

Objection Deadline: March 22, 2017
Pretrial Conference: April 7, 2017 at 10:00 a.m. (EDT)

BINDER & SCHWARTZ LLP

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*Attorneys for the Motors Liquidation
Company Avoidance Action Trust*

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

-----X

In re:

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

Chapter 11

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

Debtors.

-----X

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)

against

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

Defendants.

-----X

**DECLARATION OF ERIC B. FISHER IN SUPPORT OF
PLAINTIFF'S MOTION *IN LIMINE* TO EXCLUDE THE
EXPERT REPORT AND TESTIMONY OF JAMES M. MARQUARDT**

I, Eric B. Fisher, declare as follows:

1. I am a Partner with Binder & Schwartz LLP, counsel for plaintiff Motors Liquidation Company Avoidance Action Trust (the “**Trust**” or “**Plaintiff**”), by and through the Wilmington Trust Company, solely in its capacity as Trust Administrator and Trustee. I submit this Declaration in support of Plaintiff’s Motion *in Limine* to Exclude the Expert Report and Testimony of James M. Marquardt.

1. Attached hereto as Exhibit A is a true and correct copy of the Eaton County Fixture Filing for 8400 Millett Highway, Lansing, Eaton County, Michigan, dated April 26, 2007.

2. Attached hereto as Exhibit B is a true and correct copy of Adv. Pro. Dkt. 827, the Stipulation Regarding Surveyed Metes and Bounds, dated January 10, 2017.

2. Attached hereto as Exhibit C is a true and correct copy of the Expert Report of James M. Marquardt, dated November 23, 2016 (excluding exhibits).

3. Attached hereto as Exhibit D is a true and correct copy of excerpts of the deposition transcript of James M. Marquardt, dated January 20, 2017.

I declare under penalty of perjury that the foregoing is true and correct.

Dated: March 8, 2017

/s/ Eric B. Fisher
Eric B. Fisher

Exhibit A

RECEIVED
EATON COUNTY
DEEDS

2007 APR 14 A 11:07

RECORDED
04/26/2007 1:34:19 PM
M. FRANCES FULLER, CLERK/REGISTER OF DEEDS
EATON COUNTY, MICHIGANRECEIPT# 11894, STATION 3
\$15.00 FIXTURE FILING

UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

A. NAME & PHONE OF CONTACT AT FILER [optional]	
UCC Filings	800-828-0938
B. SEND ACKNOWLEDGMENT TO: (Name and Address)	
National Corporate WHEN FILED 41 State Street Suite 600 Albany, NY 12207 Case No. 100-729 melissa@nationalcorp.com	



LIBER 2113

PAGE 660

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1. DEBTOR'S EXACT FULL LEGAL NAME - Insert only one debtor name (1a or 1b) - do not abbreviate or combine names

1a. ORGANIZATION'S NAME GENERAL MOTORS CORPORATION					
OR	1b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX	
1c. MAILING ADDRESS 300 RENAISSANCE CENTER		CITY DETROIT	STATE MI	POSTAL CODE 48265-3000	COUNTRY
1d. SEE INSTRUCTIONS	ADD'L INFO RE ORGANIZATION DEBTOR	1e. TYPE OF ORGANIZATION Corporation	1f. JURISDICTION OF ORGANIZATION Delaware	1g. ORGANIZATIONAL ID #, if any 0056825	<input type="checkbox"/> NONE

2. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - Insert only one debtor name (2a or 2b) - do not abbreviate or combine names

2a. ORGANIZATION'S NAME					
OR	2b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX	
2c. MAILING ADDRESS		CITY	STATE	POSTAL CODE	COUNTRY
2d. SEE INSTRUCTIONS	ADD'L INFO RE ORGANIZATION DEBTOR	2e. TYPE OF ORGANIZATION	2f. JURISDICTION OF ORGANIZATION	2g. ORGANIZATIONAL ID #, if any	<input type="checkbox"/> NONE

3. SECURED PARTY'S NAME (or NAME of TOTAL ASSIGNEE of ASSIGNOR S/P) - Insert only one secured party name (3a or 3b)

3a. ORGANIZATION'S NAME JPMORGAN CHASE BANK, N.A., AS ADMINISTRATIVE AGENT					
OR	3b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX	
3c. MAILING ADDRESS P.O. BOX 2558		CITY HOUSTON	STATE TX	POSTAL CODE 77252	COUNTRY USA

4. This FINANCING STATEMENT covers the following collateral:

ALL FIXTURES LOCATED ON THE REAL ESTATE DESCRIBED IN EXHIBIT A ATTACHED
HERETO AND INCORPORATED BY REFERENCE HEREIN.

THIS IS A FIXTURE FILING AND SHOULD BE INDEXED IN THE REAL ESTATE RECORDS.

RECEIVED RECEIVED

APR 26 2007

MAR 19 2007

Eaton County Register of Deeds Eaton County Register of Deeds

5. ALTERNATIVE DESIGNATION (if applicable):	LESSEE/LESSOR	CONSIGNEE/CONSIGNOR	BAILEE/BAILOR	SELLER/BUYER	AG. LIEN	NON-UCC FILING
6. <input checked="" type="checkbox"/> This FINANCING STATEMENT is to be filed (for record) (or recorded) in the REAL ESTATE RECORDS. Attach Addendum (if applicable)	7. Check to REQUEST SEARCH REPORT (S) on Debtor(s) (OPTIONAL FEE)		All Debtors		Debtor 1	Debtor 2
8. OPTIONAL FILER REFERENCE DATA 6701-619 -- MI - Eaton County						F#179041 A#277625

FILING OFFICE COPY - UCC FINANCING STATEMENT (FORM UCC1) (REV. 05/22/02)

LandAmerica
Alicia Kordelaski
1050 Wilshire Dr. Ste 310



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UCC FINANCING STATEMENT ADDENDUM

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

8. NAME OF FIRST DEBTOR (1a or 1b) ON RELATED FINANCING STATEMENT

9a. ORGANIZATION'S NAME GENERAL MOTORS CORPORATION		
OR	9b. INDIVIDUAL'S LAST NAME	FIRST NAME
		MIDDLE NAME, SUFFIX

10. MISCELLANEOUS:

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

11. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - insert only one name (11a or 11b) - do not abbreviate or combine names

11a. ORGANIZATION'S NAME			
OR	11b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME
			SUFFIX
11c. MAILING ADDRESS		CITY	STATE
		POSTAL CODE	COUNTRY
11d. SEE INSTRUCTIONS	ADD'L INFO RE ORGANIZATION DEBTOR	11e. TYPE OF ORGANIZATION	11f. JURISDICTION OF ORGANIZATION
			11g. ORGANIZATIONAL ID #, if any <input type="checkbox"/> NONE

12. ADDITIONAL SECURED PARTY'S OR ASSIGNOR S/P'S NAME - insert only one name (12a or 12b)

12a. ORGANIZATION'S NAME			
OR	12b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME
			SUFFIX
12c. MAILING ADDRESS		CITY	STATE
		POSTAL CODE	COUNTRY

13. This FINANCING STATEMENT covers ☐ timber to be cut or ☐ as-extracted collateral, or is filed as a ☒ fixture filing.

14. Description of real estate:

SEE ATTACHED EXHIBIT A

15. Name and address of a RECORD OWNER of above-described real estate (if Debtor does not have a record interest):

**GENERAL MOTORS CORPORATION
300 RENAISSANCE CENTER
DETROIT, MI 48265-3000**

16. Additional collateral description:

17. Check only if applicable and check only one box

Debtor is a ☐ Trust or ☐ Trustee acting with respect to property held in trust or ☐ Decedent's Estate

18. Check only if applicable and check only one box

☐ Debtor is a TRANSMITTING UTILITY☐ Filed in connection with a Manufactured-Home Transaction — effective 30 years☐ Filed in connection with a Public-Finance Transaction — effective 30 years



LIBER 2113

PAGE 662

EXHIBIT A

8400 MILLETT HWY, LANSING TOWNSHIP, LANSING MI 48917-9549

S 1/2 SEC 28 LYING W OF W LINE HWY I-96/69, EXC NW 1/4 OF SW 1/4, AND EXC
PARTS S & E OF LINE COM 100 FT W OF S 1/4 COR SAID SEC, TH N 50 FT, E 400 FT,
N 25 FT, E 188.65 FT TO W LINE SAID HWY R/W & POE, EXC LANDS USED FOR
GUNIEA RD & MILLETT HWY; 144 ACRES +/-; SEC 28 T4N R3W

GM Assembly Lansing Delta
8400 Millett Hwy
Lansing, Easton County, MI
LandAmerica File No. 100729

Exhibit B

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

----- X
In re:

Chapter 11

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

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

Debtors.

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

Plaintiff

Adversary Proceeding Case

against

No. 09-00504 (MG)

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

Defendants.
----- X

STIPULATION REGARDING SURVEYED METES AND BOUNDS

WHEREAS, on December 2, 2016, the Court entered a *Stipulation and Order Amending and Superseding Prior Orders Regarding Discovery and Scheduling* (ECF No. 805) (the “**Trial Scheduling Order**”), that provides for a trial addressing the Collateral Identification Issues and Valuation Principles Issues with respect to the Representative Assets¹ (the “**Representative Assets Trial**”);

¹ “Collateral Identification Issues,” “Valuation Principles Issues,” and “Representative Assets” are defined as set forth in the May 4, 2016 *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).

WHEREAS, the Trial Scheduling Order provides for proceedings (i) prior to, (ii) concurrent with but separate from, or (iii) concurrent and together with the Representative Asset Trial addressing “Whether the defendants had a perfected security interest in the fixtures at the Lansing Delta Township Stamping and Assembly facilities as of June 1, 2009” (the “**Lansing Issue Proceedings**”);

WHEREAS, the Trial Scheduling Order provides for proceedings (i) prior to, (ii) concurrent with but separate from, or (iii) concurrent and together with the Representative Asset Trial addressing “Whether the defendants had a perfected security interest in the fixtures at GM MFD Flint, [GM Powertrain Engineering Pontiac], and GM MFD Fairfax” (the “**Three Additional Facilities Proceedings**”);

WHEREAS, the Representative Assets Trial, the Lansing Issue Proceedings, and the Three Additional Facilities Proceedings concern (i) Lansing Delta Township Stamping and Assembly facilities, (ii) GM MFD Fairfax, (iii) GM MFD Flint, (iv) GM Powertrain Defiance, (v) GM Powertrain Warren Transmission, and (vi) GM Powertrain Engineering Pontiac (the “**Relevant Facilities**”);

WHEREAS, the Defendants believe their security interest in the fixtures at the Relevant Facilities was perfected as of June 1, 2009 by the seven fixture filings that are attached hereto as Exhibits A-G (the “**Seven Fixture Filings**”);

WHEREAS, it is Plaintiff’s position that fixtures at certain of the Relevant Facilities were not covered by the Seven Fixture Filings.

WHEREAS, each of the Seven Fixture Filings includes a metes and bounds description on Exhibit A to each Fixture Filing that identifies certain land; and

WHEREAS, the parties have jointly retained Erick Friestrom of Kebs, Inc. to sketch the metes and bounds descriptions in the Seven Fixture Filings;

IT IS HEREBY STIPULATED AND AGREED, by and among counsel for the undersigned parties:

1. The surveyor has sketched the metes and bounds descriptions in the Seven Fixture Filings (the “**Sketch Maps**”).

2. The Sketch Maps, which have been superimposed on satellite images,² are attached hereto as Exhibits 1-6, where (i) Exhibit 1 corresponds to the metes and bounds description from Exhibit A; (ii) Exhibit 2 corresponds to the metes and bounds description from Exhibit B, (iii) Exhibit 3 corresponds to the metes and bounds description from Exhibit C, (iv) Exhibit 4 corresponds to the metes and bounds description from Exhibit D, (v) Exhibit 5 corresponds to the metes and bounds description from Exhibit E, and (vi) Exhibit 6 corresponds to the metes and bounds description from Exhibits F and G (which include the same metes and bounds description).

3. For purposes of the Representative Assets Trial, the Lansing Issue Proceedings, and the Three Additional Facilities Proceedings, the parties agree that Exhibits 1 through 6 depict the land identified by the metes and bounds description in each of the Seven Fixture Filings.

4. Defendants reserve all rights to argue, among other things, that their security interest in the fixtures at the Relevant Facilities is covered by the Seven Fixture Filings as a result of the plant name that appears on each of the Seven Fixture Filings, the property

² Mr. Friestrom used satellite imagery from Google Maps. Certain of the satellite images include labels of buildings generated by Google. The parties are not stipulating to the accuracy of those labels.

description that appears on each of the Seven Fixture Filings, the property address that appears on each of the Seven Fixture Filings or for any other reason.

5. Plaintiff reserves all rights to argue, among other things, that Defendants' security interest in the fixtures at the Relevant Facilities are not covered by the Seven Fixture Filings as a result of the plant name that appears on each of the Seven Fixture Filings, the property description that appears on each of the Seven Fixture Filings, the property address that appears on each of the Seven Fixture Filings or for any other reason.

Dated: New York, New York
January 10, 2017

New York, New York
January 10, 2017

BINDER & SCHWARTZ LLP

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*Attorneys for the Ad Hoc Group of Term
Lenders listed in Appendix A to Dkt. No. 670*

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*Attorneys for Certain Term Loan Investor
Defendants listed in Appendix A to Dkt. No.
691, and the Answers Filed at Dkt. Nos. 611
and 628*

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M. Nick Sage

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Lynch Capital Services, Inc., Baltic Funding,
LLC, Diamond Springs Trading LLC, Barclays
Bank PLC, Grand Central Asset Trust, SIL
Series, Grand Central Asset Trust, WAM
Series, Citibank, N.A., Citigroup Financial
Products Inc., Bismarck CBNA Loan Funding
LLC, Loan Funding XI LLC, Deutsche Bank
AG, Deutsche Bank AG Cayman Islands
Branch, Goldman Sachs Lending Partners
LLC, Goldman Sachs – ABS Loan 2007 Ltd.,
Marathon CLO I Ltd., Marathon CLO II Ltd.,
Marathon Financing I, B.V., Morgan Stanley
Senior Funding Inc., Muzinich & Company
(Ireland) Ltd. for the Account of Muzinich
Loan Fund Plus (f/k/a Muzinich & Company
(Ireland) Ltd. for the Account of Extra Yield \$
Loan Fund), Meritage Fund LLC (f/k/a
Meritage Fund Ltd.), The Royal Bank of
Scotland plc, and Carbonado LLC*

EXHIBIT A
TO STIPULATION REGARDING SURVEYED
METES AND BOUNDS

05/22/2007 14:18 FAX 12486494836

PA 20206

LANDAMERICA-TROY, MI

030/069

09-00504-reg Doc 37-2 Filed 07/01/10 Entered 07/01/10 22:10:25 Exhibit J Part
1 Pg 24 of 75EATON COUNTY
REGISTER OF DEEDS

2007 APR -4 A 11:07

RECORDED
04/26/2007 1:34:18 PM
M. FRANCES FULLER, CLERK/REGISTER OF DEEDS
EATON COUNTY, MICHIGANRECEIPT# 11894, STATION 3
\$15.00 FIXTURE FILING

LIBER 2113 PAGE 660

UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

A. NAME & PHONE OF CONTACT AT FILER (optional)	
UCC Filings	800-828-0938
B. SEND ACKNOWLEDGMENT TO: (Name and Address)	
National Corporation 41 State Street Suite 600 Albany, NY 12207 Case No. 100729 polissa@nationalcorp.com	

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1. DEBTOR'S EXACT FULL LEGAL NAME - Insert only one debtor name (1a or 1b) - do not abbreviate or combine names.

1a. ORGANIZATION'S NAME GENERAL MOTORS CORPORATION					
OR	1b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME	SUFFIX
1c. MAILING ADDRESS 300 RENAISSANCE CENTER			CITY DETROIT	STATE MI	POSTAL CODE 48265-3000
1d. SEE INSTRUCTIONS	ADD'L INFO RE ORGANIZATION DEBTOR	1e. TYPE OF ORGANIZATION Corporation	1f. JURISDICTION OF ORGANIZATION Delaware	1g. ORGANIZATIONAL ID #, if any 0056825	

2. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - Insert only one debtor name (2a or 2b) - do not abbreviate or combine names.

2a. ORGANIZATION'S NAME					
OR	2b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME	SUFFIX
2c. MAILING ADDRESS			CITY	STATE	POSTAL CODE
2d. SEE INSTRUCTIONS	ADD'L INFO RE ORGANIZATION DEBTOR	2e. TYPE OF ORGANIZATION	2f. JURISDICTION OF ORGANIZATION	2g. ORGANIZATIONAL ID #, if any	

3. SECURED PARTY'S NAME (or NAME of TOTAL ASSIGNEE of ASSIGNOR (SP) - insert only one secured party name (3a or 3b)

3a. ORGANIZATION'S NAME JPMORGAN CHASE BANK, N.A., AS ADMINISTRATIVE AGENT					
OR	3b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME	SUFFIX
3c. MAILING ADDRESS P.O. BOX 2558			CITY HOUSTON	STATE TX	POSTAL CODE 77252

4. This FINANCING STATEMENT covers the following collateral:

ALL FIXTURES LOCATED ON THE REAL ESTATE DESCRIBED IN EXHIBIT A ATTACHED
HERETO AND INCORPORATED BY REFERENCE HEREIN.

THIS IS A FIXTURE FILING AND SHOULD BE INDEXED IN THE REAL ESTATE RECORDS.

RECEIVED RECEIVED

APR 26 2007

MAR 19 2007

Eaton County Register of Deeds Eaton County Register of Deeds

5. ALTERNATIVE DESIGNATION (if applicable):	LESSEE/LESSOR	CONSIGNEE/CONSIGNOR	BAILEE/BAILOR	SELLER/BUYER	AG. LIEN	NON-UCC FILING
6. <input checked="" type="checkbox"/> This FINANCING STATEMENT is to be filed (for record) (or recorded) in the REAL ESTATE RECORDS. Attach Assignment (if applicable)						
7. Check to REQUEST SEARCH REPORT (S) on Debtor(s) (ADDITIONAL FEE) (optional)						
8. OPTIONAL FILER REFERENCE DATA						
6701-619 -- MI - Eaton County						
F#179041 A#277625						

FILING OFFICE COPY - UCC FINANCING STATEMENT (FORM UCC1) (REV. 05/22/02)

JPMCB-MLB-0006097

PA 2007156

05/22/2007 14:18 FAX 12486494836

LANDAMERICA-TROY, MI

031/068

09-00504-reg Doc 37-2 Filed 07/01/10 Entered 07/01/10 22:10:25 Exhibit J Part

1 Pg 25 of 75



LIBER 2113 PAGE 661

UCC FINANCING STATEMENT ADDENDUM

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

8. NAME OF FIRST DEBTOR (1a or 1b) ON RELATED FINANCING STATEMENT

9a. ORGANIZATION'S NAME GENERAL MOTORS CORPORATION		
OR	9b. INDIVIDUAL'S LAST NAME	FIRST NAME
		MIDDLE NAME, SUFFIX

10. MISCELLANEOUS:

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11. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - Insert only one name (11a or 11b) - do not abbreviate or combine names

11a. ORGANIZATION'S NAME			
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			SUFFIX
11c. MAILING ADDRESS		CITY	STATE
		POSTAL CODE	COUNTRY
11d. SEE INSTRUCTIONS	ADDL INFO RE ORGANIZATION DEBTOR	11e. TYPE OF ORGANIZATION	11f. JURISDICTION OF ORGANIZATION
			11g. ORGANIZATIONAL ID #, if any
			<input type="checkbox"/> NONE

12. ADDITIONAL SECURED PARTY'S or ASSIGNOR S/P'S NAME - Insert only one name (12a or 12b)

12a. ORGANIZATION'S NAME			
OR	12b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME
			SUFFIX
12c. MAILING ADDRESS		CITY	STATE
		POSTAL CODE	COUNTRY

13. This FINANCING STATEMENT covers ☐ similar to be cut of ☐ as-extracted collateral, or is filed as a ☒ future filing.

14. Description of real estate:

SEE ATTACHED EXHIBIT A

16. Additional collateral description:

15. Name and address of a RECORD OWNER of above-described real estate (if Debtor does not have a record interest):

GENERAL MOTORS CORPORATION
300 RENAISSANCE CENTER
DETROIT, MI 48265-3000

17. Check only if applicable and check only one box

Debtor is a ☐ Trust or ☐ Trustee acting with respect to property held in trust or ☐ Decedent's Estate

18. Check only if applicable and check only one box.

- ☐ Debtor is a TRANSMITTING UTILITY
☐ Filed in connection with a Manufactured-Home Transaction — effective 30 years
☐ Filed in connection with a Public-Finance Transaction — effective 30 years



LIBER 2113 PAGE 662

EXHIBIT A

8400 MILLETT HWY, LANSING TOWNSHIP, LANSING MI 48917-9549

S 1/2 SEC 28 LYING W OF W LINE HWY I-96/69, EXC NW 1/4 OF SW 1/4, AND EXC
PARTS S & E OF LINE COM 100 FT W OF S 1/4 COR SAID SEC, TH N 50 FT, E 400 FT,
N 25 FT, E 188.65 FT TO W LINE SAID HWY R/W & POE, EXC LANDS USED FOR
GUNIEA RD & MILLETT HWY; 144 ACRES +/-; SEC 28 T4N R3W

**GM Assembly Lansing Delta
8400 Millett Hwy
Lansing, Easton County, MI
LandAmerica File No. 100729**

EXHIBIT B

**TO STIPULATION REGARDING SURVEYED
METES AND BOUNDS**

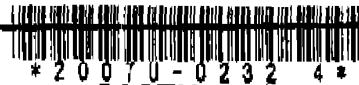
05/22/2007 14:15 FAX 12486484836

PA 20066
LANDAMERICA-TROY, MI

012/068

09-00504-reg Doc 37-2 Filed 07/01/10 Entered 07/01/10 22:10:25 Exhibit J Part
1 Pg 10 of 75

WYANDOTTE COUNTY DOC 2007U-0232 PAGE 1



2007U-0232

 REGISTER OF DEEDS
 WYANDOTTE COUNTY, KS
 RECORDED ON
 03/20/2007 03:05:50PM
 REC FEE: \$15.00
 PAGES: 4

UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

(A NAME & PHONE OF CONTACT AT FILER (optional))

UCC Filings 800-825-0938

B. BENE ASSIGNMENT TO: (Name and Address)

 National Corporate Research
 41 State Street
 Suite 600
 Albany, NY 12203
 Case No. 100666
 [redacted]@nationalcorp.com

 RECORDED RETURN TO:
 LANDAMERICA - NOB
 1050 Wilshire Drive, Suite 810
 Troy, MI 48068

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1. DEBTOR'S EXACT FULL LEGAL NAME (insert only legal debtor name (2a or 2b) - do not abbreviate or use initials) (2a or 2b)

 2a. ORGANIZATION'S NAME
 GENERAL MOTORS CORPORATION

OR 2b. INDIVIDUAL'S LAST NAME

FIRST NAME

MIDDLE NAME

SUFFIX

3a. MAILING ADDRESS

300 RENAISSANCE CENTER

CITY

DETROIT

STATE

MI 48265-3000

COUNTRY

4a. TYPE OF ORGANIZATION

ADDITIONAL RE ORGANIZATION

DEBTOR Corporation

5a. JURISDICTION OF ORGANIZATION

Delaware

6a. ORGANIZATIONAL ID#, if any

0056825

NONE

2. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME (insert only legal debtor name (2a or 2b) - do not abbreviate or use initials) (2a or 2b)

2a. ORGANIZATION'S NAME

OR 2b. INDIVIDUAL'S LAST NAME

FIRST NAME

MIDDLE NAME

SUFFIX

3a. MAILING ADDRESS

CITY

STATE

COUNTRY

4a. TYPE OF ORGANIZATION

ADDITIONAL RE ORGANIZATION

DEBTOR Corporation

5a. JURISDICTION OF ORGANIZATION

6a. ORGANIZATIONAL ID#, if any

NONE

3. SECURED PARTY'S NAME (or NAME of TOTAL ASSIGNOR IF APPLICABLE) (insert only legal secured party name (2a or 2b))

2a. ORGANIZATION'S NAME

JPMORGAN CHASE BANK, N.A., AS ADMINISTRATIVE AGENT

OR 2b. INDIVIDUAL'S LAST NAME

FIRST NAME

MIDDLE NAME

SUFFIX

3a. MAILING ADDRESS

P.O. BOX 2558

CITY

HOUSTON

STATE

TX 77252

COUNTRY

USA

4. THE FINANCING STATEMENT covers the following collateral:

 ALL FIXTURES LOCATED ON THE REAL ESTATE DESCRIBED IN EXHIBIT A ATTACHED
 HERETO AND INCORPORATED BY REFERENCE HEREIN.

THIS IS A FIXTURE FILING AND SHOULD BE INDEXED IN THE REAL ESTATE RECORDS.

