York, New York

/s/ Martin Glenn

MARTIN GLENN

United States Bankruptcy Judge