5. ALTERNATIVE DESIGNATION (if applicable)	LESSOR/BUYER	CONVEYOR/ACQUISITION	SALE/RENTAL OR	SELLER/BUYER	AS LIEN	NON-UCC FILING
6. FOR THE FINANCING STATEMENT to be filed for RECORD OF FINANCING TO BE REAL	7. CANNOT REQUEST SEARCH REPORTER ON DESIGN	AS Debtor	Debtor 1	Debtor 2		
8. OPTIONAL FILER REFERENCE DATA					F#179014 A#277594	
6701-619 -- KS - Wyandotte County						

FILING OFFICE COPY - UCC FINANCING STATEMENT (FORM UCC-1) (REV. 06/28/09)

PA 200756

05/22/2007 14:15 FAX 12486494836

LANDAMERICA-TROY, MI

013/069

09-00504-reg Doc 37-2 Filed 07/01/10 Entered 07/01/10 22:10:25 Exhibit J Part

1 Pg 11 of 75

WYANDOOTTE COUNTY DOC 2007U-0232 PAGE 2

UCC FINANCING STATEMENT ADDENDUM

FOLLOW INSTRUCTIONS (read and hear) CAREFULLY

9. NAME OF FIRST DEBTOR (1a or 1b) ON RELATED FINANCING STATEMENT

9a. ORGANIZATION'S NAME

GENERAL MOTORS CORPORATION

OR

9b. INDIVIDUAL'S LAST NAME

FIRST NAME

MIDDLE NAME, SUFFIX

10. MISCELLANEOUS:

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

11. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - Insert only one name (11a or 11b) - do not abbreviate or substitute names

11a. ORGANIZATION'S NAME

OR

11b. INDIVIDUAL'S LAST NAME

FIRST NAME

MIDDLE NAME

SUFFIX

11c. MAILING ADDRESS

CITY

STATE

POSTAL CODE

COUNTRY

11d. REFERENCES

ADD. INFO RE
ORGANIZATION
DEBTOR

11e. TYPE OF ORGANIZATION

11f. JURISDICTION OF ORGANIZATION

11g. ORGANIZATIONAL ID #, if any

NONE

12. ADDITIONAL SECURED PARTY'S or ASSIGNOR S/P'S NAME - Insert only one name (12a or 12b)

12a. ORGANIZATION'S NAME

OR

12b. INDIVIDUAL'S LAST NAME

FIRST NAME

MIDDLE NAME

SUFFIX

12c. MAILING ADDRESS

CITY

STATE

POSTAL CODE

COUNTRY

13. This FINANCING STATEMENT covers ☐ limited to be out of ☐ unperfected collateral, or is filed as a ☒ future filing.

14. Description of real estate:

SEE ATTACHED EXHIBIT A

15. Additional collateral description:

16. Name and address of a RECORD OWNER of above-described real estate (if Debtor does not have a record interest)

GENERAL MOTORS CORPORATION
300 RENAISSANCE CENTER
DETROIT, MI 48265-3000

17. Check only if applicable and check only one box.

Debtor is a ☐ Trust or ☐ Trustee acting with respect to property held in trust or ☐ Decedent's Estate

18. Check only if applicable and check only one box.

☐ Debtor is a TRANSMITTING UTILITY☐ Filed in connection with a Manufactured Home Transaction - effective 30 years☐ Filed in connection with a Public-Finance Transaction - effective 30 years

FILING OFFICE COPY -> UCC FINANCING STATEMENT ADDENDUM (FORM UCC1Ad) (REV. 08/22/02)

WYANDOTTE COUNTY DOC 2007U-0232 PAGE 3

EXHIBIT A

A tract of land in Sections 27 and 34 and unofficial Sections 26 and 35 of Township 10 South, Range 25 East of the Sixth Principal Meridian in Kansas City, Wyandotte County, Kansas, being more particularly described as follows:

NOTE: For course orientation, all bearings in this description are based on Grid North, State Plane Coordinate System, Missouri West Zone, Transverse Mercator Projection, as shown on a survey for the Port Authority of Kansas City, Kansas in 1981 by Murray L. Rhodes, Land Surveyor, R.L.S-533. This system is the most frequently used in the Fairfax Industrial District due to accretions.

Beginning at a point North 89 degrees 55 minutes 48.8 seconds East, 556.27 feet, as measured along the South line of the Southeast Quarter of said Section 27, and North 0 degrees 59 minutes 05.8 seconds East 34.06 feet from the Southwest corner of the Southeast Quarter of said Section 27, said point being the intersection of the East right-of-way line of Fairfax Road, as now established and the Northerly right-of-way line of Funston Road, as formerly established by County Road record Book "H", at Page 37, on April 18, 1926, now vacated by City Ordinance No. 63420, dated October 13, 1981; thence North 0 degrees 59 minutes 05.8 seconds East, 2638.71 feet, along said East right-of-way line, to the Southerly line of a certain tract of land conveyed by the City of Kansas City, Kansas to the General Motors Corporation by Document No. 651142, recorded in Book 1822, at Page 332 in the Wyandotte County Register of Deeds Office; thence South 89 degrees 03 minutes 31 seconds East, 468.46 feet, along said Southerly line and its Easterly prolongation to the Southeast corner of a certain tract of land conveyed by the General Motors Corporation to the City of Kansas City, Kansas by Document No. 967742, recorded in Book 3006, at Page 593, in the Wyandotte County Register of Deeds Office; thence North 0 degrees 58 minutes 52 seconds East, 2140.32 feet, along the East line of said conveyance as recorded in Book 3006, Page 593, to an existing 6 foot chain link fence which is generally around the landward toe of the Fairfax Levee, as now established; thence North 89 degrees 42 minutes 58.9 seconds East, 28.72 feet, in a straight line, along said fence; thence South 82 degrees 33 minutes 04.1 seconds East, 738.27 feet, in a straight line, along said fence; thence South 73 degrees 20 minutes 06.5 seconds East, 2826.72 feet, in a straight line, along said fence; thence South 68 degrees 13 minutes 54.3 seconds East, 255.43 feet, in a straight line, along said fence; thence South 45 degrees 06 minutes 40.4 seconds East, 647.94 feet, in a straight line, along said fence; thence South 21 degrees 55 minutes 27.5 seconds East, 468.36 feet, in a straight line, along said fence; thence South 2 degrees 01 minutes 10.2 seconds East, 1943.01 feet, in a straight line along said fence; thence South 4 degrees 27 minutes 11.3 seconds West, 1060.56 feet, in a straight line, along said fence; thence South 28 degrees 56 minutes 24.8 seconds West, 131.56 feet, in a straight line, along said fence; thence South 8 degrees 22 minutes 13.2 seconds West, 1049.08 feet, in a straight line, along said fence to the Northerly right-of-way line of

05/22/2007 14:16 FAX 12486494836

LANDAMERICA-TROY, MI

015/069

09-00504-reg Doc 37-2 Filed 07/01/10 Entered 07/01/10 22:10:25 Exhibit J Part
1 Pg 13 of 75

WYANDOTTE COUNTY DOC 2007U-0232 PAGE 4

Funsten Road, as now established; thence North 74 degrees 42 minutes 23.4 seconds West, 2782.33 feet, along said Northerly right-of-way line, to the Westerly right-of-way line of Donovan Road, as now established; thence South 19 degrees 26 minutes 14.8 seconds West, 872.75 feet, along said Westerly right-of-way line, to the Easterly prolongation of the North right-of-way line of Marley Road, as now established; thence North 89 degrees 01 minutes 00 seconds West, 1471.00 feet, along said Easterly prolongation; thence North 0 degrees 59 minutes 14.8 seconds East, 710.68 feet; thence North 89 degrees 00 minutes 45.1 seconds West, 78.05 feet; thence North 0 degrees 59 minutes 14.8 seconds East, 150.00 feet; thence North 89 degrees 00 minutes 45.1 seconds West, 160.00 feet to a point on the East right-of-way line of Fairfax Road, as now established; thence North 0 degrees 59 minutes 14.8 seconds East, 473.56 feet, along said East right-of-way line to the point of beginning of the tract herein described.

(Tax rolls show the address as: 3201 Fairfax, Kansas City, Kansas)

GM Assembly Fairfax
3201 Fairfax
Kansas City, Wyandotte County, KS
LandAmerica File No. 100666

EXHIBIT C
TO STIPULATION REGARDING SURVEYED
METES AND BOUNDS

09-00504-reg Doc 37-3 Filed 07/01/10 Entered 07/01/10 22:10:25 Exhibit J Part 2 Pg 41 of 75

Filed at Ohio Secretary of State 02/16/2007 09:00 AM FILE# OH00112036252

UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

A. NAME & PHONE OF CONTACT AT FILER (optional)	
UCC Filings	800-828-0938
B. SEND ACKNOWLEDGMENT TO: (Name and Address)	
National Corporate Records 41 State Street Suite 600 Albany, NY 12207 Case No. 100675 melissa@nationalcorp.com	

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1. DEBTOR'S EXACT FULL LEGAL NAME - Insert only one debtor name (1a or 1b) - do not abbreviate or combine names				
1a. ORGANIZATION'S NAME GENERAL MOTORS CORPORATION				
OR				
1b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME	SUFFIX
1c. MAILING ADDRESS 300 RENAISSANCE CENTER DETROIT MI 48265-3000				
1d. SEE INSTRUCTIONS ADD'L INFO RE ORGANIZATION DEBTOR		1e. TYPE OF ORGANIZATION Corporation	1f. JURISDICTION OF ORGANIZATION Delaware	1g. ORGANIZATIONAL ID #, if any NONE
2. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - Insert only one debtor name (2a or 2b) - do not abbreviate or combine names				
2a. ORGANIZATION'S NAME				
OR				
2b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME	SUFFIX
2c. MAILING ADDRESS CITY STATE POSTAL CODE COUNTRY				
2d. SEE INSTRUCTIONS ADD'L INFO RE ORGANIZATION DEBTOR		2e. TYPE OF ORGANIZATION	2f. JURISDICTION OF ORGANIZATION	2g. ORGANIZATIONAL ID #, if any NONE
3. SECURED PARTY'S NAME (or NAME of TOTAL ASSIGNEE of ASSIGNOR S/P) - Insert only one secured party name (3a or 3b)				
3a. ORGANIZATION'S NAME JPMORGAN CHASE BANK, N.A., AS ADMINISTRATIVE AGENT				
OR				
3b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME	SUFFIX
3c. MAILING ADDRESS P.O. BOX 2558 HOUSTON TX 77252 USA				

4. This FINANCING STATEMENT covers the following collateral:

ALL FIXTURES LOCATED ON THE REAL ESTATE DESCRIBED IN EXHIBIT A ATTACHED HERETO AND INCORPORATED BY REFERENCE HEREIN.

THIS IS A FIXTURE FILING AND SHOULD BE INDEXED IN THE REAL ESTATE RECORDS.

5. ALTERNATIVE DESIGNATION (if applicable)	LESSOR/LESSOR	CONSIGNEE/CONSIGNOR	BAILEE/BAILEE	SELLER/BUYER	AG. LIEN	NON-UCC FILING
6. <input checked="" type="checkbox"/> This FINANCING STATEMENT is to be filed (for record) (or recorded) in the REAL ESTATE RECORDS. Attach Addendum	7. Check to REQUEST SEARCH REPORT(S) on Debtor(s) (optional)		All Debtors		Debtor 1	Debtor 2
8. OPTIONAL FILER REFERENCE DATA 6701-619 -- OH - Defiance County						F#179074 A#277658

FILING OFFICE COPY — UCC FINANCING STATEMENT (FORM UCC1) (REV. 05/22/02)

UCC FINANCING STATEMENT ADDENDUM

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

9. NAME OF FIRST DEBTOR (1a or 1b) ON RELATED FINANCING STATEMENT

9a. ORGANIZATION'S NAME	GENERAL MOTORS CORPORATION		
OR			
9b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME, SUFFIX	

10. MISCELLANEOUS:

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

11. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - insert only one name (11a or 11b) - do not abbreviate or combine names

11a. ORGANIZATION'S NAME				
OR				
11b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX	
11c. MAILING ADDRESS	CITY	STATE	POSTAL CODE	COUNTRY
11d. SEE INSTRUCTIONS	ADD'L INFO RE ORGANIZATION DEBTOR	11e. TYPE OF ORGANIZATION	11f. JURISDICTION OF ORGANIZATION	11g. ORGANIZATIONAL ID #, if any
				<input type="checkbox"/> NONE

12. ADDITIONAL SECURED PARTY'S or ASSIGNOR S/P'S NAME - insert only one name (12a or 12b)

12a. ORGANIZATION'S NAME				
OR				
12b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX	
12c. MAILING ADDRESS	CITY	STATE	POSTAL CODE	COUNTRY

13. This FINANCING STATEMENT covers ☐ timber to be cut or ☐ as-extracted collateral, or is filed as a ☒ fixture filing.

14. Description of real estate:

SEE ATTACHED EXHIBIT A

16. Additional collateral description:

15. Name and address of a RECORD OWNER of above-described real estate (if Debtor does not have a record interest):

GENERAL MOTORS CORPORATION
300 RENAISSANCE CENTER
DETROIT, MI 48265-3000

17. Check only if applicable and check only one box.

Debtor is a ☐ Trust or ☐ Trustee acting with respect to property held in trust or ☐ Decedent's Estate

18. Check only if applicable and check only one box.

☐ Debtor is a TRANSMITTING UTILITY
☐ Filed in connection with a Manufactured-Home Transaction — effective 30 years
☐ Filed in connection with a Public-Finance Transaction — effective 30 years

EXHIBIT A

TRACT 1:

Situated in the Township of Richland, County of Defiance, and State of Ohio, and known as:

That part of Section twenty (20), Township four (4), Range five (5) East, in Richland Township, Defiance County, Ohio, bounded and described as follows:

Beginning at an iron pin at the southeast corner of the west one-half (1/2) of the southeast quarter (1/4) of said Section twenty (20); thence north eighty-nine (89) degrees, fifty-one (51) minutes west along the south line of said Section twenty (20), thirteen hundred thirty-one and sixty-eight hundredths (1331.68) feet to an iron pin at the southwest corner of the southeast quarter (1/4) of said section twenty (20); thence continuing along the south line of said section twenty (20), north eighty-nine (89) degrees, fifty-five (55) minutes west, eleven hundred ninety-seven and thirty-four hundredths (1197.34) feet to a spike; thence north six (6) minutes west, nineteen hundred eighty-five and thirty-eight hundredths (1985.38) feet to an iron pipe; thence east, two hundred thirty (230) feet to an iron pipe; thence north twenty-two hundred and twenty-two (2222) feet to an iron pipe at the south edge of the Maumee River at low water mark; thence north seventy-three (73) degrees, fifty (50) minutes east following the meanderings of said river down stream at low water mark thirteen hundred fifty-six and eighty-one hundredths (1356.81) feet to an iron pipe; thence continuing at low water mark, along the meanderings of said river downstream north eighty (80) degrees twelve (12) minutes east, four hundred seventy-eight and eighty hundredths (478.80) feet to an iron pipe; thence continuing at low water mark along the meanderings of said river downstream north eight-eight (88) degrees fifty-four (54) minutes east, five hundred seven and fifty hundredths (507.50) feet to an iron pipe at a point where the east line of the west one-half (1/2) of the northeast quarter (1/4) of said Section twenty (20) intersects the south low water mark of the Maumee River; thence south ten (10) minutes east along the east line of the west one-half (1/2) of the northeast quarter (1/4) of said section twenty (20), two thousand thirty-three and eighty-one hundredths (2033.81) feet to a stone at the northeast corner of the west one-half (1/2) of the southeast quarter (1/4) of said Section twenty (20); thence south twenty (20) minutes east along the east line of the west one-half (1/2) of the southeast quarter (1/4) of said Section twenty (20), twenty-six hundred forty-nine and ninety-two hundredths (2649.92) feet to the point of beginning; containing two hundred forty-seven and four hundred seventy-five thousandths (247.475) acres of land, more or less, subject to all legal highways.

Together with all riparian rights appertaining thereto and including in this conveyance any and all right, title and interest in and to all lands lying northerly of the northerly line of the foregoing described premises and southerly of the centerline of thread of the Maumee River.

TRACT 2:

Situated in the Township of Richland, County of Defiance, and State of Ohio, and known as:

Beginning at a point on the East line of the West one-half of the East one-half of the Northeast quarter, Section 20, Town 4 North, Range 5 East, Defiance County, Ohio, 1514.82 feet Northerly from a stone located at the Northeast corner of the West one-half of the East one-half of the Southeast quarter, Section 20, Town 4 North, Range 5 East, Defiance County, Ohio; thence North 89 degrees and 05 minutes East and 187.00 feet to a point; thence South 81 degrees and 51 minutes East and 273.00 feet to a point; thence North 0 degrees and 31 minutes West and 270.25 feet to a point at the low water line on the south bank of the Maumee River; thence north 69 degrees and 04 minutes West and 275.69 feet on and along the low water line of the Maumee River to a point; thence North 71 degrees and 14 minutes West and 216.97 feet on and along the low water line of the Maumee River to a point; thence South 0 degrees and 41 minutes East and 401.51 feet to the place of beginning. Said parcel of land contains 3.50 acres.

TRACT 3:

Situated in the Township of Richland, County of Defiance, and State of Ohio, described as:

Beginning at a point North no (0) degrees and ten (10) minutes West and ten hundred forty-six and eighty-one hundredths (1046.81) feet from a stone located at the Northeast corner of the West one-half (1/2) of the Southeast quarter (1/4), Section Twenty (20) Towns four (4) North, Range five (5) East, Defiance County, Ohio; thence North forty (40) degrees and forty-six (46) minutes East and six hundred twenty (620) feet to a point; thence North eighty-nine (89) degrees and five (5) minutes East and two hundred sixty (260) feet to a point on the East line of the West one-half (1/2) of the East one-half (1/2) of the Northeast quarter (1/4), Section twenty (20), Towns four (4) North, Range five (5) East, Defiance County, Ohio; thence North no (0) degrees and forty-one (41) minutes West and four hundred one and fifty-one hundredths (401.51) feet to a point at the low water line of the South bank of the Maumee River; thence North seventy-eight (78) degrees and twenty-one (21) minutes West and three hundred four and fifty hundredths (304.50) feet on and along the low water line of the Maumee River to a point; thence North eighty-two (82) degrees and forty-two (42) minutes West and three hundred sixty-three and seventy hundredths (363.70) feet on and along the low water line of the Maumee River to a point on the East line of the West one-half (1/2) of the Northeast quarter (1/4), Section twenty (20), Town four (4) North, Range five (5) East, Defiance County, Ohio; thence South no (0) degrees and ten (10) minutes East and nine hundred eighty-seven and no hundredths (987.00) feet on and along the East line of the West one-half (1/2) of the Northeast quarter (1/4), Section twenty (20), Town four (4) North, Range five (5) East, Defiance County, Ohio, to the place of beginning. Said parcel of land contains nine and nineteen hundredths (9.19) acres.

Together with all the right, title and interest to any land in the bed of the Maumee River.

TRACT 4:

Situated in the Township of Richland, County of Defiance, and State of Ohio, described as:

The West 1/2 of the East 1/2 of the Southeast 1/4 of Section 20 in Township 4 North, Range 5 East, containing 40 acres of land, more or less; also the West 1/2 of the Southeast fraction of the Northeast 1/4 of said Section 20 in Township 4 North, Range 5 East, containing 30 acres of land, more or less, excepting therefrom the following described parcel of land:

Beginning at a point North 0 degrees 10 minutes West 1046.81 feet from a stone located at the Northeast corner of the West 1/2 of the Southeast 1/4 of Section 20, Town 4 North, Range 5 East, Richland Township, Defiance County, Ohio; thence North 40 degrees 56 minutes East 620 feet to a point; thence North 89 degrees 5 minutes East 260 feet to a point on the East line of the West 1/2 of the East 1/2 of the Northeast 1/4 of said Section 20; thence North 0 degrees 41 minutes West 401.51 feet to a point at the low water line in the south bank of the Maumee River; thence North 78 degrees 21 minutes West 304.50 feet on and along the low water line of the Maumee River to a point; thence North 82 degrees 42 minutes West 363.70 feet on and along the low water line of the Maumee River to a point on the East line of the West 1/2 of the Northeast 1/4 of said Section 20; thence South 0 degrees 10 minutes East 987 feet on and along the East line of the West 1/2 of the Northeast 1/4 of said Section 20 to the place of beginning, said parcel of land containing in all after said exception 61.5 acres of land, be the same more or less, subject to all legal highways.

TRACT 5:

Situated in the Township of Richland, County of Defiance, and State of Ohio, described as:

All the East 1/2 of the East 1/2 of the Southeast 1/4, and a part of the East 1/2 of the East 1/2 of the Northeast 1/4, all in Section 20, Town 4 North, Range 5 East, and more particularly described as follows:

Beginning at the Southeast corner of said Section 20 and running thence West on the South line of said Section 20, a distance of 666.36 feet to the Southwest corner of the East 1/2 of the East 1/2 of the Southeast 1/4, Section 20; thence North on the West line of the East 1/2 of the East 1/2 of the Southeast 1/4, a distance of 2647.45 feet to the Northwest corner of the East 1/2 of the East 1/2 of the Southeast 1/4 thence North on the West line of the East 1/2 of the East 1/2 of the Northeast 1/4, a distance of 1514.82 feet to a point; thence North 89 degrees 05 minutes East and a distance of 187 feet to a point; thence, South 81 degrees 51 minutes East a distance of 273 feet to a point; thence North 0 degrees 31 minutes West a distance of 270.25 feet to the low water line of the Maumee River; thence South 67 degrees 31 minutes East and on the low water line of the Maumee River, a distance of 245.3 feet to the point of intersection with the East line of said Section 20; thence South 1 degree 02 minutes West on the East line of Section 20 a distance of

4338.8 feet to the Southeast corner of Section 20 and the place of beginning, said division at land containing 65.14 acres, more or less, but subject to a legal highways.

TRACT 6:

Situated in the Township of Richland, County of Defiance, and State of Ohio:

The East one-half of the East one-half of the Southeast Quarter and the West one-half of the East one-half of the Southeast Quarter and the South part of the East one-half of the East one-half of the Northeast Quarter and the South part of the West one-half of the East one-half of the Northeast Quarter, Section 20, Town 4 North, Range 5 East, Defiance County, Ohio, and more particularly described as follows:

Beginning at the Southwest corner of the East one-half of the Southeast Quarter, Section 20, Town 4 North, Range 5 East, Richland Township, Defiance County, Ohio; thence North 0 Degrees 20 Minutes on the West line of the East one-half of the Southeast Quarter, Section 20, a distance of 2649.92 feet to the Northwest corner of the East one-half of the Southeast Quarter, Section 20; thence North 0 degrees 10 minutes West and on the West line of the East one-half of the Northeast Quarter, Section 20, a distance of 1046.81 feet to a point; thence North 40 degrees 56 minutes East a distance of 620.00 feet to a point; thence North 89 degrees 05 minutes East a distance of 447.00 feet to a point; thence South 81 degrees 51 minutes East a distance of 273.00 feet to a point; thence North 0 degrees 31 minutes West a distance of 270.25 feet to the low water line of the Maumee River; thence South 67 degrees 31 minutes East and on the low water line of the Maumee River a distance of 222.84 feet to the point of intersection with the East line of Section 20; thence South 0 degrees 26 minutes East and on the East line of Section 20 a distance of 4338.80 feet to the Southeast corner of Section 20; thence North 89 degrees 47 minutes West and on the South line of Section 20 a distance of 1332.72 feet to the place of beginning. Said area of land contains 125.76 acres, inclusive of legal highway right-of-way.

Including all strips and gores of land within and adjoining the land described, including all right, title and interest in State Routes 18 and 281 to the centerline thereof. Subject to right of public use in State Routes 18 and 281.

TRACT 7:

Situated in the Township of Richland, County of Defiance, and State of Ohio:

Part of the West Half of Section 21, Town 4 North, Range 5 East, Richland Township, Defiance County, Ohio, and being more particularly described as follows:

Beginning at an iron pin on the West line of the West Half of Section 21, Richland Township, said iron pin being 2,910.00 feet North of the Southwest corner of Section 21; thence North 0 degrees 00 minutes 23 seconds West along the West line of Section 21 a distance of 1,395.66

feet to an iron pin; thence continuing North 0 degrees 00 minutes 23 seconds West along the West line of Section 21 a distance of 20.00 feet to the point where the West line of Section 21 intersects the existing Southerly low water edge of the Maumee River; thence Southeasterly along the Southerly low water edge of the Maumee River the following bearings and distances: South 67 degrees 43 minutes 45 seconds East, 127.14 feet; South 71 degrees 46 minutes 43 seconds East, 294.66 feet; South 74 degrees 08 minutes 25 seconds East, 259.35 feet; South 73 degrees 38 minutes 34 seconds East, 396.85 feet; South 75 degrees 38 minutes 44 seconds East, 208.74 feet; South 79 degrees 59 minutes 21 seconds East, 268.35 feet; thence South 85 degrees 02 minutes 54 seconds East and continuing along the Southerly low water edge of the Maumee River a distance of 65.93 feet to a point; thence South 0 degrees 00 minutes 23 seconds East and parallel to the West line of the West half of the Section 21 a distance of 100.00 feet to an iron pin; thence continuing South 0 degrees 00 minutes 23 seconds East and parallel to the West line of the West Half of the Section 21 a distance of 948.78 feet to an iron pin; thence South 90 degrees 00 minutes 00 seconds West a distance of 1,180.67 feet to an iron pin; thence North 0 degrees 00 minutes 00 seconds East a distance of 60.00 feet to an iron pin; thence South 90 degrees 00 minutes 00 seconds West a distance of 379.34 feet to the point of beginning of the parcel herein described, containing 43.645 acres of land, more or less.

**GM Powertrain Defiance
26427 State Rd., Route 281E
Defiance, Defiance County, OH
LandAmerica File No. 100675**

EXHIBIT D
TO STIPULATION REGARDING SURVEYED
METES AND BOUNDS

05/22/2007 14:41 FAX 12486494836

LANDAMERICA-TROY, MI

031/040

09-00504-reg Doc 37-3 Filed 07/01/10 Entered 07/01/10 22:10:25 Exhibit J Part

REC'D MAR 19 2007 11:00 AM Pg 67 of 75

7043538
LIBER 18584 PAGE 37203/19/2007 04:10:20 P.M.
MACOMB COUNTY, MI SEAL
CARMELLA SABAUGH, REGISTER OF DEEDS

UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

A. NAME & PHONE OF CONTACT AT FILER [optional] UCC Filings 800-828-0938	
B. SEND ACKNOWLEDGMENT TO: (Name and Address)	
National Corporate Services 41 State Street Suite 600 Albany, NY 12207 melissa@nationalcorp.com WHEN RECORDED RETURN TO: LANDAMERICA - NCS 1050 Wilshire Drive, Suite 310 Troy, MI 48064 Case No. 098020E	

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1. DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (1a or 1b) - do not abbreviate or combine names				
1a. ORGANIZATION'S NAME GENERAL MOTORS CORPORATION				
OR				
1b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME	SUFFIX
1c. MAILING ADDRESS 300 RENAISSANCE CENTER		CITY DETROIT	STATE MI	POSTAL CODE 48265-3000
1d. SEE INSTRUCTIONS	ADD'L INFO RE ORGANIZATION DEBTOR	1e. TYPE OF ORGANIZATION Corporation	1f. JURISDICTION OF ORGANIZATION Delaware	1g. ORGANIZATIONAL ID #, if any 0056825
<input type="checkbox"/> NONE				
2. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (2a or 2b) - do not abbreviate or combine names				
2a. ORGANIZATION'S NAME				
OR				
2b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME	SUFFIX
2c. MAILING ADDRESS		CITY	STATE	POSTAL CODE
2d. SEE INSTRUCTIONS		ADD'L INFO RE ORGANIZATION DEBTOR	2e. TYPE OF ORGANIZATION	2f. JURISDICTION OF ORGANIZATION
				2g. ORGANIZATIONAL ID #, if any
<input type="checkbox"/> NONE				
3. SECURED PARTY'S NAME (or NAME of TOTAL ASSIGNEE of ASSIGNOR SP) - insert only one secured party name (3a or 3b)				
3a. ORGANIZATION'S NAME JPMORGAN CHASE BANK, N.A., AS ADMINISTRATIVE AGENT				
OR				
3b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME	SUFFIX
3c. MAILING ADDRESS P.O. BOX 2558		CITY HOUSTON	STATE TX	POSTAL CODE 77252
				COUNTRY USA

4. This FINANCING STATEMENT covers the following collateral:

ALL FIXTURES LOCATED ON THE REAL ESTATE DESCRIBED IN EXHIBIT A ATTACHED
HERETO AND INCORPORATED BY REFERENCE HEREIN.

THIS IS A FIXTURE FILING AND SHOULD BE INDEXED IN THE REAL ESTATE RECORDS.

5. ALTERNATIVE DESIGNATION (if applicable)	LESSEE/LESSOR	CONSIGNEE/CONSIGNOR	BAILEE/BAILOB	SELLER/BUYER	AG. LIEN	NON-UCC FILING
6. Is this FINANCING STATEMENT to be filed (for record) (or recorded) in the REAL ESTATE RECORDS. Attach Addendum (if applicable)	7. Check to REQUEST SEARCH REPORT(S) on Debtor(s) (OPTIONAL FEE)		All Debtors Debtor 1 Debtor 2			
8. OPTIONAL FILER REFERENCE DATA 6701-619 -- MI - Macomb County				F#179082 A#277666		

FILING OFFICE COPY -- UCC FINANCING STATEMENT (FORM UCC1) (REV. 05/22/02)

05/22/2007 14:41 FAX 12486484836

LAWRENCE TROY, MI

032/040

09-00504-reg Doc 37-3 Filed 07/01/10 Entered 07/01/10 22:10:25 Exhibit J Part

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Liber 018584 Page 00373

UCC FINANCING STATEMENT ADDENDUM

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

9. NAME OF FIRST DEBTOR (1a or 1b) ON RELATED FINANCING STATEMENT

9a. ORGANIZATION'S NAME GENERAL MOTORS CORPORATION		
OR		
9b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME, SUFFIX

10. MISCELLANEOUS:

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

11. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - insert only one name (11a or 11b) - do not abbreviate or combine names

11a. ORGANIZATION'S NAME				
OR				
11b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX	
11c. MAILING ADDRESS		CITY	STATE	POSTAL CODE COUNTRY
11d. <u>SEE INSTRUCTIONS</u>	ADDL INFO RE ORGANIZATION DEBTOR	11e. TYPE OF ORGANIZATION	11f. JURISDICTION OF ORGANIZATION	
			11g. ORGANIZATIONAL ID #, if any	
			<input type="checkbox"/> NONE	

12. ☐ ADDITIONAL SECURED PARTY'S ☐ ASSIGNOR S/P'S NAME - insert only one name (12a or 12b)

12a. ORGANIZATION'S NAME				
OR				
12b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX	
12c. MAILING ADDRESS		CITY	STATE	POSTAL CODE COUNTRY

13. This FINANCING STATEMENT covers ☐ timber to be cut or ☐ as-extracted collateral, or is filed as a ☒ fixture filing.

14. Description of real estate:

SEE ATTACHED EXHIBIT A

16. Additional collateral description:

15. Name and address of a RECORD OWNER of above-described real estate (if Debtor does not have a record interest):

GENERAL MOTORS CORPORATION
300 RENAISSANCE CENTER
DETROIT, MI 48265-300017. Check only if applicable and check only one box.Debtor is a ☐ Trust or ☐ Trustee acting with respect to property held in trust or ☐ Decedent's Estate18. Check only if applicable and check only one box.☐ Debtor is a TRANSMITTING UTILITY
☐ Filed in connection with a Manufactured-Home Transaction — effective 30 years
☐ Filed in connection with a Public-Finance Transaction — effective 30 years

FILING OFFICE COPY — UCC FINANCING STATEMENT ADDENDUM (FORM UCC1Ad) (REV. 05/22/02)

EXHIBIT A

Land situated in the City of Warren, County of Macomb, State of Michigan,
described as:

PARCEL F:

Part of the West 1/2 of Section 28, Town 1 North, Range 12 East, described as:
Commencing at the Southwest corner of Section 28; thence North 89 degrees 36
minutes 30 seconds East, 102 feet; thence North 60 feet to the Point of
Beginning; thence North 2591.73 feet and North 00 degrees 14 minutes East,
along the East sideline of Mound Road (204 feet wide), 148.41 feet; thence
South 89 degrees 50 minutes East, 571 feet; thence North 00 degrees 14 minutes
East, 420 feet; thence South 89 degrees 50 minutes East, 1199.91 feet; thence
South 00 degrees 11 minutes East, 3152.82 feet; thence South 89 degrees 36
minutes 30 seconds West, 1783.39 feet along the North sideline of 9 Mile Road
(120 feet wide) to the Point of Beginning; EXCEPT LOTS 12, 13 and 14 of
ASSESSOR'S PLAT NO. 8, City of Centerline, as recorded in Liber 13 of Plats,
Page 21, Macomb County Records.

EXCEPT: A parcel of land being part of the West 1/2 of Section 28, Town 1
North, Range 12 East, described as: Beginning at a point on the East line of
Mound Road (204 feet wide) distant North 89 degrees 36 minutes 30 seconds East,
102 feet, and North 2651.73 feet and North 00 degrees 14 minutes East, 19.63
feet from the Southwest corner of said Section 28 and proceeding thence North
00 degrees 14 minutes East, 128.79 feet along the East line of Mound Road (204
feet wide); thence South 89 degrees 50 minutes 00 seconds East, 571.00 feet;
thence South 00 degrees 14 minutes 00 seconds West, 140.23 feet; thence South
73 degrees 45 minutes 00 seconds West, 32.60 feet; thence North 89 degrees 50
minutes 52 seconds West, 499.55 feet; thence North 62 degrees 28 minutes West,
45.22 feet to the Point of Beginning.

GM Powertrain Warren Transmission
23500 Mound Rd
Warren, Macomb County, MI
LandAmerica File No. 098620F

EXHIBIT E
TO STIPULATION REGARDING SURVEYED
METES AND BOUNDS

05/22/2007 14:34 FAX 12486494836

LANDAMERICA - TROY, MI

045/053

09-00504-reg Doc 37-3 Filed 07/01/10 Entered 07/01/10 22:10:25 Exhibit J Part

2 Pg 28 of 75



UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

A. NAME & PHONE OF CONTACT AT FILER (optional)

UCC Filings

800-828-0938

B. SEND ACKNOWLEDGMENT TO: (Name and Address)

RECORDED RETURN TO:
 National Corporate Resources
 41 State Street
 Suite 600
 Albany, NY 12207
 Troy, MI 48064
 Case No. 098854
 mcclissa@nationalcorp.com

73504
 LIBER 38960 PAGE 210
 \$21.00 MISC UC: REAL ESTATE
 \$1.00
 04/04/2007 01:30:43 P.M. RECEIPT# 35323

PAID RECORDED - OAKLAND COUNTY
 RUTH JOHNSON, CLERK/REGISTER OF DEEDS

0700820
 LIBER PAGE
 \$15.00 FINANCING STATEMENT
 \$1.00
 04/04/2007 01:30:40 P.M. RECEIPT# 35323
 PAID RECORDED - OAKLAND COUNTY
 RUTH JOHNSON, CLERK/REGISTER OF DEEDS

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1. DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (1a or 1b) - do not abbreviate or combine names

1a. ORGANIZATION'S NAME

GENERAL MOTORS CORPORATION

1b. INDIVIDUAL'S LAST NAME

FIRST NAME

MIDDLE NAME

SUFFIX

1c. MAILING ADDRESS

300 RENAISSANCE CENTER

CITY

DETROIT

STATE

MI

POSTAL CODE

48265-3000

COUNTRY

1d. SEE INSTRUCTIONS

ADD'L INFO RE
ORGANIZATION
DEBTOR1e. TYPE OF ORGANIZATION
Corporation1f. JURISDICTION OF ORGANIZATION
Delaware1g. ORGANIZATIONAL ID #, if any
0056825

NONE

2. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (2a or 2b) - do not abbreviate or combine names

2a. ORGANIZATION'S NAME

OR

2b. INDIVIDUAL'S LAST NAME

FIRST NAME

MIDDLE NAME

SUFFIX

2c. MAILING ADDRESS

CITY

STATE

POSTAL CODE

COUNTRY

2d. SEE INSTRUCTIONS

ADD'L INFO RE
ORGANIZATION
DEBTOR

2e. TYPE OF ORGANIZATION

2f. JURISDICTION OF ORGANIZATION

2g. ORGANIZATIONAL ID #, if any

NONE

3. SECURED PARTY'S NAME (or NAME of TOTAL ASSIGNEE of ASSIGNOR S/P) - insert only one secured party name (3a or 3b)

3a. ORGANIZATION'S NAME

JPMORGAN CHASE BANK, N.A., AS ADMINISTRATIVE AGENT

OR

3b. INDIVIDUAL'S LAST NAME

FIRST NAME

MIDDLE NAME

SUFFIX

3c. MAILING ADDRESS

P.O. BOX 2558

CITY

HOUSTON

STATE

TX

POSTAL CODE

77252

COUNTRY

USA

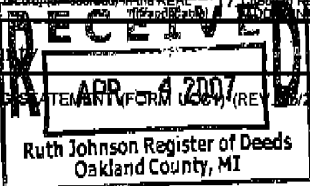
4. This FINANCING STATEMENT covers the following collateral:

ALL FIXTURES LOCATED ON THE REAL ESTATE DESCRIBED IN EXHIBIT A ATTACHED
 HERETO AND INCORPORATED BY REFERENCE HEREIN.

THIS IS A FIXTURE FILING AND SHOULD BE INDEXED IN THE REAL ESTATE RECORDS.

5. ALTERNATIVE DESIGNATION (if applicable)	LESSEE/LESSOR	CONSIGNEE/CONSIGNOR	BAILEE/BAILOR	SELLER/BUYER	A.G. LIEN	NON-UCC FILING
6. <input checked="" type="checkbox"/> This FINANCING STATEMENT is to be filed (for record) in accordance with the UCC. <input type="checkbox"/> This is a REQUEST SEARCH REPORT(S) on Debtor(s) (optional)						
7. OPTIONAL FILER REFERENCE DATA						
6701-619 -- MI - Oakland County						
					F#179026	
					A#277610	

FILING OFFICE COPY - UCC FINANCING STATEMENT (FORM UCC-9) (REV. 10/2/02)



RETURN TO FINANCE DEPT

05/22/2007 14:34 FAX 12486494836

PA 310066
LANDAMERICA-TROY, MI

046/053

09-00504-reg Doc 37-3 Filed 07/01/10 Entered 07/01/10 22:10:25 Exhibit J Part

2 Pg 29 of 75

UCC FINANCING STATEMENT ADDENDUM

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

9. NAME OF FIRST DEBTOR (1a or 1b) ON RELATED FINANCING STATEMENT

9a. ORGANIZATION'S NAME GENERAL MOTORS CORPORATION		
OR	9b. INDIVIDUAL'S LAST NAME	FIRST NAME MIDDLE NAME, SUFFIX

10. MISCELLANEOUS:

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

11. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - (insert only ggs name (11a or 11b) - do not abbreviate or combine names)

11a. ORGANIZATION'S NAME			
OR	11b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME SUFFIX
11c. MAILING ADDRESS		CITY	STATE POSTAL CODE COUNTRY
11d. SEE INSTRUCTIONS	ADD'L INFO RE ORGANIZATION DEBTOR	11e. TYPE OF ORGANIZATION	11f. JURISDICTION OF ORGANIZATION 11g. ORGANIZATIONAL ID #, if any <input type="checkbox"/> NONE

12. ADDITIONAL SECURED PARTY'S or ASSIGNOR S/P'S NAME - (insert only ggs name (12a or 12b))

12a. ORGANIZATION'S NAME			
OR	12b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME SUFFIX
12c. MAILING ADDRESS		CITY	STATE POSTAL CODE COUNTRY

13. This FINANCING STATEMENT covers ☐ timber to be cut or ☐ as-extracted collateral, or is filed as a ☒ fixture filing.

14. Description of real estate:

SEE ATTACHED EXHIBIT A

15. Additional collateral description:

15. Name and address of a RECORD OWNER of above-described real estate
(if Debtor does not have a record interest):GENERAL MOTORS CORPORATION
300 RENAISSANCE CENTER
DETROIT, MI 48265-300017. Check only if applicable and check only one box.Debtor is a ☐ Trust, or ☐ Trustee acting with respect to property held in trust, or ☐ Decedent's Estate18. Check only if applicable and check only one box.☐ Debtor is a TRANSMITTING UTILITY☐ Filed in connection with a Manufactured-House Transaction — effective 30 years☐ Filed in connection with a Public-Finance Transaction — effective 30 years

05/22/2007 14:34 FAX 12486494838

LANDAMERICA-TROY, MI

047/053

09-00504-reg Doc 37-3 Filed 07/01/10 Entered 07/01/10 22:10:25 Exhibit J Part

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PARCEL 9:

EXHIBIT A

Lots 60 through 74 inclusive; Lots 103 through 126 inclusive; Lots 159 through 178 inclusive; Lots 215 through 241 inclusive; Lots 245 through 262 inclusive, CIVIC IMPROVEMENT COMPANY'S MARQUETTE SUBDIVISION, as recorded in Liber 22, Page 15 of Plats, Oakland County Records, including vacated Hart Street and Foulk Street, also including vacated portions of Owen Street from Portland Street to the East line of said subdivision, also including portions of vacated Portland Street, Wing Street and Young Street from the North line of Owens Street to the South line of Owens Street to the South line of Kennett Avenue from the East line of St. Clair Street to the East line of said subdivision.

14-20-203-001

PARCEL 10:

Part of Lots 1, 4, 5 and 6 and all of Lots 7 and 8, all in GLENWOOD ESTATES SUBDIVISION of the Northwest 1/4 of the Northwest 1/4 of Section 16 and the Northeast 1/4 of the Northeast 1/4 of Section 17, in Town 3 North, Range 10 East, more particularly described as follows:

Beginning at the Northeast corner of lot 8; thence West along the North line of Lot 8 a distance of 120.00 feet to a point on the East line of Lot 1; thence North along the East line of Lot 1 a distance of 292.00 feet to a point on the South line of East Sheffield Avenue (formerly Virginia Avenue); thence West along said South line of Sheffield Avenue, produced West, a distance of 262.58 feet to a point 33.0 feet measured at right angles Northeasterly from a point in the center line of Grand Trunk Western Railroad Company's Wye Track, so-called; thence Southeasterly on a curve to the left, having a radius of 653.31 feet, a distance of 344.35 feet to a point distant 33.0 feet measured at right angles Northeasterly from a point in the center line of Grand Trunk Western Railroad Company's Pontiac Belt Line Main Track, so-called, the chord between the last two points making an angle with the last described course of 63 degrees 51 minutes, measured from East to Southeast, and having a length of 340.38 feet; thence continuing Southeasterly on a curve to the left, having a radius of 660.042 feet, a distance of 287.99 feet to a point on the West line of Cambridge

pt. 14-17-226-014

05/22/2007 14:34 FAX 12486484836

LANDAMERICA-TROY, MI

048/053

09-00504-reg Doc 37-3 Filed 07/01/10 Entered 07/01/10 22:10:25 Exhibit J Part

2. Pg 31 of 75

Street (formerly LaGrant Avenue), the chord between the last two points making an angle with the last described chord of 152 degrees 22 minutes measured from the Northwest to Southeast, and having a length of 285.89 feet; thence North along the West line of Cambridge Street a distance of 182.48 feet to point of beginning.

ALSO, Parts of Lots 1, 2, 3, and 4 and that part of Hopkins Avenue West of the West line of Cambridge Street (formerly LaGrant Avenue); produced South, all in GLENWOOD ESTATES SUBDIVISION of the Northwest 1/4 of the Northwest 1/4 of Section 16 and the Northeast 1/4 of the Northeast 1/4 of Section 17, in Town 3 North, Range 10 East, more particularly described as follows:

Beginning at the point of intersection of the South line of Hopkins Avenue and the West line of Cambridge Avenue, produced South; thence West along the South line of Hopkins Avenue a distance of 398.62 feet to a point distant 25.00 feet measured at right angles East from a point in the center line of Grand Trunk Western Railroad Company's Old Main Track, so-called; thence North parallel with and distant 25.00 feet measured at right angles East from the said center of Old Main Track, so-called; a distance of 415.29 feet to a point distant 33.0 feet measured at right angles Southwesterly from a point in the centerline of Grand Trunk Western Railroad Company's Pontiac Belt Line Main Track, so-called; thence Southeasterly parallel with and distant 33.0 feet measured at right angles Southwesterly from the said center line of Pontiac Belt Line Main Track, so-called, a distance of 183.02 feet to a point; thence continuing Southeasterly on a curve to the left, having a radius of 726.042 feet, a distance of 345.52 feet to a point on the West line of Cambridge Avenue, the chord between the last two points making an angle with the last described course of 166 degrees 22 minutes, measured from the Northwest to Southeast, and having a length of 3424 feet; thence South along the West line of Cambridge Street a distance of 81.44 feet to point of beginning.

ALSO, Lots 9 through 28, Inclusive; Lots 29 through 40, Inclusive; EXCEPT that portion thereof deeded for road as recorded in Liber 5379, Page 592, Oakland County Records; Lots 111 through 119 Inclusive; Lots 120 through 128 Inclusive; Lots 195 through 212 Inclusive; Lots 279 through 296 Inclusive; and Lots 41, 110, 194, 213, 278, 297, 298, and 299 EXCEPT those portions of said lots conveyed in deeds recorded in Liber 18285, Page 395, Liber 18285, Page 418, and Liber 18320, Page 644, Oakland County Records; Part of Lots 300, 302 and 303; all of GLENWOOD ESTATES SUBDIVISION, as recorded in Liber 22, Page 8 of Plats, Oakland County Records. (A)

14-17-226-014

T3N, R10E, SEC 17 GLENWOOD ESTATES SUB ALL OR PART OF LOT 1, LOTS 4 TO 41 INCL, LOTS 110 TO 128 INCL, LOTS 194 TO 213 INCL, LOTS 278 TO 300 INCL, LOTS 302 & 303 & ADJ VAC STREETS & ALLEYS IN PCL ALL DESC AS BEG AT PT DIST S 00-09-10 W 27 FT & S 89-55-00 W 345.77 FT FROM NE COR OF LOT 46, TH S 00-19-47 W 229.01 FT, TH S 89-55-00 W 3.53 FT, TH S 00-09-10 W 188 FT, TH N 89-55-00 E 2.94 FT, TH S 00-19-47 W 554.26 FT, TH ALG CURVE CONCAVE NE, RAD 74.10 FT, CHORD BEARS S 68-28-53 E 40.54 FT, DIST OF 41.04 FT, TH S 89-39-40 E 337.52 FT, TH S 00-09-10 W 60.34 FT, TH S 89-55-00 W 888.50 FT, TH S 00-09-10 W 31.75 FT, TH ALG CURVE CONCAVE NE, RAD 660.04 FT, CHORD BEARS N 53-58-28 W 288.82 FT, DIST OF 291.18 FT, TH ALG CURVE CONCAVE NE, RAD 653.31

14-17-227-001

T3N, R10E, SEC 17 GLENWOOD ESTATES SUB THAT PART OF LOTS 1, 2 & 3 LYING S OF GTRR R/W, ALSO THAT PART OF VAC HOPKINS AVE ADJ TO LOTS 1 & 2

14-17-226-020

T3N, R10E, SEC 17 GLENWOOD ESTATES SUB PART OF LOTS 300, 302 & 303 ALSO PART OF VAC HIGHWOOD BLVD, ALSO VAC ALLEY ADJ TO SD LOTS ALL DESC AS BEG AT PT DIST S 00-09-10 W 27 FT & S 89-55-00 W 345.77 FT & S 00-19-47 W 921.02 FT & N 89-55-00 E 148.62 FT & S 00-09-10 W 65.99 FT FROM NE COR OF LOT 46 OF SD 'SUB', TH S 89-39-40 E 226.50 FT, TH S 00-09-10 W 60.34 FT, TH S 89-55-00 W 226.50 FT, TH N 00-09-10 E 62.01 FT TO BEG 3-11-98 FR 013

05/22/2007 14:35 FAX 12486484836

LAW OFFICES OF TROY, MI

049/053

09-00504-reg Doc 37-3 Filed 07/01/10 Entered 07/01/10 22:10:25 Exhibit J Part

2 Pg 32 of 75

PARCEL 11:

The South 1/2 of the Northwest 1/4 of Section 16, Town 3 North, Range 10 East, City of Pontiac, Oakland County, Michigan, EXCEPT the South 60 feet for roadway.

ALSO, the Southeast 1/4 of the Northeast 1/4 of Section 17, Town 3 North Range 10 East, City of Pontiac, Oakland County, Michigan, EXCEPT the South 60 feet for roadway.

14-17-276-002 NW 1/4 Sec. 16 NE 1/4 Sec. 17
14-16-176-004 NW 1/4 Sec. 16

PARCEL 12:

Lots 6 through 14 inclusive, LE BARON FARM SUBDIVISION, as recorded in Liber 45, Page 15 of Plats, Oakland County Records.

pt. 14-16-376-007

05/22/2007 14:35 FAX 12486494836

LANDAMERICA-TROY, MI

050/053

09-00504-reg Doc 37-3 Filed 07/01/10 Entered 07/01/10 22:10:25 Exhibit J Part

2 Pg 33 of 75

PARCEL 15:

Lots 1 through 61 inclusive, EXCEPT the North 20 feet of Lots 1, 56 and 57, ALSO EXCEPT that part of Lot 61 taken for roadway; Lots 153 through 157, EXCEPT that part of Lots 153 and 157 taken for roadway; Lots 249 through 253 inclusive, EXCEPT that part of Lots 249 and 253 taken for roadway; Lots 345 through 349 inclusive, EXCEPT that portion of Lot 345 taken for roadway, HIGHWOOD SUBDIVISION, as recorded in Liber 21, Page 32 of Plats, Oakland County Records, including parts of vacated Gladwin Avenue, Strathmore Avenue, Beverly Avenue and Highwood Boulevard lying adjacent to said lots, also including the North 40

feet of the vacated First Avenue from the East line of Highwood Boulevard to a line 100.0 feet Easterly and parallel to the East line of Highwood Boulevard and lying adjacent to Lot 349 of said subdivision, also including that part of vacated Fourth Avenue lying between Lots 61 and 153, also including that part of vacated Third Avenue lying between Lots 157 and 249, also including that part of vacated Second Avenue lying between Lots 253 and 345 of said subdivision.

PARCEL 16:

14-16-302-002 Lots 153-157
14-16-303-002 Lots 249-253
14-16-304-002 Lots 345-349
14-17-426-002 Lots 1-56
14-16-301-002 Lots 57-60

Lots 1 through 57, Block 1; and Lots 1 through 15, Block 2, MODERN HOUSING CORPORATION'S OAKLAND PARK, as recorded in Liber 46, Page 21 of Plats, Oakland County Records.

Lots 480 through 569 inclusive; Lots 576 through 590 inclusive; Lots 656 through 659 inclusive; Lots 662 through 664 inclusive, PLAT OF MODERN HOUSING CORPORATION ADDITION, as recorded in Liber 20, Page 22 of Plats, Oakland County Records, including those parts of vacated Glenwood Avenue, Ivy Street and Lowell Street lying adjacent to said lots.

Lots 15 through 590 inclusive, LE BARON FARM SUBDIVISION, as recorded in Liber 45, Page 15 of Plats, Oakland County Records, including those parts of Highwood Boulevard, Glenwood Boulevard, Laurel Avenue, Ivy Avenue, Mansfield Avenue, Tennyson Avenue, Beverly Avenue, and Madison Avenue, also including vacated alleys lying adjacent to Lots 6 through 590, EXCEPT that part of vacated alley adjacent to Lots 1 through 5 inclusive, also including the South 1/2 of First Avenue from the West line of said subdivision to a line 150 feet East of and parallel to said West line. EXCEPTING THEREFROM the North 21 feet of the East 11 feet of Lot 537, the North 21 feet of Lots 538 and 539, also the North 9 feet of the West 15 feet of Lot 540 of said subdivision.

The East 1/2 of the Southeast 1/4 of Section 17, Town 3 North, Range 10 East, City of Pontiac, Oakland County, Michigan, EXCEPT that part platted as HIGHWOOD SUBDIVISION, as recorded in Liber 21, Page 32 of Plats, Oakland County Records, ALSO EXCEPT Grand Trunk Western Railroad property.

That part of the East 1/2 of the Northeast 1/4 of Section 20; The West 1/2 of the Northwest 1/4 of Section 21; The East 1/2 of the Northwest 1/4 of Section 21; Town 3 North, Range 10 East, City of Pontiac, Oakland County, Michigan lying Northerly of the North right-of-way line of Montcalm Street and Westerly of the West right-of-way line of Joslyn Road. EXCEPTING THEREFROM that part platted as MODERN HOUSING CORPORATION ADDITION and MODERN HOUSING CORPORATION'S OAKLAND PARK.

pt. 14-21-101-004 NE 1/4 Sec. 20
NW 1/4 Sec. 21

14-21-101-005 NE 1/4 Sec. 20
NW 1/4 Sec. 21

05/22/2007 14:35 FAX 12486484836

LANDAMERICA-TROY, MI

051/053

09-00504-reg Doc 37-3 Filed 07/01/10 Entered 07/01/10 22:10:25 Exhibit J Part

2 Pg 34 of 75

PARCEL 21:

*East

Part of the Southeast 1/4 of Section 17, Town 3 North, Range 10 East, and Part of the Northeast 1/4 of Section 20, Town 3 North, Range 10 East, City of Pontiac, Oakland County, Michigan and being more particularly described as follows: Commencing at the East 1/4 corner of Section 17, Town 3 North, Range 10 East, City of Pontiac, Oakland County, Michigan and running thence South 86 degrees 57 minutes 26 seconds West, along the East-West 1/4 line of said Section 17, said line being also the center of Columbia Avenue (120 feet wide at this point), a distance of 1201.95 feet to a point; thence South 05 degrees 52 minutes 04 seconds East a distance of 60.07 feet to a point on the South line of said Columbia Avenue, said point being the point of beginning of the parcel of land hereby being described, proceeding thence from said point of beginning South 05 degrees 52 minutes 04 seconds a distance of 1640.59 feet to a point; thence South 84 degrees 07 minutes 56 seconds West a distance of 100.00 feet to a point on the East line of the Grand Trunk Western Railroad right-of-way (50 feet wide); thence the following course and distances along the East line of said railroad right-of-way, South 05 degrees 52 minutes 04 seconds East 1980.76 feet; thence South 05 degrees 50 minutes 04 seconds East, 397.11 feet to a point of curve; thence along the arc of a curve, concave to the West radius 4646.71 feet, an arc distance of 469.66 feet (chord bears South 02 degrees 56 minutes 20 seconds East, 469.46 feet) to a point of tangent; thence South 00 degrees 02 minutes 36 seconds East, along said railroad right-of-way line, a distance of 508.0 feet to the point of intersection of said right-of-way line with the North line of Montcalm Street (width varies); thence North 60 degrees 11 minutes 46 seconds West across said railroad right-of-way, a distance of 57.64 feet to the point of intersection of the West line of said railroad right-of-way with the North line of said Montcalm Street; thence the following courses and distances along the West line of said Grand Trunk Western Railroad right-of-way, North 00 degrees 02 minutes 36 seconds West, said line being also part of the East line of CIVIC IMPROVEMENT COMPANY'S MARQUETTE SUBDIVISION, as recorded in Liber 22, Page 15 of Plats, Oakland County Records, a distance of 479.91 feet to a point of curve in said right-of-way line; thence continuing along said right-of-way line, said lines being also part of the East line of said CIVIC IMPROVEMENT COMPANY'S MARQUETTE SUBDIVISION, along the arc of a curve concave to the West, radius 4596.71 feet, an arc distance of 464.61 feet (chord bears North 02 degrees 56 minutes 20 seconds West 464.41 feet) to a point of tangent; thence North 05 degrees 50 minutes 04 seconds West, along the West line of said right-of-way, said line being also part of the East line of said CIVIC IMPROVEMENT COMPANY'S MARQUETTE SUBDIVISION, a distance of 397.09 feet to a point; thence South 79 degrees 39 minutes 34 seconds East, along the Easterly extension of the Northerly line of said vacant Kennett Road, a distance of 1.04 feet to a point; thence North 05 degrees 52 minutes 04 seconds West, along a line 1.00 feet East of, as measured at right angles to and parallel with the original West line of said Grand Trunk Western Railroad right-of-way, distance of 1457.52 feet to a point; thence South 84 degrees 12 minutes 24 seconds West, along the Easterly extension of the South line of vacated Tennyson Avenue (60 feet wide), a distance of 1.00 feet to a point; thence North 05 degrees 52 minutes 04 seconds West, along the West line of the Grand Trunk Western Railroad right-of-way (50 feet wide at this point), said line being also part of the East line of BALDWIN PARK SUBDIVISION, as recorded in Liber 21, Page 7 of Plats, Oakland County Records, a distance of 2171.51 feet to the point of intersection of said railroad right-of-way line with the South line of Columbia Avenue (proposed 120 feet wide); thence North 86 degrees 57 minutes 26 seconds East, along a line 60.00 feet South of, as measured at right angles to and parallel with the East-West 1/4 line of Section 17, Town 3 North, Range 10 East, across said railroad right-of-way, a distance of 150.18 feet to the point of beginning.

PARCEL 22:

14-17-427-001

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09-00504-reg Doc 37-3 Filed 07/01/10 Entered 07/01/10 22:10:25 Exhibit J Part

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Part of the Northwest 1/4 of Section 16, Town 3 North, Range 10 East, and Part of Lots 1 through 5 inclusive, all of Lots 336 through 371 inclusive, and Lots 304 through 309 inclusive, including adjoining vacated streets and alleys of GLENWOOD ESTATES SUBDIVISION, as recorded in Liber 22, Page 8 of Plats, Oakland County Records, and being more particularly described as follows: Commencing at the East 1/4 corner of Section 17, Town 3 North, Range 10 East, City of Pontiac, Oakland County, Michigan and running thence South 86 degrees 57 minutes 26 seconds West along the East-West 1/4 line of said Section 17, said line being also the center line of Columbia Avenue (120 feet wide at this point), a distance of 1302.07 feet to a point; thence North 05 degrees 52 minutes 04 seconds West along the Southerly extension of the East line of the Grand Trunk Western Railroad Right-of-Way (50 feet wide) a distance of 60.07 feet to the point of intersection of said right-of-way line with the North line of said Columbia Avenue said point being the point of beginning of the parcel of land herein being described; proceeding thence from said point of beginning South 86 degrees 57 minutes 26 seconds West, across said railroad right-of-way, said line being 60.00 feet North of, as measured at right angles to and parallel with the East-West 1/4 line of said Section 17, a distance of 50.06 feet to the point of intersection of the West line of said railroad right-of-way with the proposed North line of said Columbia Avenue; thence North 05 degrees 52 minutes 04 seconds West, along the West line of said railroad right-of-way, said line being also part of the East line of the plat of Dupont Heights Subdivision, as recorded in Liber 21, Page 22 of Plats, Oakland County Records, a distance of 1849.82 feet to a point; thence North 84 degrees 15 minutes 51 seconds East across said railroad right-of-way a distance of 71.51 feet to a point; thence along the Grand Trunk Western Railroad Right-of-Way line as described in Liber 3028 of Deeds, on Page 523, Oakland County Records, Southeasterly along the arc of a curve concave to the Northeast, radius 653.31 feet, an arc distance of 344.35 feet, (chord bears South 31 degrees 53 minutes 09 seconds East, 340.38 feet) to a point of compound curve; thence continuing along said right-of-way line, Southeasterly along the arc of a curve, not tangent to the foregoing line, concave to the Northeast, radius 660.04 feet, a measured arc distance of 291.18 feet (described 287.99 feet), (chord bears South 59 degrees 37 minutes 37 seconds East, measured 288.82 feet, described 285.89 feet) to a point; thence North 05 degrees 29 minutes 59 seconds West, along said railroad right-of-way line, said line being also part of the West line of vacated Cambridge Avenue (60 feet wide) a distance of 31.75 feet to a point; thence North 84 degrees 15 minutes 51 seconds East, along the North line of said Grand Trunk Western Railroad Right-of-Way, said line being also the South end of a vacated portion of said Cambridge Avenue, the South line of Lots 288 through 300 inclusive, a cross a vacated alley (18 feet wide), the South line of Lots 303, and across the West 1/2 of a vacated portion of Highwood Avenue, of said subdivision, a distance of 910.00 feet to a point on the center line of said vacated Highwood Avenue; thence North 84 degrees 16 minutes 53 seconds East, along the North line of said railroad right-of-way, said line crossing the East 1/2 of a vacated portion of Highwood Avenue, the South line of Lot 310, the South end of a public alley (18 feet wide), the South line of Lots 313 through 325 inclusive, the South end of Laurel Avenue (60 feet wide) and the South line of Lots 326 through 335 inclusive, a distance of 1329.41 feet to the Southeast corner of said Lot 335; thence South 05 degrees 59 minutes 06 seconds East, along the East line of said Glenwood Estates Subdivision, a distance of 89.00 feet to a point; thence North 83 degrees 53 minutes 42 seconds East a distance of 1275.22 feet to the point of intersection of said right-of-way line with the West line of Joslyn Road (120 feet wide); thence South 05 degrees 08 minutes 18 seconds East, said line being 60.00 feet West of, as measured at right angles to and parallel with the North-South 1/4 line of Section 16, Town 3 North, Range 10 East, across said railroad right-of-way, a distance of 100.01 feet to the point of intersection of the South line of said right-of-way with the West line of said Joslyn Road; thence South 83 degrees 53 minutes 42 seconds West, along the South line of said railroad right-of-way, a distance of 1273.75 feet to an angle point in said right-of-way line; thence South 84 degrees 24 minutes 59 seconds West, continuing along said railroad right-of-way line, a distance of 2240.98 feet to a jog in said railroad right-of-way; thence North 05 degrees 29 minutes 59 seconds West, along said jog, said line being also part of the West line of said vacated Cambridge Avenue and its Southerly extension, a distance of 80.45 feet to a point; thence along the arc of a curve, concave to the Northeast, radius 726.04 feet, an arc distance of 348.42 feet (chord bears North 60 degrees 44 minutes 01 seconds West, 345.09 feet) to a point of tangent; thence North 46 degrees 59 minutes 09 seconds West, along the Southerly line of the Grand Trunk Western Railroad Right-of-Way, a distance of 184.14 feet to a point; thence South 05 degrees 52 minutes 04 seconds East, along the East line of said railroad right-of-

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09-00504-reg Doc 37-3 Filed 07/01/10 Entered 07/01/10 22:10:25 Exhibit J Part

2 Pg 36 of 75

way, a distance of 1641.57 feet to the point of beginning.

14-17-276-004

GM MFD PONTIAC
200 East Columbia
Pontiac, Oakland County, MI
LandAmerica File No. 098854

EXHIBIT F
TO STIPULATION REGARDING SURVEYED
METES AND BOUNDS

PA 201056

05/22/2007 14:16 FAX 12486484836

LANDAMERICA-TROY, MI

017/069

09-00504-reg Doc 37-2 Filed 07/01/10 Entered 07/01/10 22:10:25 Exhibit J Part

1 Pg 14 of 75

Instr: 200703210027268 03/21/2007
 P: 1 of 4 F: \$15.00 8:20AM
 Melvin Phillip McCree T20070007364
 Genesee County Register ENV

RECEIVED
 2007 JUN 18

UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

A. NAME & PHONE OF CONTACT AT FILER (optional)	
UCC Filings	800-828-0938
B. SEND ACKNOWLEDGMENT TO: (Name and Address)	
National Corporate Research 41 State Street Suite 600 Albany, NY 12207 melissa@nationalcorp.com Case No. 0986152 152	

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1. DEBTOR'S EXACT FULL LEGAL NAME - Insert only one debtor name (1a or 1b) - do not abbreviate or combine names					
1a. ORGANIZATION'S NAME GENERAL MOTORS CORPORATION					
OR	1b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME	SUFFIX
1c. MAILING ADDRESS 300 RENAISSANCE CENTER			CITY DETROIT	STATE MI	POSTAL CODE 48265-3000
1d. SEE INSTRUCTIONS	ADD'L INFO RE ORGANIZATION DEBTOR	1e. TYPE OF ORGANIZATION Corporation	1f. JURISDICTION OF ORGANIZATION Delaware	1g. ORGANIZATIONAL ID #, if any 0056825 <input type="checkbox"/> NONE	
2. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - Insert only one debtor name (2a or 2b) - do not abbreviate or combine names					
2a. ORGANIZATION'S NAME					
OR	2b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME	SUFFIX
2c. MAILING ADDRESS			CITY	STATE	POSTAL CODE
2d. SEE INSTRUCTIONS	ADD'L INFO RE ORGANIZATION DEBTOR	2e. TYPE OF ORGANIZATION	2f. JURISDICTION OF ORGANIZATION	2g. ORGANIZATIONAL ID #, if any <input type="checkbox"/> NONE	
3. SECURED PARTY'S NAME (or NAME of TOTAL ASSIGNEE of ASSIGNOR SP) - Insert only one secured party name (3a or 3b)					
3a. ORGANIZATION'S NAME JPMORGAN CHASE BANK, N.A., AS ADMINISTRATIVE AGENT					
OR	3b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME	SUFFIX
3c. MAILING ADDRESS P.O. BOX 2558			CITY HOUSTON	STATE TX	POSTAL CODE 77252
3d. COUNTRY USA					

4. This FINANCING STATEMENT covers the following collateral:

ALL FIXTURES LOCATED ON THE REAL ESTATE DESCRIBED IN EXHIBIT A ATTACHED
 HERETO AND INCORPORATED BY REFERENCE HEREIN.

THIS IS A FIXTURE FILING AND SHOULD BE INDEXED IN THE REAL ESTATE RECORDS.

5. ALTERNATIVE DESIGNATION (if applicable)	LESSEE/LESSOR	CONSIGNEE/CONSIGNOR	BAILEE/BAILOR	SELLER/BUYER	AG. LIEN	NON-UCC FILING
6. <input checked="" type="checkbox"/> The FINANCING STATEMENT is to be filed (for record) in the REAL ESTATE RECORDS. Attach Addendum. 7. Check to REQUEST RESEARCH REPORT(s) on Debtor(s) (if applicable) (ADDITIONAL FEE) (optional)						
8. OPTIONAL FILER REFERENCE DATA						
6701-619 -- MI - Genesee County						F#178246 A#276527

FILING OFFICE COPY — UCC FINANCING STATEMENT (FORM UCC1) (REV. 05/22/02)

JPMCB-MLB-0006151

PA 201156

05/22/2007 14:18 FAX 12486494836

LANDAMERICA-TROY, MI

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1 Pg 15 of 75



Instr: 200703210027268 03/21/2007
P: 2 of 4 F: \$15.00 B: 20AM
Melvin Phillip McCree T20070007394
Genesee County Register ENV

UCC FINANCING STATEMENT ADDENDUM

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

9. NAME OF FIRST DEBTOR (1a or 1b) ON RELATED FINANCING STATEMENT

9a. ORGANIZATION'S NAME

GENERAL MOTORS CORPORATION

OR

9b. INDIVIDUAL'S LAST NAME

FIRST NAME

MIDDLE NAME, SUFFIX

10. MISCELLANEOUS:

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

11. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - insert only one name (11a or 11b) - do not abbreviate or combine names

11a. ORGANIZATION'S NAME

OR

11b. INDIVIDUAL'S LAST NAME

FIRST NAME

MIDDLE NAME

SUFFIX

11c. MAILING ADDRESS

CITY

STATE

POSTAL CODE

COUNTRY

11d. SEE INSTRUCTIONS

ADD'L INFO RE
ORGANIZATION
DEBTOR

11e. TYPE OF ORGANIZATION

11f. JURISDICTION OF ORGANIZATION

11g. ORGANIZATIONAL ID #, if any

☐ NONE12. ADDITIONAL SECURED PARTY'S or ASSIGNOR S/P'S NAME - insert only one name (12a or 12b)

12a. ORGANIZATION'S NAME

OR

12b. INDIVIDUAL'S LAST NAME

FIRST NAME

MIDDLE NAME

SUFFIX

12c. MAILING ADDRESS

CITY

STATE

POSTAL CODE

COUNTRY

13. This FINANCING STATEMENT covers ☐ timber to be cut of ☐ as-extracted collateral, or is filed as a ☒ fixture filing.

14. Description of real estate.

SEE ATTACHED EXHIBIT A

15. Additional collateral description

15. Name and address of a RECORD OWNER of above-described real estate
(If Debtor does not have a record interest):

GENERAL MOTORS CORPORATION
300 RENAISSANCE CENTER
DETROIT, MI 48265-3000

17. Check only if applicable and check only one box.Debtor is ☐ Trust or ☐ Trustee acting with respect to property held in trust or ☐ Decedent's Estate18. Check only if applicable and check only one box.☐ Debtor is a TRANSMITTING UTILITY☐ Filed in connection with a Manufactured-Home Transaction — effective 30 years☐ Filed in connection with a Public-Finance Transaction — effective 30 years

FILING OFFICE COPY — UCC FINANCING STATEMENT ADDENDUM (FORM UCC1Ad) (REV. 05/22/02)

JPMCB-MLB-0006152

05/22/2007 14:18 FAX 12486494836

PA 2007266
LANDAMERICA-TROY, MI

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1 Pg 16 of 75

Instr: 200703210027268 03/21/2007
P.3 of 4 F:\$15.00 8:20AM
Melvin Phillip McCree T20070007384
Genesee County Register ENV

EXHIBIT A

A parcel of land to be determined from the following assessed legal descriptions, subject to change upon review of a survey certified to the insurer:

PARCEL 1: That part of the Northeast 1/4 of Section 26, Town 7 North, Range 6 East, lying Southeasterly of the Southeasterly line of Grand Trunk Western Railroad right of way; also the Southeast 1/4 of said section, except beginning at the Southeasterly corner of said section; thence Northerly along the Easterly line of said section 296.46 feet; thence Southwesterly 355.58 feet to a point on the Southerly line of said section, 294.71 feet Westerly from the beginning; thence Easterly along said Southerly line, 294.71 feet to the point of beginning; also, part of the West 1/2 of said section described as: Beginning at a point on the Southerly line of said section, 2116.52 feet North 88 degrees 24 minutes 30 seconds East from the Southwest corner of said section; thence North 38 degrees 57 minutes West to the Westerly line of the Southeast 1/4 of the Southeast 1/4 of the Southwest 1/4 of said section; thence North 01 degree 09 minutes 45 seconds West along the said Westerly line to a line 1100 feet Northerly from and parallel with the Southerly line of said section; thence South 88 degrees 24 minutes 30 seconds West 84.24 feet; thence North 10 degrees 19 minutes 36 seconds West, 159.06 feet; thence North 15 degrees 52 minutes 39 seconds West, 74.89 feet; thence North 18 degrees 17 minutes 14 seconds, 289.03 feet; thence North 24 degrees 16 minutes 49 seconds West, 117.70 feet; thence North 28 degrees 26 minutes 08 seconds West, 747.71 feet; thence North 22 degrees 30 minutes 23 seconds West, 707 feet; thence North 15 degrees 07 minutes 54 seconds West, 124.25 feet to the Southerly line of said railroad right of way; thence North 51 degrees 00 minutes 54 seconds East along said Southerly line to the Northerly limits line of the City of Flint; thence Easterly along said Northerly line to the North and South 1/4 line of said section; thence Southerly along said North and South line to the South 1/4 corner of said section; thence Westerly along Southerly line of said section, 532.77 feet to the point of beginning, except for that parcel of land described as follows: Commencing at the Southeast corner of Section 26, Town 7 North, Range 6 East; thence South 89 degrees 40 minutes 01 second West a distance of 412.64 feet; thence North 00 degrees 19 minutes 59 seconds West, a distance of 50.00 feet to the North right-of-way line of Bristol Road and the point of beginning; commencing at the point of beginning, thence North 89 degrees 40 minutes 01 second East, a distance of 189.00 feet; thence North 57 degrees 57 minutes 13 seconds East, a distance of 19.02 feet; thence South 89 degrees 40 minutes 01 second West, a distance of 205.19 feet; thence South 00 degrees 19 minutes 59 seconds East a distance of 10.00 feet to the point of

(Continued)

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LANDAMERICA-TROY, MI

020/069

09-00504-reg Doc 37-2 Filed 07/01/10 Entered 07/01/10 22:10:25 Exhibit J Part 1 Pg 17 of 75



Instr: 200703210027208 03/21/2007
P: 4 of 4 F \$15.00 8:20AM
Malvin Phillip McCree T20070007304
Genesee County Register ENV

beginning.

PARCEL 2: That part of the Southeast 1/4 of fractional Section 23, Town 7 North, Range 6 East, lying Westerly of the Westerly line of Van Slyke Road and Southeasterly of the Southeasterly line of the Grand Trunk Western Railroad right of way.

PARCEL 3: A parcel of land beginning North 00 degrees 30 seconds East 702.24 feet from the interior 1/4 corner of said section; thence South 89 degrees 56 minutes 15 seconds West 328.60 feet; thence North 62 degrees 15 minutes West 109.08 feet; thence North 00 degrees 00 minutes 30 seconds East 376.18 feet; thence North 83 degrees 09 minutes 41 seconds East 220.93 feet; thence North 89 degrees 34 minutes 30 seconds East 105.62 feet; thence North 00 degrees 00 minutes 30 seconds East 332.85 feet; thence North 49 degrees 29 minutes 26 seconds East 19 feet; thence North 11 degrees 22 minutes 20 seconds West 18 feet; thence North 46 degrees 30 minutes 41 seconds East 122.84 feet; thence South 00 degrees 00 minutes 30 seconds West 901.42 feet to the place of beginning.

**GM Assembly Flint
G-3100 Van Slyke
Flint, Genesee County, MI
LandAmerica File No. 098615**

EXHIBIT G
TO STIPULATION REGARDING SURVEYED
METES AND BOUNDS

05/22/2007 14:38 FAX 12486494836

LAWRENCE TROY, MI

010/040

09-00504-reg Doc 37-3 Filed 07/01/10 Entered 07/01/10 22:10:25 Exhibit J Part

2 Pg 50 of 75

Instr: 200709210027269 03/21/2007
 P: 1 of 4 F: \$15.00 8:20AM
 Melvin Phillip McCree T20070007984
 Genesee County Register ENV

RECEIVED
 20 03 19 A 2:10

UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

A. NAME & PHONE OF CONTACT AT FILER (optional)	
UCC Filings 800-828-0938	
B. SEND ACKNOWLEDGMENT TO: (Name and Address)	
National Corporate Records 41 State Street Suite 600 Albany, NY 12207 melissa@nationalcorp.com	
RECORDED RETURN TO: LANDAMERICA - NCS 1050 Wilshire Drive, Suite 310 Troy, MI 48064 Case No. 058615	

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1. DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (1a or 1b) - do not abbreviate or combine names				
1a. ORGANIZATION'S NAME GENERAL MOTORS CORPORATION				
OR 1b. INDIVIDUAL'S LAST NAME				
1c. MAILING ADDRESS 300 RENAISSANCE CENTER				
1d. SEE INSTRUCTIONS		1e. TYPE OF ORGANIZATION Corporation		1f. JURISDICTION OF ORGANIZATION Delaware
ADD'L INFO RE ORGANIZATION DEBTOR		1g. ORGANIZATIONAL ID #, if any 0056825		<input type="checkbox"/> NONE
2. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (2a or 2b) - do not abbreviate or combine names				
2a. ORGANIZATION'S NAME				
OR 2b. INDIVIDUAL'S LAST NAME				
2c. MAILING ADDRESS				
2d. SEE INSTRUCTIONS		2e. TYPE OF ORGANIZATION		2f. JURISDICTION OF ORGANIZATION
ADD'L INFO RE ORGANIZATION DEBTOR		2g. ORGANIZATIONAL ID #, if any		<input type="checkbox"/> NONE
3. SECURED PARTY'S NAME (or NAME of TOTAL ASSIGNEE of ASSIGNOR S/P) - insert only one secured party name (3a or 3b)				
3a. ORGANIZATION'S NAME JPMORGAN CHASE BANK, N.A., AS ADMINISTRATIVE AGENT				
OR 3b. INDIVIDUAL'S LAST NAME				
3c. MAILING ADDRESS P.O. BOX 2558				
3d. CITY HOUSTON				
3e. STATE TX				
3f. POSTAL CODE 77252				
3g. COUNTRY USA				

4. This FINANCING STATEMENT covers the following collateral:

ALL FIXTURES LOCATED ON THE REAL ESTATE DESCRIBED IN EXHIBIT A ATTACHED
 HERETO AND INCORPORATED BY REFERENCE HEREIN.

THIS IS A FIXTURE FILING AND SHOULD BE INDEXED IN THE REAL ESTATE RECORDS.

5. ALTERNATIVE DESIGNATION (if applicable)	LESSEE/LESSOR	CONSIGNEE/CONSIGNOR	BAILEE/BAILOR	SELLER/BUYER	AG. LIEN	NON-UCC FILING
6. This FINANCING STATEMENT is to be filed (for record) in the REAL ESTATE RECORDS. Attach Addendum (if applicable)						
7. Check to REQUEST SEARCH REPORT (S) on Debtor(s) (OPTIONAL FEE)						
8. OPTIONAL FILER REFERENCE DATA						
6701-619 -- MI - Genesee County						
F# 179016						
A# 277596						

FILING OFFICE COPY — UCC FINANCING STATEMENT (FORM UCC1) (REV. 05/22/02)

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LAW OFFICE OF TROY, MI

011/040

09-00504-reg Doc 37-3 Filed 07/01/10 Entered 07/01/10 22:10:25 Exhibit J Part

2 Pg 51 of 75



Instr: 200703210027269 03/21/2007
P: 2 of 4 F: \$15.00 8:20AM
Malvin Phillip McCreae T20070007384
Genesee County Register ENV

UCC FINANCING STATEMENT ADDENDUM

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

9. NAME OF FIRST DEBTOR (1a or 1b) ON RELATED FINANCING STATEMENT

9a. ORGANIZATION'S NAME GENERAL MOTORS CORPORATION		
OR		
9b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME, SUFFIX

10. MISCELLANEOUS:

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

11. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - insert only one name (11a or 11b) - do not abbreviate or combine names

11a. ORGANIZATION'S NAME			
OR			
11b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX
11c. MAILING ADDRESS		CITY	STATE POSTAL CODE COUNTRY
11d. <u>SEE INSTRUCTIONS</u>	ADD'L INFO RE ORGANIZATION DEBTOR	11e. TYPE OF ORGANIZATION	11f. JURISDICTION OF ORGANIZATION
11g. ORGANIZATIONAL ID #, if any			<input type="checkbox"/> NONE

12. ADDITIONAL SECURED PARTY'S or ASSIGNOR S/P'S NAME - insert only one name (12a or 12b)

12a. ORGANIZATION'S NAME			
OR			
12b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX
12c. MAILING ADDRESS		CITY	STATE POSTAL CODE COUNTRY

13. This FINANCING STATEMENT covers ☐ timber to be cut or ☐ as-extracted collateral, or is filed as a ☒ fixture filing.

14. Description of real estate:

SEE ATTACHED EXHIBIT A

16. Additional collateral description:

15. Name and address of a RECORD OWNER of above-described real estate
(if Debtor does not have a record interest):

**GENERAL MOTORS CORPORATION
300 RENAISSANCE CENTER
DETROIT, MI 48265-3000**

17. Check only if applicable and check only one box.Debtor is a ☐ Trust or ☐ Trustee acting with respect to property held in trust or ☐ Decedent's Estate18. Check only if applicable and check only one box.

☐ Debtor is a TRANSMITTING UTILITY
☐ Filled in connection with a Manufactured-Home Transaction — effective 30 years
☐ Filled in connection with a Public-Finance Transaction — effective 30 years

05/22/2007 14:38 FAX 12486494836

LAWSON, TROY, MI

012/040

09-00504-reg Doc 37-3 Filed 07/01/10 Entered 07/01/10 22:10:25 Exhibit J Part

2 Pg 52 of 75



Instr: 200703210027269 03/21/2007
P: 3 of 4 F: \$15.00 8:20AM
Melvin Phillip McCree T20070007354
Genesee County Register ENV

EXHIBIT A

A parcel of land to be determined from the following assessed legal descriptions, subject to change upon review of a survey certified to the insurer:

PARCEL 1: That part of the Northeast 1/4 of Section 26, Town 7 North, Range 6 East, lying Southeasterly of the Southeasterly line of Grand Trunk Western Railroad right of way; also the Southeast 1/4 of said section, except beginning at the Southeasterly corner of said section; thence Northerly along the Easterly line of said section 196.46 feet; thence Southwesterly 355.58 feet to a point on the Southerly line of said section, 294.71 feet Westerly from the beginning; thence Easterly along said Southerly line, 294.71 feet to the point of beginning; also, part of the West 1/2 of said section described as: Beginning at a point on the Southerly line of said section, 218.52 feet North 88 degrees 24 minutes 30 seconds East from the Southwesterly corner of said section; thence North 38 degrees 57 minutes West to the Westerly line of the Southeast 1/4 of the Southeast 1/4 of the Southwest 1/4 of said section; thence North 01 degree 09 minutes 45 seconds West along the said Westerly line to a line 1100 feet Northerly from and parallel with the Southerly line of said section; thence South 88 degrees 24 minutes 30 seconds West 84.24 feet; thence North 10 degrees 19 minutes 36 seconds West, 159.05 feet; thence North 15 degrees 52 minutes 39 seconds West, 74.89 feet; thence North 18 degrees 17 minutes 14 seconds, 289.03 feet; thence North 24 degrees 16 minutes 49 seconds West, 337.70 feet; thence North 28 degrees 26 minutes 08 seconds West, 747.71 feet; thence North 22 degrees 30 minutes 23 seconds West, 707 feet; thence North 15 degrees 07 minutes 54 seconds West, 124.25 feet to the Southerly line of said railroad right of way; thence North 51 degrees 00 minutes 54 seconds East along said Southerly line to the Northerly limits line of the City of Flint; thence Easterly along said Northerly line to the North and South 1/4 line of said section; thence Southerly along said North and South line to the South 1/4 corner of said section; thence Westerly along Southerly line of said section, 522.77 feet to the point of beginning, except for that parcel of land described as follows: Commencing at the Southeast corner of Section 25, Town 7 North, Range 6 East; thence South 89 degrees 40 minutes 01 second West a distance of 412.64 feet; thence North 00 degrees 19 minutes 59 seconds West, a distance of 50.00 feet to the North right-of-way line of Bristol Road and the point of beginning; commencing at the point of beginning, thence North 89 degrees 40 minutes 01 second East, a distance of 189.00 feet; thence North 57 degrees 57 minutes 13 seconds East, a distance of 19.02 feet; thence South 89 degrees 40 minutes 01 second West, a distance of 205.19 feet; thence South 00 degrees 19 minutes 59 seconds East a distance of 10.00 feet to the point of

(Continued)

PA 210456

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LANDAMERICA-TROY, MI

013/040

09-00504-reg Doc 37-3 Filed 07/01/10 Entered 07/01/10 22:10:25 Exhibit J Part

2 Pg 53 of 75



Instr: 200703210027269 03/21/2007
P: 4 of 4 F \$15.00 8:20AM
Melvin Phillip McCree T20070007384
Genesee County Register ENV

beginning.

PARCEL 2: That part of the Southeast 1/4 of fractional Section 23, Town 7 North, Range 6 East, lying Westerly of the Westerly line of Van Slyke Road and Southeasterly of the Southeasterly line of the Grand Trunk Western Railroad right of way.

PARCEL 3: A parcel of land beginning North 00 degrees 30 seconds East 702.24 feet from the interior 1/4 corner of said section; thence South 89 degrees 56 minutes 15 seconds West 328.60 feet; thence North 52 degrees 15 minutes West 109.08 feet; thence North 00 degrees 00 minutes 30 seconds East 376.18 feet; thence North 83 degrees 00 minutes 41 seconds East 220.93 feet; thence North 89 degrees 34 minutes 30 seconds East 105.62 feet; thence North 00 degrees 00 minutes 30 seconds East 112.85 feet; thence North 49 degrees 29 minutes 26 seconds East 19 feet; thence North 11 degrees 22 minutes 20 seconds West 18 feet; thence North 46 degrees 30 minutes 41 seconds East 122.84 feet; thence South 00 degrees 00 minutes 30 seconds West 901.42 feet to the place of beginning.

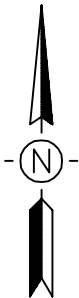
**GM Powertrain Flint Engine South
2100 Bristol Rd
Flint, Genesee County, MI
LandAmerica File No. 098615**

EXHIBIT 1
TO STIPULATION REGARDING SURVEYED
METES AND BOUNDS

SKETCH PLAN OF DESCRIPTION
"GM MILLETT HWY-LANSING"

For:
Motors Liquidation Company Avoidance Action Trust v. JPMorgan Chase Bank, N.A., et al.

- NOTES:
- 1. A CERTIFIED BOUNDARY SURVEY IS REQUIRED FOR THE EXACT LOCATION OF FENCE AND PROPERTY LINES.
 - 2. EASEMENTS, IF ANY, NOT SHOWN




1" = 500'



This plan was made at the direction of the parties hereon and intended solely for their immediate use and no survey has been made and no property lines were monumented, all easements recorded or unrecorded may not be shown, unless specifically noted, and no dimensions are intended for use in establishing property lines.

- R = Recorded Distance
- = Deed Line
- = Distance Not to Scale



KEBS, INC.

KYES ENGINEERING
BRYAN LAND SURVEYS

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PH. 517-339-1014 FAX. 517-339-8047
13432 PRESTON DRIVE, MARSHALL, MI 49068
PH. 269-781-9800 FAX. 269-781-9805

DRAWN BY	KDB	SECTION	28, T4N, R3W
FIELD WORK BY	---	JOB NUMBER:	91408.PLT
SHEET	1 OF 2		

SKETCH PLAN OF DESCRIPTION
"GM MILLETT HWY-LANSING"


For:
Motors Liquidation Company Avoidance Action Trust v. JPMorgan Chase Bank, N.A., et al.



This plan was made at the direction of the parties hereon and intended solely for their immediate use and no survey has been made and no property lines were monumented, all easements recorded or unrecorded may not be shown, unless specifically noted, and no dimensions are intended for use in establishing property lines.

- R = Recorded Distance
- = Deed Line
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NOTES:
1. A CERTIFIED BOUNDARY SURVEY IS REQUIRED FOR THE EXACT LOCATION OF FENCE AND PROPERTY LINES.
2. EASEMENTS, IF ANY, NOT SHOWN



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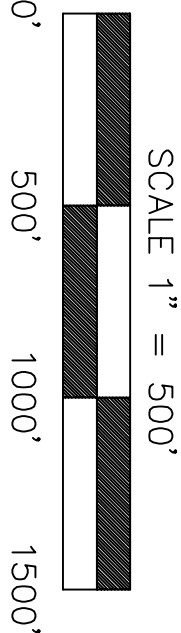
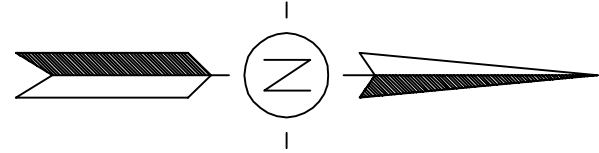
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DRAWN BY	KDB	SECTION	28, T4N, R3W
FIELD WORK BY	---	JOB NUMBER:	91408.PLT
SHEET	2 OF 2		

EXHIBIT 2
TO STIPULATION REGARDING SURVEYED
METES AND BOUNDS

SKETCH PLAN OF DESCRIPTION
“GM ASSEMBLY FAIRFAX”

For:
Motors Liquidation Company Avoidance Action Trust v. JPMorgan Chase Bank, N.A., et al.




- NOTES:
- 1. A CERTIFIED BOUNDARY SURVEY IS REQUIRED FOR THE EXACT LOCATION OF FENCE AND PROPERTY LINES.
 - 2. EASEMENTS, IF ANY, NOT SHOWN

LEGEND:

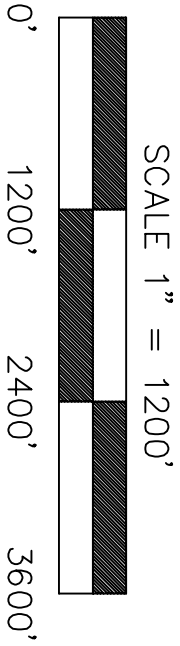
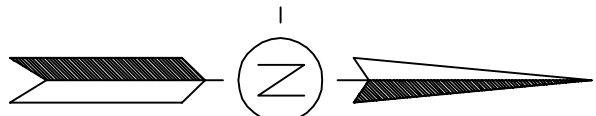
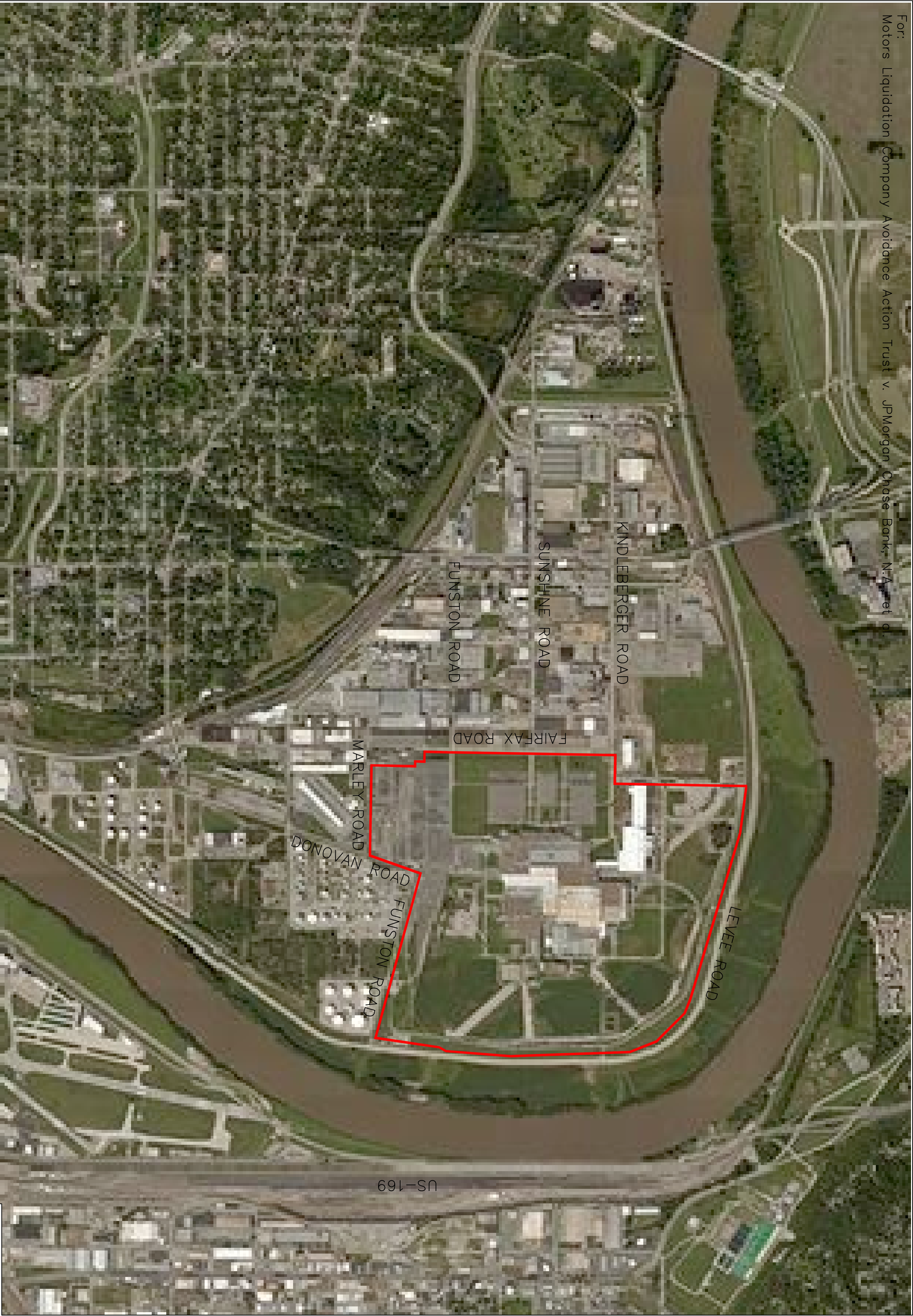


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REVISIONS	COMMENTS	KEBS, INC. ENGINEERING AND LAND SURVEYING	
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		DRAWN BY KDB	SECTION 27&34, T10S, R25E
		FIELD WORK BY ---	JOB NUMBER: 91405.PLT
		SHEET 1 OF 2	

SKETCH PLAN OF DESCRIPTION
“GM ASSEMBLY FAIRFAX”

For: Motors Liquidation Company Avoidance Action Trust v. JPMorgan Chase Bank, N.A., et al.



- NOTES:
1. A CERTIFIED BOUNDARY SURVEY IS REQUIRED FOR THE EXACT LOCATION OF FENCE AND PROPERTY LINES.
 2. EASEMENTS, IF ANY, NOT SHOWN

LEGEND:

- = DEED LINE
- = DISTANCE NOT TO SCALE

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		DRAWN BY KDB	SECTION 27&34, T10S, R25E
		FIELD WORK BY ----	JOB NUMBER: 91405.PLT
		SHEET 2 OF 2	

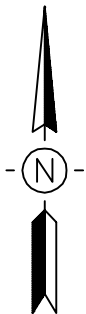
EXHIBIT 3

**TO STIPULATION REGARDING SURVEYED
METES AND BOUNDS**

SKETCH PLAN OF DESCRIPTION
"GM POWERTRAIN DEFIANCE"

For:

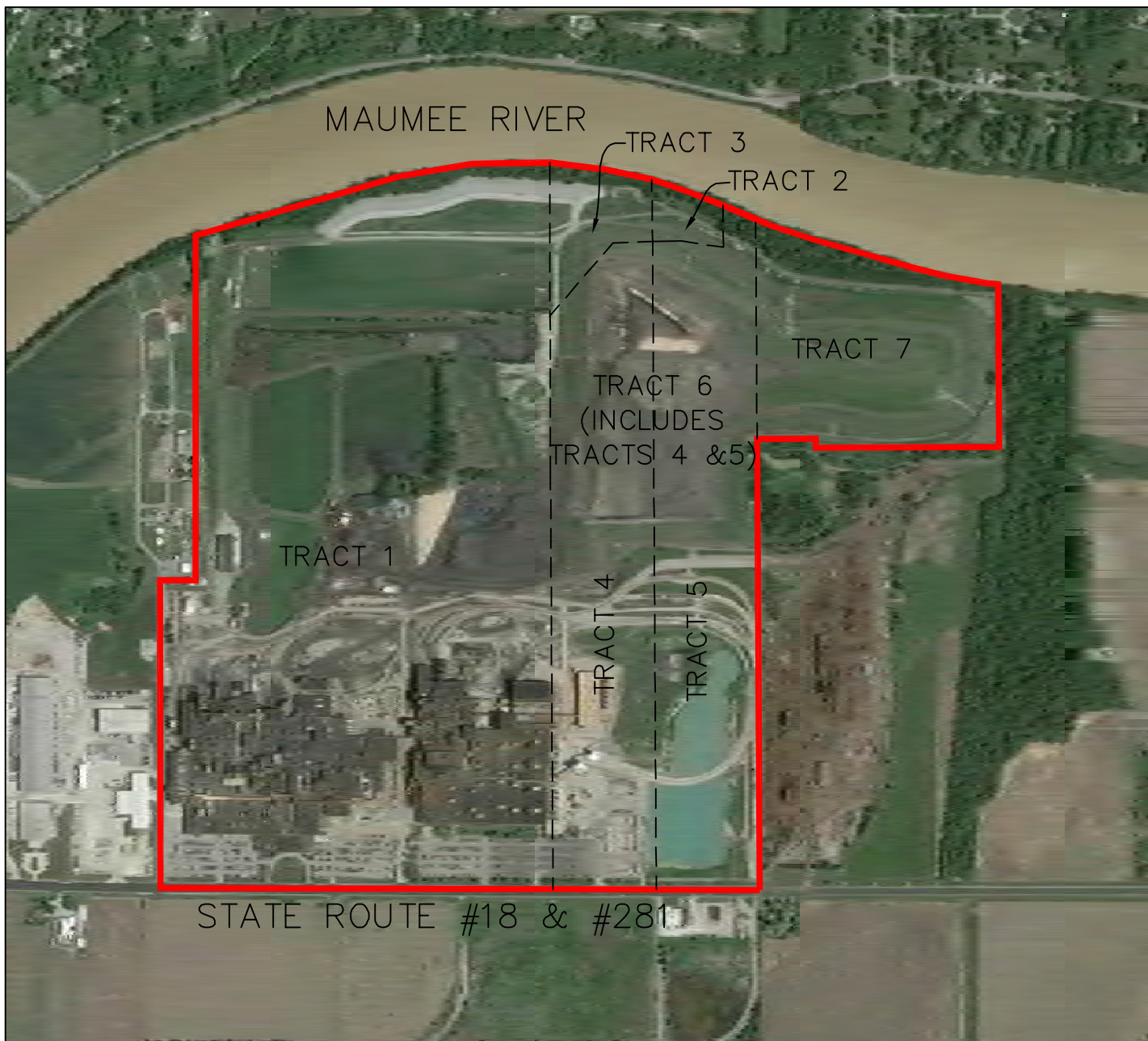
Motors Liquidation Company Avoidance Action Trust v. JPMorgan Chase Bank, N.A., et al.



1" = 1000'

NOTES:

1. A CERTIFIED BOUNDARY SURVEY IS REQUIRED FOR THE EXACT LOCATION OF FENCE AND PROPERTY LINES.
2. EASEMENTS, IF ANY, NOT SHOWN
3. THE DESCRIPTION OF TRACT 2 HAS AN ERROR OF CLOSURE OF 3.6 FEET.
4. THE DESCRIPTION OF TRACT 3 HAS AN ERROR OF CLOSURE OF 5.6 FEET.
5. THE DESCRIPTION OF TRACT 5 HAS AN ERROR OF CLOSURE OF 72 FEET.
6. THE DESCRIPTION OF TRACT 6 HAS AN ERROR OF CLOSURE OF 17 FEET.



This plan was made at the direction of the parties hereon and intended solely for their immediate use and no survey has been made and no property lines were monumented, all easements recorded or unrecorded may not be shown, unless specifically noted, and no dimensions are intended for use in establishing property lines.

— = Deed Line
— = Distance Not to Scale



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PH. 269-781-9800 FAX. 269-781-9805

DRAWN BY: KDB

SECTION 20, 21, T4N, R5E

FIELD WORK BY: ---

JOB NUMBER:

SHEET 1 OF 2

91407.PLT

SKETCH PLAN OF DESCRIPTION
"GM POWERTRAIN DEFIANCE"


For:
Motors Liquidation Company Avoidance Action Trust v. JPMorgan Chase Bank, N.A., et al.



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— = Deed Line
— = Distance Not to Scale

- NOTES:
- 1. A CERTIFIED BOUNDARY SURVEY IS REQUIRED FOR THE EXACT LOCATION OF FENCE AND PROPERTY LINES.
 - 2. EASEMENTS, IF ANY, NOT SHOWN
 - 3. SEE PAGE 1 OF 2 FOR DETAILS OF CLOSURE ERRORS IN LEGAL DESCRIPTIONS PROVIDED



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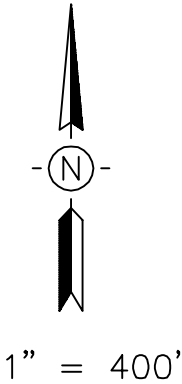
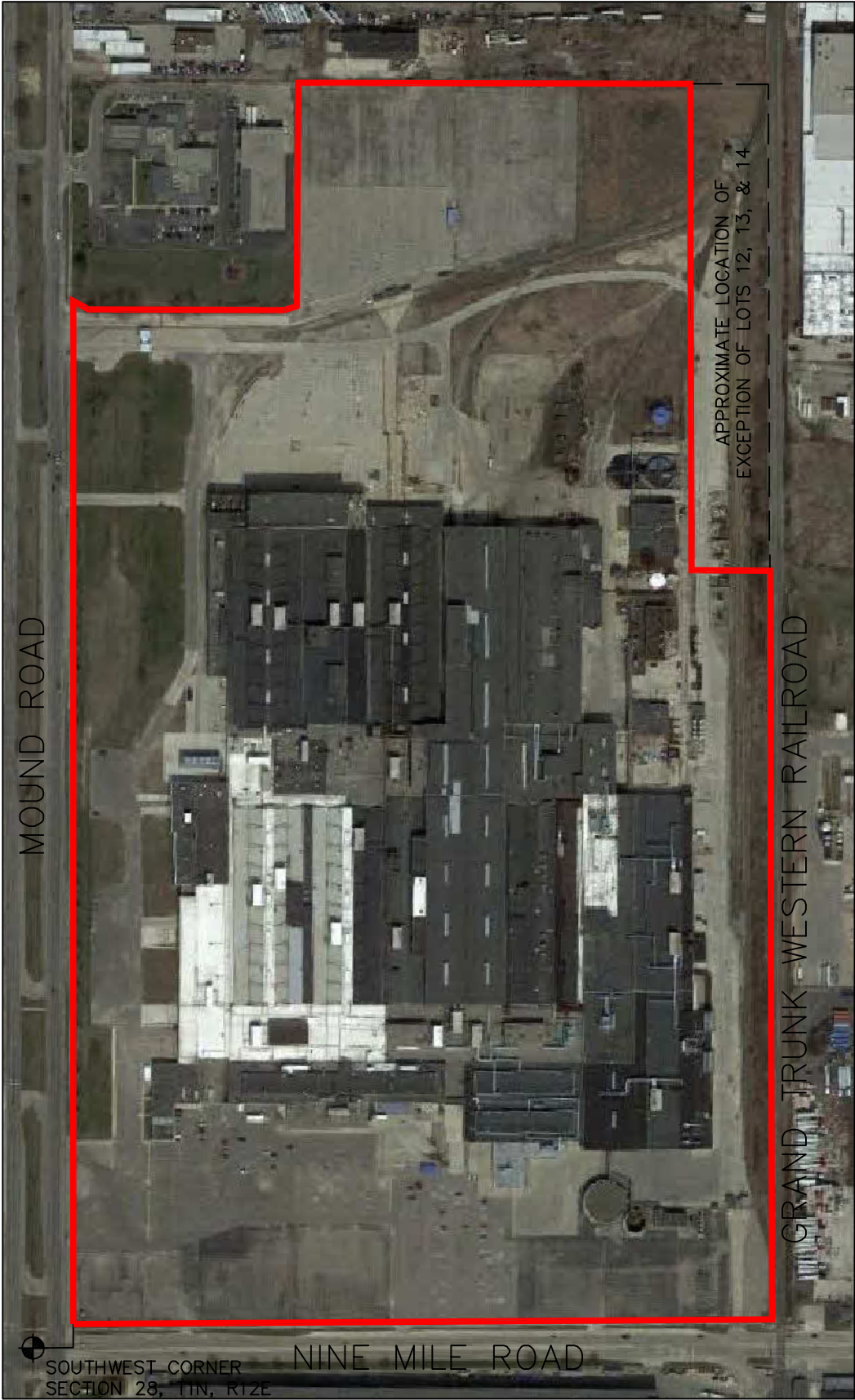
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FIELD WORK BY: ---	JOB NUMBER:
SHEET 2 OF 2	91407.PLT

EXHIBIT 4

**TO STIPULATION REGARDING SURVEYED
METES AND BOUNDS**

SKETCH PLAN OF DESCRIPTION
"GM POWERTRAIN WARREN TRANSMISSION"

For:
Motors Liquidation Company Avoidance Action Trust v. JPMorgan Chase Bank, N.A., et al.



- NOTES:
1. A CERTIFIED BOUNDARY SURVEY IS REQUIRED FOR THE EXACT LOCATION OF FENCE AND PROPERTY LINES.

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- = Deed Line
 = Distance Not to Scale

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KYES ENGINEERING
BRYAN LAND SURVEYS

DRAWN BY: KDB	SECTION 28, T1N, R12E
FIELD WORK BY: ---	JOB NUMBER:
SHEET 1 OF 2	91409.PLT

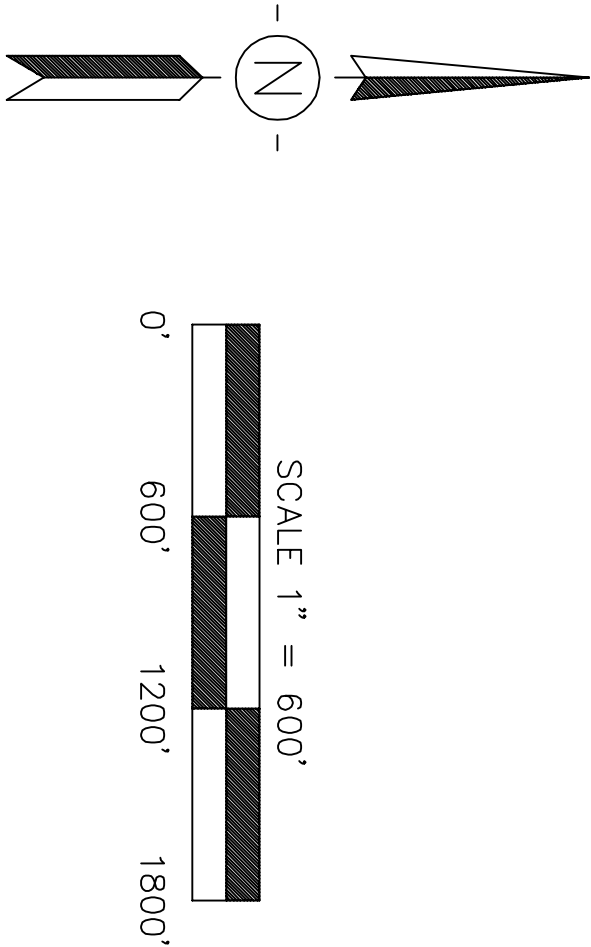
91409.PLT

EXHIBIT 5

**TO STIPULATION REGARDING SURVEYED
METES AND BOUNDS**

For:
Motors Liquidation Company Avoidance Action Trust v. JPMorgan Chase Bank, N.A., et al.

SKETCH PLAN OF DESCRIPTION “GM MFD PONTIAC”




- NOTES:
1. A CERTIFIED BOUNDARY SURVEY IS REQUIRED FOR THE EXACT LOCATION OF FENCE AND PROPERTY LINES.
 2. EASEMENTS, IF ANY, NOT SHOWN
 3. ALL EXCEPTIONS MAY NOT BE SHOWN AS SOME CALLED FOR DOCUMENTS THAT WERE NOT PROVIDED AT THIS TIME AND OTHERS MAY BE POSITIVELY DETERMINED WITHOUT ADDITIONAL INFORMATION OR A FIELD SURVEY. ALL OWNED LANDS MAY NOT BE SHOWN AS THE LEGAL DESCRIPTIONS FOR SOME PARCELS APPEARED TO BE INCOMPLETE AND/OR OVERLAPPED OTHER PARCELS PREVIOUSLY DESCRIBED.

LEGEND:

= DEED LINE

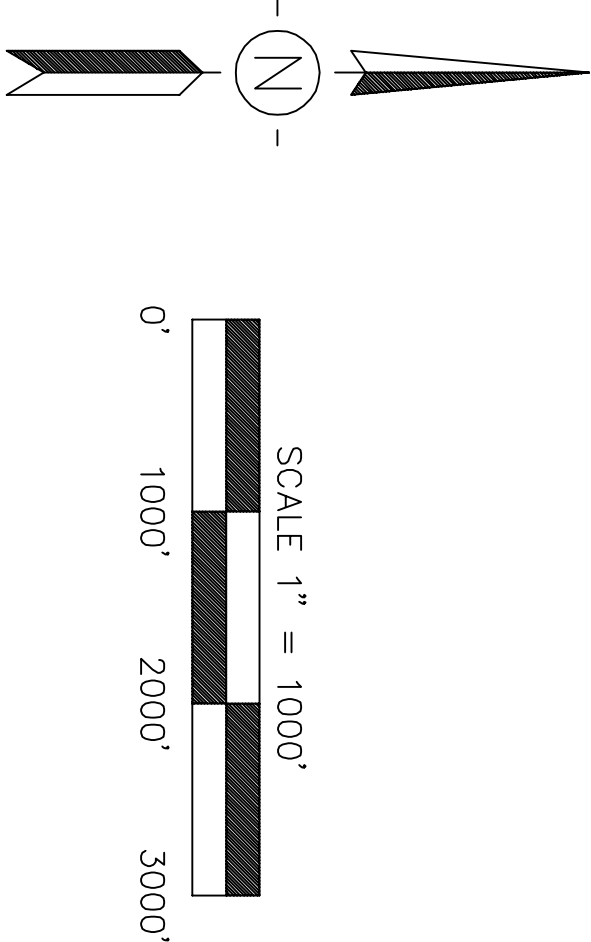
= DISTANCE NOT TO SCALE

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REVISIONS	COMMENTS	KEBS, INC. ENGINEERING AND LAND SURVEYING		
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		DRAWN BY KDB	SECTION 20 & 21, T4N, R2W	
		FIELD WORK BY ---		
		SHEET 1 OF 2	JOB NUMBER: 91448.PLT	

For:
Motors Liquidation Company Avoidance Action Trust v. JPMorgan Chase Bank, N.A., et al.

SKETCH PLAN OF DESCRIPTION “GM MFD PONTIAC”



- NOTES:
1. A CERTIFIED BOUNDARY SURVEY IS REQUIRED FOR THE EXACT LOCATION OF FENCE AND PROPERTY LINES.
 2. EASEMENTS, IF ANY, NOT SHOWN
 3. ALL EXCEPTIONS MAY NOT BE SHOWN AS SOME CALLED FOR DOCUMENTS THAT WERE NOT PROVIDED AT THIS TIME AND OTHERS PAID FOR EXCEPTED LANDS THAT WERE NOT ABLE TO BE POSITIVELY DETERMINED WITHOUT ADDITIONAL INFORMATION OR A FIELD SURVEY. ALL OWNED LANDS MAY NOT BE SHOWN AS THE LEGAL DESCRIPTIONS FOR SOME PARCELS APPEARED TO BE INCOMPLETE AND/OR OVERLAPPED OTHER PARCELS PREVIOUSLY DESCRIBED.

LEGEND:

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— = DISTANCE NOT TO SCALE

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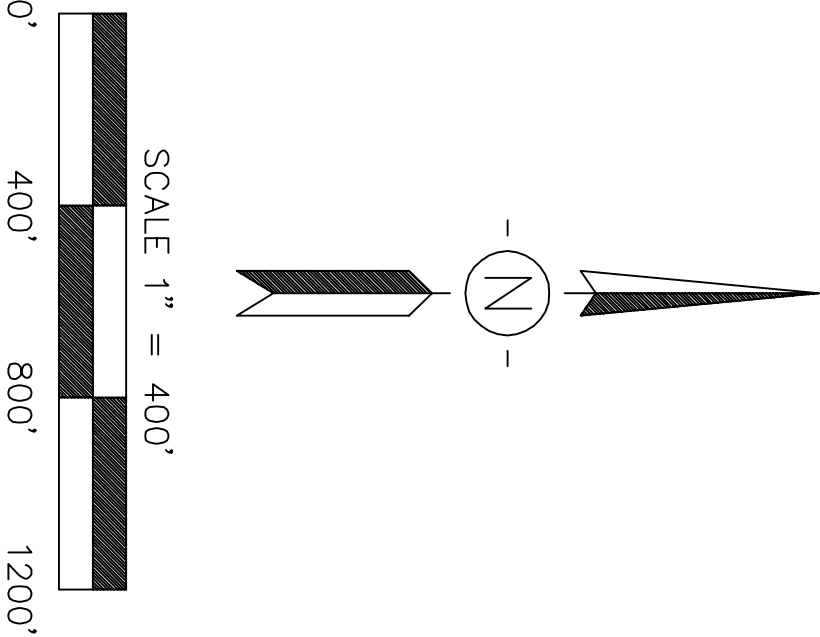
REVISIONS	COMMENTS	KEBS, INC. ENGINEERING AND LAND SURVEYING		
12/05/16	ORIGINAL	 2116 HASLETT ROAD, HASLETT, MI 48840 PH. 517-339-1014 FAX. 517-339-8047 Marshall Office Ph. 269-781-9800		
		DRAWN BY KDB	SECTION 20 & 21, T4N, R2W	
		FIELD WORK BY ----	JOB NUMBER:	
		SHEET 2 OF 2	91448.PLT	

EXHIBIT 6
TO STIPULATION REGARDING SURVEYED
METES AND BOUNDS

For:
Motors Liquidation Company Avoidance Action Trust v. JPMorgan Chase Bank, N.A., et al.

SKETCH PLAN OF DESCRIPTION

“GM ASSEMBLY FLINT”




- NOTES:
1. A CERTIFIED BOUNDARY SURVEY IS REQUIRED FOR THE EXACT LOCATION OF FENCE AND PROPERTY LINES.
 2. EASEMENTS, IF ANY, NOT SHOWN

LEGEND:

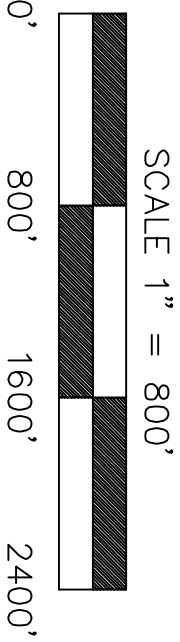
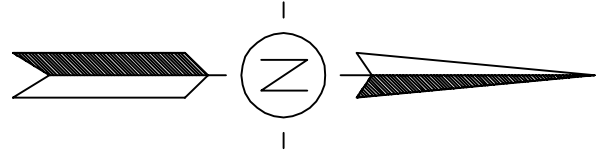
— = DEED LINE

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REVISIONS	COMMENTS	KEBS, INC. ENGINEERING AND LAND SURVEYING		
11/30/16	ORIGINAL	<div><div>2116 HASLETT ROAD, HASLETT, MI 48840 PH. 517-339-1014 FAX. 517-339-8047</div><div>Marshall Office Ph. 269-781-9800</div></div>		
		DRAWN BY KDB	SECTION 23&26, T7N, R6E	
		FIELD WORK BY ---	JOB NUMBER: 91404.PLT	
		SHEET 1 OF 2		

SKETCH PLAN OF DESCRIPTION “GM ASSEMBLY FLINT”



- NOTES:
1. A CERTIFIED BOUNDARY SURVEY IS REQUIRED FOR THE EXACT LOCATION OF FENCE AND PROPERTY LINES.
 2. EASEMENTS, IF ANY, NOT SHOWN

LEGEND:

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- = DISTANCE NOT TO SCALE

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11/30/16	ORIGINAL	 2116 HASLETT ROAD, HASLETT, MI 48840 PH. 517-339-1014 FAX. 517-339-8047 Marshall Office Ph. 269-781-9800	
		DRAWN BY KDB	SECTION 23&26, 17N, R6E
		FIELD WORK BY ----	JOB NUMBER: 91404.PLT
		SHEET 2 OF 2	

Exhibit C

CONFIDENTIAL SUBJECT TO PROTECTIVE ORDER

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

In re:

**MOTORS LIQUIDATION COMPANY, *et al.*,
Debtors.**

Chapter 11

Case No. : 09-50026 (MG)

**MOTORS LIQUIDATION COMPANY
AVOIDANCE ACTION TRUST**

Plaintiff,

v.

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

Defendants.

Adversary Proceeding

Case No. : 09-00504 (MG)

EXPERT REPORT OF JAMES M. MARQUARDT

CONFIDENTIAL

November 23, 2016

CONFIDENTIAL SUBJECT TO PROTECTIVE ORDER

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I. INTRODUCTION

A. Qualifications

1. I have been in the title search business since 1967, when I worked as an employee in the Kalamazoo, Michigan offices of Title Bond and Mortgage Co. In those early days, I developed foundational experience performing title searches, reviewing and interpreting recorded documents, and examining title documents in the preparation of title insurance commitments.

On one occasion, I also created a tract index for part of Kalamazoo County.

2. After graduating from the University of Michigan (A.B. 1972) and from DePaul University (J.D. 1980), I returned to Title Bond and Mortgage Co. From 1986 to 1993, as president of the company, I managed a team of abstractors and other title professionals, reviewed and approved title searches and title insurance commitments, negotiated and resolved title insurance coverage questions with commercial real estate attorneys, and worked with area registers of deeds to modernize and streamline recording processes. From 1993 to 1997, I was Vice President of Corporate Real Estate at First of America Bank Corporation (“FOA”), where I managed three business groups that (i) acquired new properties for development as bank facilities, (ii) inventoried and sold properties the bank had acquired through foreclosure, and (iii) developed real estate strategies in line with overall FOA strategic planning.

3. In addition, I have extensive industry expertise concerning property descriptions and title commitments. Since 1986, I have been a member of the Michigan Land Title Standards Committee (Real Property Law Section, State Bar of Michigan), and from 2010 to 2013 I was the Chair of that Committee. I am also a member, and past Chair, of the Michigan Land Title Standards Committee’s Subcommittee on Legal Descriptions, in which capacity I redrafted land title standards concerning ambiguous legal descriptions used in recorded documents. As a

member of the Subcommittee on Partnership Conveyances, I also authored a redraft of the land title standards governing conveyance of partnership real property. Finally, I am a member of the Subcommittee on Execution, Acknowledgment and Recording of Conveyances, in which role I co-authored new land title standards regarding recording of lost mortgages and affidavits to correct deficiencies in recorded documents.

4. I joined the Kalamazoo, Michigan law firm of Lewis, Reed & Allen, P.C. in 1997, and I have been a shareholder in that firm since 1999. My practice focuses on real estate matters, including transactional work, boundary line disputes, commercial leasing, condominium development, wind farm leasing, property tax appeals, and real estate litigation.

B. Assignments

5. I have been retained by Wachtell, Lipton, Rosen & Katz and Kelley Drye & Warren LLP, counsel for JPMorgan Chase Bank, N.A. (“JPMC”), to evaluate various property, title and UCC-related issues, including performing real-property searches. My opinions are offered on behalf of JPMC as well as other Defendants who have appeared in this matter (the “Joint Defense Group”). I stand ready to testify to the opinions set forth in this report. At trial, I may provide and rely on additional visual aids and demonstrative exhibits to summarize my opinions expressed in this report and the bases for them.

6. In connection with all assignments and tasks described in this report, I was asked to assume that the person conducting any real-property search, or examining any recorded document, was acting with the skill and diligence typical of someone performing the contemplated search in the ordinary course of business. In my opinion, the skill and level of care appropriate to a real-property search, or to an examination of real-property records, depends on the nature of the subject property (*e.g.*, the chain of title or legal description for a significant

commercial property may be more complex than the corresponding information for a simple residential parcel). Accordingly, throughout this report, my discussion of actions taken by a real-property searcher assumes that the searcher has the skill, and has exercised the diligence, that is typical of a real-property searcher engaged in the business of searching for liens or encumbrances on major commercial property.

a. Eaton County, Michigan

7. My first two assignments involved performing real-property searches and examining recorded instruments in Eaton County, Michigan.

8. The two assignments in Eaton County were as follows:

- Eaton County, Michigan — “GM Lansing Delta Township Assembly Plant”. Determine whether, as of June 1, 2009, the UCC-1 fixture filing recorded with the Eaton County Register of Deeds at Liber 2113, on Page 660 (the “Eaton County Fixture Filing”), would have been identified for inclusion by a real-property searcher searching for potential liens or encumbrances recorded against the General Motors facility commonly known as the General Motors Assembly Plant in Delta Township (“Lansing Delta Township Assembly”), which is located in Eaton County, Michigan.
- Eaton County, Michigan — “GM Lansing Regional Stamping Plant”. Determine whether, as of June 1, 2009, the Eaton County Fixture Filing, defined above, would have been identified for inclusion by a real-property searcher searching for potential liens or encumbrances recorded against the General Motors facility commonly known as the General Motors Lansing Regional Stamping Plant in Delta Township (“Lansing Regional Stamping”), which is also located in Eaton County, Michigan.

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b. Oakland County, Michigan

9. Separately, I was asked to (i) research the history of the land where two General Motors facilities are located in Oakland County, Michigan and (ii) provide my opinion, based on information available from the land records, concerning any historical relationship between the two parcels. My task was as follows:

- Oakland County, Michigan — “Powertrain Engineering Pontiac” and “MFD Pontiac”. Determine whether, from November 29, 2006 to June 1, 2009, two General Motors facilities located in Oakland County, Michigan (referred to as “MFD Pontiac” and “Powertrain Engineering Pontiac”) were situated upon land that was (i) identified by the same tax parcel number or numbers, and/or (ii) conveyed by a single instrument recorded with the Oakland County Register of Deeds.

C. Summary of Opinions

10. Based on my professional experience and my analysis of the relevant facts, I have reached the following three conclusions:

- Eaton County, Michigan — “Lansing Delta Township Assembly”. As of June 1, 2009, a real-property searcher performing a title search for the GM Lansing Delta Township Assembly plant would have discovered the Eaton County Fixture Filing while searching Eaton County’s grantor-grantee index for documents recorded against General Motors. The searcher then would have seen that Exhibit A to the Eaton County Fixture Filing contained (i) a stamp that referred to “GM Assembly Lansing Delta,” (ii) a metes-and-bounds description that covered land located in Section 28 of the Delta Township Assessor’s tax map, and (iii) several ambiguities concerning the scope of the encumbered property. From these facts, and other facts that a searcher would have possessed or obtained (*e.g.*, the common name of the subject property, the street address, the tax parcel number(s) where the property is located, and a then-current tax assessor map), the searcher would have identified the Eaton County Fixture Filing as a potential encumbrance

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recorded against Lansing Delta Township Assembly on any search report provided to the client who requested the search (*e.g.*, a potential purchaser or lender). As a result, the client would have been put on notice that “JPMorgan Chase Bank, N.A., as Administrative Agent” may have had a lien against the fixtures at Lansing Delta Township Assembly. In my experience, the client then would have contacted General Motors to ask for an explanation concerning the Eaton County Fixture Filing, and General Motors would have disclosed the relevant details about the lien.

- Eaton County, Michigan — “Lansing Regional Stamping”. A real-property searcher performing a title search for the GM Lansing Regional Stamping plant would have discovered the Eaton County Fixture Filing while searching Eaton County’s grantor-grantee index for documents recorded against General Motors. Next, by inputting either of the common street addresses for the Lansing Regional Stamping plant into the Delta Township Assessor’s database, a real-property searcher would have determined that Lansing Regional Stamping and Lansing Delta Township Assembly were both located (i) in the same “Section” of the tax map and (ii) in a large, shaded area of the tax map described by Delta Township as “the General Motors LDT Plant.” Thus, for the same reasons discussed with respect to Lansing Delta Township Assembly, a real-property searcher would have identified the Eaton County Fixture Filing as a potential encumbrance recorded against Lansing Regional Stamping on any search report provided to the client who requested the search. As a result, the client would have been put on notice that “JPMorgan Chase Bank, N.A., as Administrative Agent” may have had a lien against the fixtures at Lansing Regional Stamping. In my experience, the client then would have contacted General Motors to ask for an explanation concerning the Eaton County Fixture Filing, and General Motors would have disclosed the relevant details about the lien.
- Oakland County, Michigan — “Powertrain Engineering Pontiac” and “MFD Pontiac”. From November 29, 2006 to June 1, 2009 (indeed, until July 20, 2011), two General Motors facilities located in Oakland County, Michigan (referred to as “MFD Pontiac” and “Powertrain Engineering Pontiac”) were situated upon land

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that was identified by a single tax parcel number in the Oakland County records (14-21-101-004). Furthermore, on three separate occasions between 2000 and 2009, title to that entire parcel was transferred from an entity affiliated with General Motors to another entity affiliated with General Motors. Each time, a single deed of conveyance transferred title to substantially all of the land where both MFD Pontiac and Powertrain Engineering Pontiac were located. As such, the land on which the two General Motors facilities sat was related in the Oakland County records during those years.

D. Compensation

11. I am being compensated in this matter at a rate of \$350.00 per hour, including any testimony. Others working under my supervision and direction have assisted me in this matter. My compensation is not contingent upon the substance of my opinions or the outcome of this case.

E. Prior Testimony

12. I have not served as an expert witness in the past four years.

F. Documents and Information Considered

13. I have prepared this report based on the documents, discovery materials, and other evidence available to me to date. My opinions are based on the materials referenced in this report. A list of the materials I have considered in forming my opinions in this report is included in Appendix D to this report. I have also drawn on my extensive experience as an expert in title examination and title review.

14. I reserve the right to change my conclusions or opinions should any additional information be provided to me in the future and to supplement or amend them to address any additional expert opinions offered in this litigation.

G. Organization of this Report

15. This report is organized as follows. In Section II, I review the steps and processes typically utilized by a real-property searcher when conducting a search of property records maintained at a register of deeds office. In Section III, I report the results obtained for each of the three searches that I was requested to conduct. In Section IV, I set forth my conclusions as to each search.

II. TITLE SEARCHES – BASIC CONSIDERATIONS

16. In Michigan, the responsibility for receiving and recording instruments affecting interests in real property lies with the register of deeds for the county where the property is located.¹ Depending on whether the register of deeds maintains online records, the search may require travel to each register of deeds' office for the purpose of conducting the search, including reviewing the indices utilized by that office.²

A. Grantor-Grantee Index

17. All Michigan registers of deeds are required by statute to keep an index of all documents received for recording, which the statute designates as “instruments.” This index is required to include, among other things: (i) reference to the name(s) of all parties named in the instrument; (ii) the type of instrument, such as a deed or a mortgage; (iii) the date the instrument is processed for recording; (iv) the general location of the land; and (v) the unique identifying number

¹ Some states identify this office as the recorder of deeds, rather than the register of deeds.

² In Michigan, governmental entities, including registers of deeds, are statutorily authorized to provide for and regulate “enhanced access” to certain public records by digital means (M.C.L.A. § 15.441-45). The offices of some registers of deeds have made their records accessible online, but because it is not clear that all search functions are also available through an online search, the typical approach for a title-searcher is to do all title searches in person at each register of deeds office.

assigned to the instrument — historically called the “liber and page,” but more recently called the “document number.”³

18. This system is commonly known as the “grantor-grantee” index. To perform a search in the grantor-grantee index, a searcher must input the name of the grantor (typically, the owner of the relevant property or another party in interest) into the county’s record system. That search yields a list of all documents encumbering the grantor’s property interests in the relevant county (e.g., deeds, mortgages, leases, UCCs, etc.).

19. The terms “real-property search” and “title search” may be used interchangeably to refer to a search of this grantor-grantee index.

B. Preliminary Review of Assessor’s Records

20. In order to perform a grantor-grantee search, a real-property searcher first must identify the name of the current owner of a given parcel of land. A searcher typically gathers this information by visiting the local assessor’s or treasurer’s office (or by accessing online services maintained by those offices). These records permit a real-property searcher to identify the owner of a given parcel of land based on the common street address of the subject property.

21. From the assessor’s records, a real-property searcher can also identify the “tax parcel” and “Section” of the assessor’s tax map where a given street address is located. This information is invaluable to a searcher because many instruments describe the subject property by reference to the applicable tax parcel(s) or Section(s).

22. In fact, even if the relevant grantor name, tax parcel number, and Section number have already been provided, a real-property searcher would typically still begin his or her real-property search at the office of the local assessor. Every assessor maintains a tax parcel map that

³ See M.C.L.A. § 565.28.

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depicts all of the tax parcels and Sections in a given area. By helping a real-property searcher to visualize the relative locations of various tax parcels and Sections, the assessor's map greatly simplifies the task of interpreting the legal descriptions set forth on recorded instruments.⁴ For that reason, a real-property searcher typically would obtain such a map early in the real-property search process.

23. It should be noted, however, that an assessor keeps a record of ownership for only one purpose: to identify the party to which a tax bill should be mailed. Thus, in my experience, while the assessor's records are usually correct, errors can and do happen — particularly where members of the assessor's staff have copied some but not all of the available title information onto the assessor card. A real-property searcher knows this, and during the title search itself, he or she remains alert for new or additional information that may become apparent from the recorded documents.

C. Using the Grantor-Grantee Index

24. Once a searcher has identified the name of the property owner or other party in interest, and after he or she obtains the other relevant information and materials from the assessor's office, the searcher can perform a search of the grantor-grantee index at the office (or in some jurisdictions on the website) of the register of deeds.

25. As noted, a real-property searcher first inputs the owner's name into the grantor-grantee index. This process yields a list of publicly recorded documents containing the name searched.

⁴ Reference to an assessor's tax map is especially important when the subject of the search is described by a metes-and-bounds legal description. In those circumstances, a real-property searcher will refer to the tax map for the purpose of tracking the boundaries of the parcel or parcels being searched. A tax map is less important when searching a lot in a platted subdivision, where the parcel is legally identified by a simple lot number. Delta Township refers to the subject property by metes-and-bounds, not by a lot number within a plat.

The index also assigns a unique identifying number to each document on the list. This number corresponds to the location of the imaged document within the records of the register of deeds.

26. A real-property searcher is aware that, from time to time, register of deeds staff will enter party names erroneously in the grantor-grantee index, or might otherwise abbreviate a party name. In either case, searching only for the true, complete, and correct party name can cause the search to inadvertently omit relevant documents. A real-property searcher therefore should enter variations of a party's name into the grantor-grantee index.

D. Examining Potentially Relevant Documents

27. A real-property searcher will not conclude a search based solely on the findings from the grantor-grantee index; instead, the image of each potentially relevant document must be examined. This visual examination is critical, as it may identify important information on the recorded document that the register of deeds may have omitted from the grantor-grantee index. In my experience, details that are sometimes omitted from the index include: (i) one or more relevant party names (where an instrument pertains to multiple parties); or (ii) information about one or more relevant parcels (where an instrument affects more than one parcel).⁵ In the event additional information is gleaned from the documents initially located, a real-property searcher may re-run the search with revised search parameters.

28. After the searcher pulls the document images from the records of the register of deeds, the searcher becomes a title examiner — so named because he or she must now examine the documents to determine whether they are relevant. The test of “relevance” is whether the

⁵ As noted above, Michigan statutes only require a register of deeds to list the “general location of the land” in the grantor-grantee records. While some registers of deeds include very specific reference to the applicable parcels, not all registers of deeds do, nor are they required to do so. M.C.L.A. § 565.28.

recorded instrument contains a description of property that covers all or any portion of the description of the subject property.

29. Examining these descriptions is a complicated task. Subject properties are often described by “metes-and-bounds” (an ancient term for describing a parcel by tracking the courses and distances of its boundary lines) or by reference to tax parcels or Sections of a local assessor’s tax map. Furthermore, relevant documents, which can be many decades old, may describe a subject property by reference to land that has been combined from other parcels, parcels that have been renumbered, or streets that have been renamed.

30. For that reason, a party seeking to take an interest in a major commercial property (*e.g.*, a potential purchaser or new lender) will typically retain a skilled title search company to identify and examine instruments recorded against the relevant grantor.

31. In many cases, the potential purchaser or new lender will also obtain title insurance to protect itself against potential liability flowing from an undisclosed prior recorded interest. In relevant part, a title report or title insurance commitment or report typically has three components: (i) Schedule A, which identifies the interest in land to be insured; (ii) Schedule B-Part I, which sets forth certain requirements the title company places on the parties to enable the issuance of a title policy; and (iii) Schedule B-Part II, which sets forth certain “exceptions” to that insurance coverage. Schedule B-Part II (for simplicity, hereinafter called “Schedule B”) contains a list of any recorded interests that, in the title examiner’s opinion, may represent an encumbrance on title.

32. Notwithstanding whether a real-property searcher is performing an ordinary title search or preparing the contents of Schedule B to a title commitment, the goal is the same: identification of any recorded instruments that may affect a contemplated real-property

transaction. For convenience, whenever I refer to a search report in this analysis, that reference includes any search report or title commitment provided to the client who requested the search and/or title insurance.

33. In most cases, an examiner will eventually locate an instrument containing a property description that closely, if not exactly, matches the description of the subject property. In such cases, the documents are unambiguously conveyances of, or encumbrances upon, title, and would be added to any search or title insurance commitment describing or pertaining to the subject property.

34. However, there are at least two scenarios in which a description that does not technically “match” the description of the subject property may still be relevant to a real-property transaction. First, a real-property searcher would be aware that, to give valid notice of an encumbrance (*e.g.*, a lien or an easement), the description in a recorded instrument need only cover *some portion* of the subject property. Second, a real-property searcher understands that an *ambiguous* legal description may *possibly* encumber the subject property.

35. A real-property searcher is not responsible for making the ultimate legal decision as to whether a particular instrument encumbers a particular property. Thus, when faced with a recorded document which, by way of ambiguity or otherwise, does not clearly apply to a parcel, but might possibly apply, a real-property searcher would typically identify the document as a potential encumbrance in the search report provided to the client who requested the search. The results of this search report would put the client (*i.e.*, the party intending to take an interest in the subject property) on notice of a third-party’s potential interest in the subject property. The client must then decide whether to seek additional information about the recorded instruments identified by the real-property searcher as potential encumbrances to title.

36. As a practical matter, in my experience, any reasonable third party seeking to take an interest in a major commercial property would always investigate any documents identified as potential encumbrances in the results of a real-property search. Similarly, a reasonable third party would also investigate the instruments set forth on Schedule B to a title insurance commitment for that property. In either case, the potential purchaser or new lender will typically ask the current owner for an explanation of each such instrument and whether it reflects any liens against the property at interest.

III. RESULTS OF MY EXAMINATION

A. Eaton County, Michigan – “Lansing Delta Township Assembly”.

37. My first task was to establish whether, as of June 1, 2009, the Eaton County Fixture Filing would have been identified for inclusion by a real-property searcher searching for liens or encumbrances recorded against the Lansing Delta Township Assembly plant in Eaton County, Michigan.

38. The common street address for the Lansing Delta Township Assembly plant is 8175 Millett Highway. Thus, before travelling to the Eaton County Register of Deeds, I visited the online site of the Delta Township Assessor to locate (i) the name of the record owner, (ii) the tax parcel number(s), and (iii) the Section(s) of the tax map corresponding to 8175 Millett Highway. This street address led me to two separate webpages in the Delta Township Assessor’s online records.

39. Exhibit 1 depicts the Delta Township Assessor’s webpage for the property described as “8175 Millett Hwy Sec 33 – Grand Ledge, MI 48837.” The owner is identified as “General Motors Corporation,” together with a mailing address in Detroit, Michigan. The webpage provides a tax parcel number of 040-033-100-085-00. It also includes what in the title industry

is called a “tax legal,” which is a legal description heavily abbreviated using a kind of assessor shorthand. Assessors use these abbreviations so that a legal description, or a part of it at least, will fit into the space available on the assessor’s records. Deciphering the tax description tells us that the tax parcel covers land in three Sections of the Delta Township Assessor’s tax map: (i) a 33’ strip across the south portion of Section 28, constituting the north ½ of a vacated portion of Millett Highway; (ii) a 33’ strip across the easterly portion of Section 32, constituting the west ½ of a vacated portion of Guinea Road; and (iii) a large swath of Section 33, identified in the tax description almost in passing, simply as “parts” of Section 33 “lying [west] of [the] [west] line [of highway] I-69/I-96.” The property is indicated as having a total area of approximately 324 acres.⁶

40. Exhibit 2 depicts the Delta Township Assessor’s webpage for the property identified as “8175 Millett Hwy – Lansing, MI 48917.”⁷ Once again, the record owner is identified as “General Motors Corporation,” together with a (different) mailing address in Detroit, Michigan. The webpage provides a different tax parcel number of 040-033-100-090-00. There also appears a black-and-white schematic drawing of a structure, shown in overhead view. Assessors call this a sketch. The legal description is again in abbreviated form, and is what is described as a perimeter metes-and-bounds description. This second parcel is located entirely in the northerly

⁶ There is a note in the tax description that the parcel was “transferred” to the City of Lansing under a PA 425 Agreement. *See* M.C.L.A. § 124.21, *et seq.* PA 425 Agreements are conditional intergovernmental transfers of jurisdiction for purposes of taxation, and do not affect title. The indicated *ad valorem* taxes on the parcel, for all years from 2013 through 2016, is indicated as “\$0.00.”

⁷ This second entry pertaining to “8175 Millett Highway” has an address in Lansing, Michigan, whereas the first entry was purportedly located in Grand Ledge, Michigan. From the other information on the assessor’s webpage, it is clear that the legal description associated with both entries covers land in Lansing. These facts illustrate a point made earlier in this report: an assessor’s records are not always entirely accurate.

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portion of Section 33.⁸ These were the only parcels identified in the Delta Township Assessor's records as being associated with 8175 Millett Highway.

41. My next preliminary step was to obtain a tax map, or the next best thing. Because my task was to provide my opinion on what a real-property search as of June 1, 2009 would have shown, I asked the staff of the Delta Township Assessor's office to provide any maps that were in effect at that time. Exhibit 3 contains the 2009 maps that I received. The "2009 Tax Base Maps" of Delta Township show one very large parcel, highlighted in gray, covering: (i) the southerly portion of Section 28 west of I-69/I-96; (ii) the majority of Section 32; and (iii) the part of Section 33 west of I-69/I-96. *See* Exhibit 3 at 1. Another map provided by the Delta Township Assessor's office labels this entire gray area as the "General Motors LDT Plant." *See* Exhibit 3 at 5.⁹

42. With this information in hand, I drove to the Eaton County Register of Deeds. The Register of Deeds staff directed me to a terminal connected to the Register of Deeds database. I logged on and came to the search query screen. This screen is the key to any title search. The screen requested the following criteria:

1. Search Type
2. Display
3. Name Options
4. Municipality
5. Recorded from [date] to [date]
6. Document Types [with drop-down menu]

⁸ As with the first parcel, there is a reference to a PA 425 Agreement with the City of Lansing, and the *ad valorem* taxes on the parcel, for all years from 2013 through 2016, are again indicated as "\$0.00."

⁹ The Delta Township Assessor's current tax map, available online, still labels a very similar gray area as "*GM-Lansing De[lt]a Twp Assembly*." URL: <https://www.deltami.gov/arcgis/apps/webappviewer/index.html?id=3b3b0fc8129b4e7d8f86a37c926a55af> (last visited Nov. 20, 2016).

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43. I initially requested the following:

1. Search Type: All
2. Display: 100 [per page]
3. Name Options: General Motors
4. Municipality: Delta Township
5. Recorded from: 01/01/1987 to 06/01/2009
6. Document Types: Deeds, Fixture Filings, Liens, Miscellaneous, and Mortgages; but not Plats

44. As to the choice of dates, any title search has two dates: a start date and an end date. To engage in a “search,” a title searcher must know when to start and when to end. In this case, I was instructed to determine whether a real-property searcher would have identified the Eaton County Fixture Filing as of the date of the General Motors bankruptcy — June 1, 2009. With that instruction in mind, I set my search to begin on the first date that is available in the Register of Deeds database (January 1, 1987) and I searched for documents recorded through June 1, 2009, involving “General Motors” as the grantor.

45. Exhibit 4 shows the results of this search as they appeared in the Eaton County grantor-grantee index.¹⁰ The Eaton County Fixture Filing is the eleventh item in a list of 87 distinct documents.¹¹ According to the index’s short description of the Eaton County Fixture Filing, the instrument pertains to land located in Section 28 of Delta Township. Notably, as discussed, Section 28 *also* contains some of the land associated with the common street address (8175 Millett Highway) of the subject facility (Lansing Delta Township Assembly). Much of Section

¹⁰ The system at the Eaton County’s Register of Deeds does not permit users to print the search results page. I captured the information in a succession of seven (7) photographs. I later downloaded the images.

¹¹ While the Eaton County Register of Deeds search results page listed 104 documents, eleven documents were listed in duplicate (2113-0660; 2091-1241; 2012-0504; 1974-0322; 1923-0800; 1899-0301; 1780-0956; 1616-0248; 1570-0756; 1537-0543; and 1530-0581), and three documents were listed in triplicate (2103-1136; 2068-0838; and 1804-0734), resulting in a net result of 87 discrete documents actually found as a result of the indicated search.

28 is also within the gray area, labeled “General Motors LDT Plant,” on the Delta Township Assessor’s maps. Therefore, from the initial results of a grantor-grantee search, a real-property searcher would have recognized the Eaton County Fixture Filing as an instrument that potentially affected title to the Lansing Delta Township Assembly plant.

46. As mentioned above, however, a title searcher should never rely on the index alone as the definitive answer concerning whether a document is responsive to a particular search. The key is the document itself. Exhibit 5 is a collection of all of the documents that resulted from my search of the Eaton County Register of Deeds records. One such document, the Eaton County Fixture Filing, is attached as Exhibit 6. I examined the Eaton County Fixture Filing and all other documents identified by such search that potentially could have affected the Eaton County Fixture Filing.

47. Many of the documents found in my search were conveyances and documents relating to other properties. Because I was searching for instruments that might pertain to the subject property, I was left with the following five, the last one being the subject fixture filing:

1. UCC Fixture Filing – US Bank Trust; L. 1773, P. 512; Rec. 11 Dec 2003
2. Amended Notice of Commencement – General Motors Corporation; L. 1804, P. 734; Rec. 03/29/2004
3. Claim of Lien – Butler Mfg. Co.; L. 1910, P. 682; Rec. 03/08/2005
4. Claim of Lien – Michigan Bricklayers and Allied Craftworkers; L. 2005, P. 385; Rec. 01/26/2006
5. UCC Fixture Filing – JP Morgan Chase Bank; L. 2113, P. 660; Rec. 04/26/2007

48. As I examined the documents, I realized that the Lansing Delta Township Assembly plant was identified differently in different documents — that is, it was identified by several variations in its name, such as “GM Assembly Lansing Delta” (*see* Exhibit 5 at 79), or in other cases as “GM Lansing Delta Twp. Assembly Plant” (*see* Exhibit 5 at 108-31). From a title examiner’s point of view, that is a red flag, as the Register of Deeds staff may have indexed relevant

documents using variations in the name. As a result, I ran another search, this time for “GM,” other search variables being held constant. That search resulted in two types of documents: first, a raft of consumer and residential loan documents involving GMAC (General Motors Acceptance Corporation), which were inapplicable; and second, five (5) Claims of Lien relating to construction claims that were directly applicable to, and indexed under, “GM Lansing Delta Twp. Assembly Plant (Owner).” For each Claim of Lien, there was attached a legal description that appeared to describe the facility located on land in Sections 32 and 33, which I knew had a common address of 8175 Millett Highway.

49. Having identified all of these documents, I began the task of examining their contents. The Eaton County Fixture Filing, which covers “all fixtures located on the real estate described in Exhibit A” to that filing, stood out from the rest. The description set forth on Exhibit A contains several disparate references: (i) a stamp that reads “GM Assembly Lansing Delta,” which is commonly identified with the street address of 8175 Millett Highway; (ii) a metes-and-bounds description describing land in the southerly portion of Section 28 of Delta Township;¹² (iii) a heading stating that the property is located in Lansing Township; and (iv) an indicated street address of 8400 Millett Highway. *See* Exhibit 6 at 3. A real-property searcher would have taken note of each of these facts.

50. First, an examiner searching for encumbrances to title for the Lansing Delta Township Assembly plant would have recognized that the Eaton County Fixture Filing contains a stamp setting forth a well-known name of that facility. Because Exhibit A to the Eaton County Fixture

¹² Specifically, the metes-and-bounds description on the Eaton County Fixture Filing describes: “S ½ SEC 28 LYING W OF W LINE HWY 1-96/69, EXC NW ¼ OF SW ¼, AND EXC PARTS S & E OF LINE COM 100 FT W OF S ¼ COR SAID SEC, TH N 50 FT, E 400 FT, N 25 FT, E 188.65 FT TO W LINE SAID HWY R/W & POE, EXC LANDS USED FOR GUNIEA RD & MILLETT HWY; 144 ACRES +/-; SEC 28 T4N R3W.” *See* Exhibit 6 at 3.

Filing refers to “GM Assembly Lansing Delta” by name, and because the fixture filing pertains to “all fixtures located on the real estate described in Exhibit A,” a real-property searcher would have identified the Eaton County Fixture Filing as an instrument that *potentially* encumbered title to the Lansing Delta Township Assembly plant as of June 1, 2009.

51. Second, a real-property searcher would have (i) taken note of the fact that the metes-and-bounds description on the Eaton County Fixture Filing describes land in the southerly portion of Section 28 of the assessor’s tax map and (ii) considered it as also describing a potential encumbrance on the Lansing Delta Township Assembly plant. As noted, there is a shaded area on the assessor’s tax map that encompasses large swaths of Sections 32, 33, and 28 (including the southerly portion of Section 28). *See* Exhibit 3 at 1. Moreover, at the relevant time, Delta Township labeled that entire area as “General Motors LDT Plant.” *See* Exhibit 3 at 5. Thus, a real-property searcher searching for any potential liens against the Lansing Delta Township Assembly plant clearly would have identified the Eaton County Fixture Filing (which covered land described by the local government as “General Motors LDT Plant”) on any search report provided to the client who requested a search for GM Lansing Delta Township Assembly.

52. Third, in light of the following ambiguities that appear on the face of the Eaton County Fixture Filing, an examiner would have been especially likely to include the filing in any title search report concerning the Lansing Delta Township Assembly plant:

- The short legal description on Exhibit A describes by metes-and-bounds certain land located in “Sec 28 T4N R3W,” which is an abbreviation for “Section 28, Town 4 North, Range 3 West.” It should be noted that “Town 4 North, Range 3 West” is an identifier for Delta Township. However, the heading above the legal description on Exhibit A references “*Lansing* Township,” not Delta Township as

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one might expect.¹³ A real-property searcher would know that the facility was actually located in Delta Township. The conflicting reference to Lansing Township was, therefore, a red flag. Having identified this discrepancy, a title examiner would have understood that other information set forth on Exhibit A to the Eaton County Fixture Filing likewise may have been imprecise.

- From the assessor's tax map, a real-property examiner would have known that Section 28 (which appears on the Eaton County Fixture Filing) *also* contains some of the land associated with 8175 Millett Highway (the common address for the Lansing Delta Township Assembly facility). *See* Exhibit 1. Upon closer investigation, however, a real-property searcher would have determined that Section 28 (described in part by metes-and-bounds in the Eaton County Fixture Filing) is located *north* of Millett Highway, whereas the Lansing Delta Township Assembly facility (identified by name in that same fixture filing) is to the *south*. This further ambiguity would have been another reason for a title examiner to identify in any search report the Eaton County Fixture Filing as an ambiguous document that potentially affected title to the Lansing Delta Township Assembly plant.
- Finally, the street address set forth on the Eaton County Fixture Filing (8400 Millett Highway) is inconsistent with the common street address for the facility identified by name on that filing ("GM Assembly Lansing Delta"). As discussed, the Lansing Delta Township Assembly plant is located at 8175 Millett Highway.

53. The several inconsistent "descriptions" on Exhibit A to the Eaton County Fixture Filing render that document ambiguous, and that fact, in my opinion, would have been sufficient to cause a title examiner to identify the instrument as a potential encumbrance on any real property search report provided to the client who requested the search or title commitment (*e.g.*, a potential purchaser or lender). The inclusion of the Eaton County Fixture Filing on the search

¹³ Eaton County contains 16 townships: Bellevue, Benton, Brookfield, Carmel, Chester, Delta, Eaton Rapids, Eaton Township, Hamlin, Kalamo, Oneida, Roxand, Sunfield, Vermontville, Walton, and Windsor. There is no Lansing Township in Eaton County.

report thus would have put the potential purchaser or lender who received the search report on notice that “JPMorgan Chase Bank, N.A., as Administrative Agent” may have had a lien against the fixtures in the Lansing Delta Township Assembly plant.

54. Upon receipt of the resulting title search report, in my experience, the potential purchaser or lender would have contacted General Motors to ask for an explanation concerning the Eaton County Fixture Filing. In my experience, the property owner (General Motors in this instance) then would have disclosed to the potential purchaser or lender the relevant details about the lien.

B. Eaton County, Michigan – “Lansing Regional Stamping”.

55. I was also asked to review those same Eaton County records to determine whether, as of June 1, 2009, the Eaton County Fixture Filing would have been identified for inclusion by a real-property searcher searching for liens or encumbrances recorded against the General Motors facility known as “Lansing Regional Stamping,” also located in Eaton County, Michigan.

56. I was advised by Wachtell, Lipton, Rosen & Katz (as I likely would have been by a client in 2009) that the Lansing Regional Stamping plant has two common street addresses: (i) 8175 Millett Highway (the same address as the Lansing Delta Township Assembly facility);¹⁴ and 8001 Davis Highway (an address on the roadway that runs along the south side of the Lansing Delta Township Assembly facility). The following analysis would be the same, however, if I had been provided with either one of the two addresses.

57. My first step, once again, was to visit the office of the Delta Township Assessor. From the assessor’s records, a real-property searcher would have learned that both of the addresses for Lansing Regional Stamping (8175 Millett Highway and 8001 Davis Highway) encompass land

¹⁴ See Exhibit 7 (GM Corporate Newsroom, *Lansing Delta Township/Lansing Regional Stamping* (revised Mar. 30, 2016)).

in Sections 28, 32, and 33 of the assessor's tax map. *See* Exhibit 1 (8175 Millett Highway); Exhibit 8 (8001 Davis Highway).

58. Next, from the Delta Township Assessor's tax map, a real-property searcher would have taken note of the fact that swaths of Sections 28, 32, and 33 are all contained within the shaded area. Exhibit 3 at 1. As discussed, as of 2009, Lansing Delta Township has labeled that shaded area as "General Motors LDT Plant." Exhibit 3 at 5.

59. At the Eaton County Register of Deeds, I therefore performed the same grantor-grantee index search. For the reasons discussed above, a real-property searcher would have discovered the Eaton County Fixture Filing while searching Eaton County's grantor-grantee index for instruments recorded against General Motors.

60. While examining the Eaton County Fixture Filing, an examiner searching for potential encumbrances against Lansing Regional Stamping first would have taken note of the stamp on that filing. Having already determined that Lansing Regional Stamping was located within an area captioned by Delta Township as "General Motors LDT Plant," the examiner would have matched the stamp ("GM Assembly Lansing Delta") on the Eaton County Fixture Filing with the designation on the Delta Township Assessor's tax map ("General Motors LDT Plant"). A real-property examiner would not have ignored this overlap. A real-property examiner likewise would have taken notice of the fact that the Eaton County Fixture Filing covers land in the southerly portion of Section 28 — an area that, according to the assessor's records, is associated with both addresses for the Lansing Regional Stamping plant (8175 Millett Highway and 8001 Davis Highway). Accordingly, the examiner would have concluded that the Eaton County Fixture Filing was a potential encumbrance on title to Lansing Regional Stamping.

CONFIDENTIAL SUBJECT TO PROTECTIVE ORDER

61. Moreover, because of the ambiguities discussed in paragraph 52 above, a real-property examiner would have understood that the legal description in the Eaton County Fixture Filing was imprecise in any event. Thus, although GM Lansing Regional Stamping is not referenced by name on the exhibit to the Eaton County Fixture Filing, a real-property searcher would have understood the filing to be ambiguous and therefore would have listed the Eaton County Fixture Filing as a potential encumbrance on any search report provided to the client who requested the search. The inclusion of the Eaton County Fixture Filing on the search report thus would have put the potential purchaser or lender who received the search report on notice that “JPMorgan Chase Bank, N.A., as Administrative Agent” may have had a lien against the fixtures in the Lansing Regional Stamping plant.

62. Upon receipt of the resulting title search report, in my experience, the potential purchaser or lender would have contacted General Motors to ask for an explanation concerning the Eaton County Fixture Filing. In my experience, the property owner (General Motors in this instance) then would have disclosed to the potential purchaser or lender the relevant details about the lien.

C. **Oakland County, Michigan – “Powertrain Engineering Pontiac” and “MFD Pontiac”.**

63. My final task was to determine whether, from November 29, 2006 to June 1, 2009, two General Motors facilities located in Oakland County, Michigan (commonly known as “MFD Pontiac” and “Powertrain Engineering Pontiac”) were situated upon land that was related in the Oakland County land records, including whether the land was (i) identified by the same tax parcel number or numbers, and/or (ii) conveyed by a single instrument recorded with the Oakland County Register of Deeds. “Powertrain Engineering Pontiac” is located at 895 Joslyn

Road in Pontiac, and “MFD Pontiac” is located across the street (Glenwood Avenue) from the powertrain facility at 220 East Columbia Avenue.

64. In advance of my visit to Oakland County (near Detroit), I was provided with an aerial map of the two subject properties, showing the location of both facilities. That aerial map is attached as Exhibit 9.

65. I then drove to the Oakland County Register of Deeds. As compared with the Eaton County Register of Deeds, Oakland County places greater emphasis on tax parcel numbers (known as “Sidwell” numbers in Oakland County). These parcel numbers typically appear adjacent to the legal description on recorded instruments. Indeed, the Oakland County Register of Deeds will add the applicable parcel number to a document if it is missing. The staff advised me that this process enables the Oakland County document database to track documents not only by party names, but also by the tax parcel (Sidwell) number.

66. The Register of Deeds staff then made available to me the use of a computer terminal. I logged on and came to the search query screen. The screen requested the following criteria:

1. Name
2. Document Types
3. Search Type
4. Dates

67. I requested the following search parameters:

1. Name: General Motors
2. Document Type: All
3. Search Type: Land
4. Dates: 01/01/1987 to 06/01/2009

68. I initially performed an ordinary grantor-grantee search. This search resulted in a very high volume of documents pertaining to General Motors. I then decided to narrow my search to documents carrying the Sidwell parcel number(s) associated with the “MFD Pontiac” and

“Powertrain Engineering Pontiac” properties. I therefore needed to determine the parcel numbers for the properties where the two facilities were located.

69. At my request, the Register of Deeds staff printed a map of the relevant area that describes parcels by their Sidwell numbers. I have attached this map as Exhibit 10. I confirmed with the staff that the numbers set forth on Exhibit 10 are the current parcel numbers for the depicted land.

70. From information contained in Exhibit 9 (the aerial map provided by Wachtell Lipton) and Exhibit 10 (the map of current tax parcel numbers), I determined that the facility commonly known as “MFD Pontiac,” located west of Glenwood Avenue, sits primarily, if not entirely, on a parcel that is currently numbered “14-17-476-002.” To the east, across Glenwood Avenue, the facility commonly known as “Powertrain Engineering Pontiac” sits primarily, if not entirely, on current parcel “14-21-102-001.”

71. My next step was to investigate the tax parcel history for the two facilities. A tax parcel history is a summary of the former tax parcels that were combined or split into the current tax parcels, called a “land lineage” report by the Register of Deeds. To obtain this information, I requested a Register of Deeds staff-person to search the office’s database for the tax parcel histories for the two Sidwell numbers listed above (14-17-476-002 and 14-21-102-001), and at my direction that search was made. I reviewed the data entries, and I monitored the search as it progressed.

72. Exhibit 11 shows the tax parcel history for the parcel currently designated as 14-21-102-001, which corresponds to the Powertrain Engineering Pontiac plant. The “land lineage” reveals that, prior to July 20, 2011, the land that currently constitutes parcel number 14-21-102-001 was

recorded as three separate parcels — 14-16-376-007, 14-21-101-004, and 14-21-101-005 — all of which are now deemed “inactive” Sidwell numbers.¹⁵ Exhibit 11 at 3.

73. I next requested the Oakland County staff to perform a tax parcel history search of the parcel where “MFD Pontiac” is located (current Sidwell number 14-17-476-002). Exhibit 12 shows that, prior to 2011, the land constituting this parcel was recorded as four separate parcels: 14-16-376-007, 14-17-426-002, 14-21-101-004, and 14-21-101-005 — all of which are also now “inactive” Sidwell numbers.

74. At my request, the Register of Deeds staff then ran a search on their computers seeking only documents with any of the two current Sidwell numbers for “MFD Pontiac” and “Powertrain Engineering Pontiac” (parcels 14-21-102-001 and 14-17-476-002). Again, I reviewed the data entries, and I monitored the search as it progressed. The search results located six conveyances, among many other documents, but only four of those conveyances were recorded within the relevant time frame from January 1, 1987 to June 1, 2009. The other two deeds were recorded after my requested end date. The relevant deeds were:

1. Exhibit 13: Quitclaim Deed from General Motors Corporation to General Motors Acceptance Corporation, dated as of March 30, 2000, and recorded July 26, 2000, in Liber 21632, on Page 485, conveying 14-16-376-007, 14-21-101-004, and 14-21-101-005.
2. Exhibit 14: Quitclaim Deed from General Motors Acceptance Corporation to GM Facilities Trust No. 2000-1, dated as of March 30, 2000, and recorded July 26, 2000, in Liber 21632, on Page 489, conveying 14-16-376-007, 14-21-101-004, and 14-21-101-005.
3. Exhibit 15: Quitclaim Deed from GM Facilities Trust No. 2000-1 to General Motors Corporation, dated as of February 28, 2007, and recorded March 23, 2007, in Liber 38914, on Page 742, conveying 14-21-101-004, 14-21-101-004-01, and 14-21-101-004-01-02.
4. Exhibit 16: Deed of Gift from General Motors Corporation to City of Pontiac, dated as of December 19, 2008, and recorded June 1, 2009, in Liber 41202, on Page 713, conveying pt (“part”) 14-21-101-004; pt 14-16-376-007; and pt 14-21-101-005.

¹⁵ An “inactive” Sidwell number is a former tax parcel number that is no longer in use.

75. I examined these four deeds to determine if any included Sidwell numbers within the “land lineage” of *both* Powertrain Engineering Pontiac *and* MFD Pontiac. Following my examination of the documents, I concluded that all four deeds include the following parcel numbers that appear in the “land lineage” of *both* facilities:

14-16-376-007
14-21-101-004
14-21-101-005

76. I then entered each of these inactive parcel numbers into the online database of Oakland County’s “Assessment and Taxation” unit.¹⁶ Exhibit 17 shows the outline of former parcel 14-21-101-004. This single, historical parcel included most of the land where *both* MFD Pontiac and Powertrain Engineering Pontiac are located.¹⁷ From the “land lineages” in Exhibits 11 and 12, it appears that the two facilities were located on this shared parcel until the parcel was divided on or about July 20, 2011.

77. Moreover, from the conveyances listed above, it is clear that, on each of three separate occasions between July 26, 2000 and March 23, 2007, title to that entire shared parcel (14-21-101-004) was transferred from one entity affiliated with General Motors to another entity affiliated with General Motors. Two of these conveyances occurred on March 30, 2000 (both recorded on July 26, 2000), while the third took place on February 28, 2007 (recorded on March 23, 2007). Each time, a single deed of conveyance transferred title to *all* of the land where *both* MFD Pontiac *and* Powertrain Engineering Pontiac are located.

¹⁶ Oakland County Michigan, <https://gis.oakgov.com/PropertyGateway/Home.mvc> (last visited Nov. 20, 2016).

¹⁷ Any additional square footage for *both* MFD Pontiac and Powertrain Engineering Pontiac is located on another of the shared, historical parcels that appear in the “land lineage” of both facilities — namely, former parcel 14-16-376-007. See paragraph 75 above and Exhibit 18.

78. On December 19, 2008 (recorded June 1, 2009), General Motors Corporation deeded the City of Pontiac a “part” of the shared parcel so the City could develop a road between MFD Pontiac and Powertrain Engineering Pontiac, but there was no split to the shared parcel at that time. *See* Exhibit 16. In other words, even after a new road was constructed between them, the two facilities remained on a single shared tax parcel (14-21-101-004) for two more years (until the parcel was finally split by the assessor on July 20, 2011). This only underscores the fact that the two facilities were located on plots of land that were formally connected to one another in the land records during the entire relevant period (November 29, 2006 to June 1, 2009).

IV. CONCLUSIONS

79. As of June 1, 2009, the Eaton County Fixture Filing would have been discovered by a real-property searcher searching Eaton County’s grantor-grantee index for instruments recorded against General Motors. For the reasons discussed above, the searcher would have identified the Eaton County Fixture Filing as a potential encumbrance recorded against the Lansing Delta Township Assembly plant on any search report provided to the client who requested the search. As a result, the client would have been put on notice that “JPMorgan Chase Bank, N.A., as Administrative Agent” may have had a lien against the fixtures at Lansing Delta Township Assembly. In my experience, the client then would have contacted General Motors to ask for an explanation concerning the Eaton County Fixture Filing, and General Motors would have disclosed the relevant details about the lien.

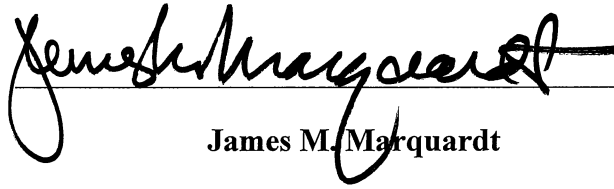
80. As of June 1, 2009, the Eaton County Fixture Filing would have been discovered by a real-property searcher searching Eaton County’s grantor-grantee index for instruments recorded against General Motors. For the reasons discussed above, the searcher would have identified the Eaton County Fixture Filing as a potential encumbrance recorded against the Lansing Regional

Stamping plant on the search report provided to the client who requested the search. As a result, the client would have been put on notice that “JPMorgan Chase Bank, N.A., as Administrative Agent” may have had a lien against the fixtures at Lansing Regional Stamping. In my experience, the client then would have contacted General Motors to ask for an explanation concerning the Eaton County Fixture Filing, and General Motors would have disclosed the relevant details about the lien.

81. From November 29, 2006 to June 1, 2009, the GM MFD Pontiac plant and the GM Powertrain Engineering Pontiac facility were situated upon land that was (i) identified by a single tax parcel number in the Oakland County records (14-21-101-004), and (ii) conveyed three separate times, from one General Motors affiliate to another, by a single deed of conveyance that transferred title to substantially *all* of the land where *both* MFD Pontiac *and* Powertrain Engineering Pontiac were located.

Date:

November 23, 2016



James M. Marquardt

APPENDIX A: CURRICULUM VITAE

JAMES M. MARQUARDT
1408 Long Road
Kalamazoo, Michigan 49008

jmarquardt@lewisreedallen.com

Home: (269) 342-6596
Work: (269) 553-1419
Cell: (269) 760-4415

EMPLOYMENT

Lewis, Reed & Allen, P.C.
Senior Associate, 1997-1999
Shareholder, 1999-Present

Real Estate practice, including Transactions; Review of Title Documents; Resolution of Title Issues; Commercial Leasing; Condominium Development; Oil, Gas and Minerals Leasing; Boundary Line Disputes; Wind Farm Leasing; Dams; Property Tax Appeals; Real Estate Litigation; Construction Contracts; Aviation Law.

First of America Bank Corp.
VP-Corporate Real Estate

1993-1997

Managed three business groups for the holding company of this Fortune 500 financial institution, which (1) acquired new properties for development as bank facilities; (2) inventoried and sold bank-acquired ORE properties; and (3) developed real estate strategies in line with overall FOA strategic planning.

Title Bond & Mortgage Co.
President

1986-1993

Oversaw daily maintenance of title plant; managed team of abstractors and other title professionals; reviewed and approved title searches and title insurance commitments; negotiated and resolved title insurance coverage questions with commercial real estate attorneys; worked with area Registers of Deeds to modernize and streamline recording process.

1967-1972

Worked summers and holidays as a student employee, learning the operations of a title plant; abstracting and title searches; review and interpretation of recorded documents; title examination in the preparation of title insurance commitments; and entrusted with creating a tract index for the area of Kalamazoo County (Sections 18 and 19, Ross Township) with the oldest occupation by European settlers.

PROFESSIONAL ORGANIZATIONS

Michigan Land Title Standards Committee

1986-Present

Chair, 2010-2013

Member, past Chair; Subcommittee on Legal Descriptions (Ch. 23); authored redraft of land title standards 23.1 and 23.2, regarding ambiguous legal descriptions used in recorded documents.

Member, Subcommittee on Partnership Conveyances (Ch. 11); authored redraft of land title standard 11.3, regarding conveyance of partnership real property.

Member, Subcommittee on Execution, Acknowledgment and Recording of Conveyances (Ch. 3); co-authored new land title standard 3.19, regarding recording of lost mortgage; and 3.20, regarding affidavits to correct deficiencies.

COMMUNITY ORGANIZATIONS

Kalamazoo Civic Theatre Foundation

Trustee, 2014-Present

Chair, 2014-Present

Past president, Arts Council of Greater Kalamazoo (2003-2012); past president, Kalamazoo Civic Theatre (2001-2011); past president, Economic Development Corporations, City of Kalamazoo (1995-2004); past chair, Brownfield Redevelopment Authority, City of Kalamazoo (1997-2004); past chair, Local Development Finance Authority (2001-2010).

EDUCATION

DePaul University, College of Law, Chicago, JD, 1980. *DePaul Law Review*, Business Manager. Searle Scholarship Award.

University of Michigan, Ann Arbor, AB, 1972.

APPENDIX B: EXPERT TESTIMONY EXPERIENCE IN THE PAST FOUR YEARS

I have not served as an expert witness in the past four years.

CONFIDENTIAL SUBJECT TO PROTECTIVE ORDER

APPENDIX C: PUBLICATIONS IN THE LAST TEN YEARS

Land Title Standards Committee of the Real Property Law Section (State Bar of Michigan),
Michigan Land Title Standards (6th ed. 2013), <http://connect.michbar.org/realproperty/publicresources/landtitle> (contributor).

APPENDIX D: MATERIALS CONSIDERED

Bates-Stamped Documents

Note: All references are to beginning Bates of a document family.

1. JPMCB-MLB-0006097
2. JPMCB-MLB-0006136

Publicly Available Information

3. Delta Township Assessor Information – 8175 Millett Hwy Sec 33, Grand Ledge, MI 48837 (Exhibit 1).
4. Delta Township Assessor Information – 8175 Millett Hwy, Lansing, MI 48917 (Exhibit 2).
5. 2009 Delta Township Tax Maps – Sections 28-32-33 (Exhibit 3).
6. Eaton County Register of Deeds – Results of grantor-grantee search described in paragraphs 43-44 (Exhibit 4).
7. Eaton County Register of Deeds – Documents responsive to search described in paragraphs 43-44 (Exhibit 5).
8. Eaton County Fixture Filing – UCC-1 – Liber 2113, Page 660 (Exhibit 6).
9. Delta Township Regional Stamping, GM Corporate Newsroom (Exhibit 7).
10. Delta Township Assessor Information – 8001 Davis Highway (Exhibit 8).
11. Oakland County Aerial Map of MFD Pontiac and Powertrain Engineering Pontiac (Exhibit 9).
12. Oakland County Map of Current Tax Parcel Numbers for Land Containing MFD Pontiac and Powertrain Engineering Pontiac (Exhibit 10).
13. Oakland County Tax Lineage – Parcel 14-21-102-001 (Exhibit 11).
14. Oakland County Tax Lineage – Parcel 14-17-476-002 (Exhibit 12).
15. Quitclaim Deed from General Motors Corporation to General Motors Acceptance Corporation, dated as of March 30, 2000, and recorded July 26, 2000, in Liber 21632, on Page 485, conveying 14-16-376-007, 14-21-101-004, and 14-21-101-005 (Exhibit 13).
16. Quitclaim Deed from General Motors Acceptance Corporation to GM Facilities Trust No. 2000-1, dated as of March 30, 2000, and recorded July 26, 2000, in Liber 21632, on Page 489, conveying 14-16-376-007, 14-21-101-004, and 14-21-101-005 (Exhibit 14).

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17. Quitclaim Deed from GM Facilities Trust No. 2000-1 to General Motors Corporation, dated as of February 28, 2007, and recorded March 23, 2007, in Liber 38914, on Page 742, conveying 14-21-101-004, 14-21-101-004-01, and 14-21-101-004-01-02 (Exhibit 15).
18. Deed of Gift from General Motors Corporation to City of Pontiac, dated December 19, 2008, and recorded June 1, 2009, in Liber 41202, on Page 713, conveying pt (“part”) 14-21-101-004; pt 14-16-376-007; and pt 14-21-101-005 (Exhibit 16).
19. Oakland County Aerial Map – Parcel 14-21-101-004 (Exhibit 17).
20. Oakland County Aerial Map – Parcel 14-16-376-007 (Exhibit 18).
21. Oakland County Tax Lineage – Parcel 14-21-101-007.
22. 2016 Delta Township Tax Maps – Sections 28, 32, 33.
23. Pontiac Township (Oakland County) Tax Map – E. $\frac{1}{2}$ N.E. $\frac{1}{4}$ Sec. 20.
24. Pontiac Township (Oakland County) Tax Map – W. $\frac{1}{2}$ N.E. $\frac{1}{4}$ Sec. 20.
25. Pontiac Township (Oakland County) Tax Map – E. $\frac{1}{2}$ N.W. $\frac{1}{4}$ Sec. 21.
26. Pontiac Township (Oakland County) Tax Map – W. $\frac{1}{2}$ N.W. $\frac{1}{4}$ Sec. 21.
27. Delta Township Online Mapping – Excerpt.
28. Pontiac Assessor Records – 895 Joslyn Avenue.
29. Pontiac Assessor Records – 895 Joslyn Avenue, Parcel 2.
30. Pontiac Assessor Map – Screen Shot of 895 Joslyn Avenue.
31. Oakland County Register of Deeds – Results for 14-21-102-001 and Earlier Parcels.
32. Oakland County UCC-1.
33. General Motors Corp. Mortgage – Eaton Liber 2215, Page 0340-Partial Copy.
34. Deed / Motors Liquidation Co. to Racer Prop. LLC – Oakland Cty. Liber 46261, Page 733.
35. Deed / Racer Prop. LLC to General Motors, LLC – Oakland Cty. Liber 46261, Page 751.
36. Delta Township Web Map – Initial Print.
37. Delta Township Online Mapping – Aerial Photo of GM Lansing Assembly Plant.

- 38. Delta Township Online Mapping – Tax Parcels Showing GM Lansing Delta Township Assembly.
- 39. Eaton County GIS Aerial Map – GM Lansing Assembly Plant Facility.
- 40. Eaton County Register of Deeds – Miscellaneous Documents Recorded on or Before June 1, 2009.
- 41. Eaton County Register of Deeds – Miscellaneous Documents Recorded on or After June 2, 2009.

Other

- 42. Conversations with personnel at Eaton County Register of Deeds concerning parcels located at 8175 Millett Highway and 8001 Davis Highway.
- 43. Conversations with personnel at Delta Township Assessor concerning parcels located at 8175 Millett Highway and 8001 Davis Highway.
- 44. Conversations with personnel at Oakland County Register of Deeds concerning MFD Pontiac and Powertrain Engineering Pontiac.

Exhibit D

JANE ROSE REPORTING

rose

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JANE ROSE REPORTING.COM
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US Bankruptcy Court - New York

**Motors Liquidation Company
Avoidance Action Trust
v.
JPMorgan Chase Bank, NA**

CONFIDENTIAL

Video Deposition of:
James Marquardt
January 20, 2017

US Bankruptcy Court - New York
MLC v. JPMorgan Chase Bank

FINAL - CONFIDENTIAL
James Marquardt - Jan. 20, 2017

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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 Trustee,
Plaintiff,
-against-
JPMORGAN CHASE BANK, N.A., et al.,
Defendants.
Adversary Proceeding
Case No. 09-00504(MG)

VIDEO DEPOSITION OF
James M. Marquardt
January 20, 2017
New York, New York
Lead: Lindsay Bush, Esquire
Firm: Binder & Schwartz

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JANE ROSE REPORTING 1-800-825-3341

Page 3

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Frank Bas, CRR, RPR, Court Reporter
Michael Bennett, Videographer

Page 2

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Phone: 212-933-4557

ATTORNEYS FOR DEFENDANTS AND THE WITNESS:

C. Lee Wilson, Esquire
Kevin M. Jonke, Esquire
WACHTELL, LIPTON, ROSEN & KATZ
51 West 52nd Street
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Phone: 212-403-1000

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T A B L E O F C O N T E N T S

Witness:
James M. Marquardt

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By Mr. JonkePage 125

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US Bankruptcy Court - New York
MLC v. JPMorgan Chase Bank

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James Marquardt - Jan. 20, 2017

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* * *

New York, New York
9:39 a.m.

* * *

THE VIDEOGRAPHER: Here begins media number one, Volume I, in the deposition of James M. Marquardt taken in the matter of Motors Liquidation Company Avoidance Action Trust, by and through the Wilmington Trust Company, solely in its capacity as Trust Administrator and Trustee, Plaintiffs, against JPMorgan Chase Bank, N.A., et al., Defendants.

Today's date is January 20, 2017. The time is approximately 9:39 a.m.

This deposition is being taken at the offices of Wachtell, Lipton, Rosen & Katz at 51 West 52nd Street, New York, New York, and was made at the request of plaintiffs.

My name is Michael Bennett, I am the videographer. The court reporter is Frank Bas from Jane Rose

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JAMES M. MARQUARDT,
called as a witness, having been first duly sworn, was examined and testified as follows:

EXAMINATION BY
MS. BUSH:

Q. Good morning, Mr. Marquardt. As you just heard, my name is Lindsay Bush from Binder & Schwartz, we represent the Motors Liquidation Avoidance Action Trust in this matter. I am going to be asking you a number of questions throughout the day today. If at any point you don't understand my question, I ask that you please let me know and I will do my best to rephrase or clarify. Is that clear?

A. Yes, it is.

Q. And if you need a break at any point, just let me know, and the only thing that I ask is that if a question is pending you answer the question before we go ahead and take a break. Is that okay?

A. Yes. It is.

Q. Mr. Marquardt, have you ever

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Reporting, New York, New York.

Would counsel please identify yourselves and state whom you represent.

MS. BUSH: Lindsay Bush from Binder & Schwartz on behalf of plaintiff. And I'm here with my colleague, Eric Fisher.

MR. JONKE: Kevin Jonke from Wachtell, Lipton, Rosen & Katz, I'm here on behalf of JPMorgan Chase Bank, N.A., and defending Mr. Marquardt. I'm here with my colleague, Lee Wilson.

MR. DiPOMPEO: Christopher DiPompeo of Jones Day. I'm here on behalf of a group of term loan lenders.

THE VIDEOGRAPHER: Thank you all very much.

Would you like the witness sworn at this time?

MS. BUSH: Sure, thank you.

THE VIDEOGRAPHER:
Mr. Reporter, please.

Page 8

been qualified as an expert witness before?

A. Yes.

Q. How many times?

A. Once.

Q. And what was the matter in which you were qualified as an expert witness?

A. It was a litigation involving lakefront rights, and there was a case in a rural county in Michigan that involved some title issues.

Q. And approximately when was this engagement?

A. Fifteen or twenty years ago.

Q. What was the nature of the expert testimony that you provided in connection with that case?

A. It had to do with what the land title standards were as applicable to that case.

Q. Did you testify at a trial in connection with that matter?

A. I did.

Q. Have you ever testified as an expert at trial in any other proceeding?

A. No.

US Bankruptcy Court - New York
MLC v. JPMorgan Chase Bank

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1 A. Then I need to have you ask me
2 that question again, please?

3 **Q. Do you see the grouping of text**
4 **towards the bottom of Exhibit A that's bolded**
5 **and the last line of which says "LandAmerica**
6 **File Number 100729"?**

7 A. I do see that, yes.

8 **Q. Is it your understanding that**
9 **that information, all four of those lines, is**
10 **part of the legal description on Exhibit A?**

11 MR. JONKE: Objection.

12 MR. DiPOMPEO: Objection.

13 A. Those lines would lead me to
14 believe that the document at issue pertains to
15 the property described in those lines.

16 **Q. My question was a little**
17 **different. My question was whether those four**
18 **lines are part of the legal description that's**
19 **included in Exhibit A to the UCC-1.**

20 MR. JONKE: Objection.

21 MR. DiPOMPEO: Objection.

22 A. And I believe that the
23 information contained in those four lines
24 suggests that the document may pertain to
25 property referenced in those four lines.

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1 **Q. Okay. And I'm not asking what**
2 **your belief was as a result of the lines. I'm**
3 **simply asking whether those four lines are**
4 **part of the legal description in Exhibit A of**
5 **the UCC-1?**

6 MR. DiPOMPEO: Objection.

7 A. And my answer would be that the
8 property that is encumbered or affected by a
9 document, any -- this UCC-1 or any other -- is
10 going to be not only in a legal description,
11 but other information within the four corners
12 of the document.

13 **Q. And when you say -- when you**
14 **referenced the legal description in your --**
15 **the answer that you just gave, what are you**
16 **referring to?**

17 A. I'm not understanding that.
18 Help me. What are you getting at?

19 **Q. So your answer to my question**
20 **was, quote, "And my answer would be that the**
21 **property that is encumbered or affected by a**
22 **document, any -- this UCC-1 or any other -- is**
23 **going to be not only in a legal description,**
24 **but other information within the four corners**
25 **of the document." Unquote.**

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1 **My question is: When you gave**
2 **me that answer what did you mean by "legal**
3 **description"?**

4 A. "Legal description," as I just
5 used that term, is going to refer to a legal
6 description as that term is commonly used in
7 property law in Michigan, which is to describe
8 outright a parcel of land.

9 **Q. Is it your opinion that the**
10 **four lines in bold towards the bottom of**
11 **Exhibit A, that the last line is "LandAmerica**
12 **File Number," is that part of the legal**
13 **description included in Exhibit A of this**
14 **UCC-1?**

15 A. I would say that those lines,
16 although not in the traditional format of a
17 legal description, are express references to
18 other land, and those lines put me on inquiry
19 notice that the document may pertain to other
20 land even if not in the -- even if those lines
21 are not in the format of a traditional legal.

22 **Q. When you say "those lines are**
23 **not in the format of a traditional legal," are**
24 **you saying that those lines are not part of**
25 **the legal description included in Exhibit A of**

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1 **the UCC-1?**

2 A. That's not what I'm saying.

3 **Q. Are you able to answer yes or**
4 **no whether it's your opinion that the four**
5 **bolded lines that we've been discussing, the**
6 **last line being the LandAmerica file stamp**
7 **number, is part of the legal description on**
8 **Exhibit A?**

9 A. Those four lines are not in the
10 format of a traditional legal description.
11 There is sufficient reference in those four
12 lines, certainly the first of the four lines,
13 that is notice that the document pertains to
14 other land, even if not in the format of a
15 traditional legal description.

16 **Q. My question, again, is a little**
17 **bit different. It was not what you could**
18 **infer from these four lines. It's simply**
19 **whether, in your opinion, these four lines,**
20 **the last of which is "LandAmerica," are part**
21 **of the legal description that's included in**
22 **Exhibit A of the UCC-1?**

23 A. Well, you keep throwing in the
24 file number, and I would say the file number
25 is not relating to any information that a

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1 **page -- sorry -- paragraph 54 of your report.**

2 A. Give me a second to find it,
3 please.

4 **Q. It's on page 21, if that's**
5 **helpful.**

6 A. I am there.

7 **Q. 54 says, quote, "Upon receipt**
8 **of the resulting title search report, in my**
9 **experience the potential purchaser or lender**
10 **would have contacted General Motors to ask for**
11 **an explanation concerning the Eaton County**
12 **fixture filing."**

13 **Is that your opinion?**

14 A. Yes. That's a typical
15 scenario. It's a hypothetical, but it's a
16 typical scenario.

17 **Q. And who would the potential**
18 **purchaser or lender have called at General**
19 **Motors?**

20 MR. JONKE: Objection.

21 A. Well, I'm not sure. If there's
22 a transaction involving property that a party
23 owns, General Motors owns in this case, then
24 there's a contact person from the get-go with
25 GM. So the very person that's involved with

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1 it's going to be the person who is General
2 Motors' point person for the loan or the sale.
3 If there's a sale -- not likely here, I'm
4 guessing -- but if there's a loan transaction
5 going on there obviously would be some person
6 at General Motors involved. And that would be
7 the person, whoever that is. Do I know? No.
8 But there obviously would be some person at
9 General Motors.

10 **Q. And what would the potential**
11 **purchaser or lender ask the contact at General**
12 **Motors?**

13 MR. JONKE: Objection.

14 A. Well, that's speculation. I
15 don't know what they would ask, other than
16 they would be exploring anything on the title
17 commitment that they wondered about. That's
18 very normal. That's very normal. You go over
19 the Schedule B exceptions.

20 **Q. And what would General Motors**
21 **tell the potential purchaser or lender in**
22 **response?**

23 MR. DiPOMPEO: Objection.

24 A. I don't know.

25 **Q. How would the potential**

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1 that would be the starting point.

2 **Q. If there wasn't a specific**
3 **contact person, who would the potential**
4 **purchaser or lender call?**

5 MR. JONKE: Objection.

6 A. I think that assumes something
7 that's nonexistent. That just doesn't make
8 any sense. The only reason you would be doing
9 title work would be if, in this case, General
10 Motors is doing something. They're either
11 selling or they're -- they're borrowing, and
12 they're going to enter into a loan agreement
13 or a mortgage, whatever that might be. That's
14 the only reason that title work is going to be
15 done; that the owner is involved in some
16 transaction involving the land, and therefore
17 pulling a title company in.

18 And since that is obviously the
19 case, there's going to be someone at General
20 Motors who is the contact person who's
21 initiating that.

22 **Q. So in this example that you're**
23 **giving, who would this contact person be at**
24 **GM?**

25 A. I wouldn't know, other than

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1 **purchaser or lender know whether whatever the**
2 **contact at General Motors told them was**
3 **correct?**

4 MR. DiPOMPEO: Objection.

5 MR. JONKE: Objection.

6 A. I wouldn't know.

7 **Q. Hypothetically, if the contact**
8 **at General Motors told the potential purchaser**
9 **or lender that there was no fixture filing on**
10 **sections 32 or 33, would the potential**
11 **purchaser or lender be able to rely on that**
12 **information?**

13 MR. DiPOMPEO: Objection.

14 A. Your hypothetical assumes
15 someone is just talking to someone else. I
16 would imagine that with a facility like this
17 it would be necessary to document and to
18 request that information that is sought be
19 documented and not just told. And I say it
20 that way because the assumption -- the
21 hypothetical, rather, that you made involves
22 people talking to other people. I don't think
23 that's the way this business would be handled.

24 MS. BUSH: I think maybe if
25 we -- it's a good time to break for