

WACHTELL, LIPTON, ROSEN & KATZ  
51 West 52nd Street  
New York, New York 10019  
Telephone: (212) 403-1000

*Additional Counsel Listed on Signature Pages*

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

In re:	:	Chapter 11 Case
MOTORS LIQUIDATION COMPANY, <i>et al.</i> ,	:	Case No. 09-50026 (MG)
Debtors.	:	(Jointly Administered)
MOTORS LIQUIDATION COMPANY AVOIDANCE ACTION TRUST, by and through the Wilmington Trust Company, solely in its capacity as Trust Administrator and Trustee,	:	Adversary Proceeding
Plaintiff,	:	Case No. 09-00504 (MG)
vs.	:	
JPMORGAN CHASE BANK, N.A., individually and as Administrative Agent for Various Lenders Party to the Term Loan Agreement described herein, <i>et al.</i> ,	:	
Defendants.	:	

**NOTICE OF TERM LENDERS’ MOTION FOR ORDER ESTOPPING  
AVOIDANCE ACTION TRUST FROM ASSERTING THAT ASSETS  
LEFT WITH OLD GM SHOULD BE ASSIGNED KPMG OLV VALUES**

Upon the accompanying (i) Memorandum of Law in Support of Term Lenders’ Motion for Order Estopping Avoidance Action Trust From Asserting That Assets Left With Old GM Should Be Assigned KPMG OLV Values; and (ii) the Declaration of C. Lee Wilson in Support of Term Lenders’ Motion for Order Estopping Avoidance Action Trust From Asserting That Assets Left With Old GM Should Be Assigned KPMG OLV Values, together with the

exhibits identified therein and annexed thereto, all filed herewith, the undersigned defendants (the “Term Lenders”) hereby move this Court, pursuant to Rule 7 of the Federal Rules of Civil Procedure as incorporated into Rule 7007 of the Federal Rules of Bankruptcy Procedure, for an Order estopping the Avoidance Action Trust from taking the position that assets left with the Motors Liquidation Company, f/k/a General Motors Corporation, be assigned KPMG Orderly Liquidation Values.

Dated: October 26, 2018  
New York, New York

Respectfully submitted,

**JONES DAY**

**WACHTELL, LIPTON, ROSEN & KATZ**

By: /s/ Bruce Bennett  
Bruce Bennett  
Erin L. Burke  
555 South Flower Street, 50th Floor  
Los Angeles, California 90071  
Telephone: (213) 489-3939  
Email: [bbennett@jonesday.com](mailto:bbennett@jonesday.com)  
Email: [eburke@jonesday.com](mailto:eburke@jonesday.com)

By: /s/ Marc Wolinsky  
Harold S. Novikoff  
Marc Wolinsky  
Amy R. Wolf  
Ben Germana  
Emil Kleinhaus  
51 West 52nd Street  
New York, New York 10019  
Telephone: (212) 403-1000  
Email: [MWolinsky@wlrk.com](mailto:MWolinsky@wlrk.com)

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

**KELLEY DRYE & WARREN LLP**

**MUNGER, TOLLES & OLSON LLP**

By: /s/ John M. Callagy  
John M. Callagy  
Nicholas J. Panarella  
Martin A. Krolewski  
101 Park Avenue  
New York, New York 10178  
Telephone: (212) 808-7800  
Email: [jcallagy@kelleydrye.com](mailto:jcallagy@kelleydrye.com)

By: /s/ John W. Spiegel  
John W. Spiegel  
Matthew A. Macdonald  
Bradley R. Schneider  
350 South Grand Avenue, 50th Floor  
Los Angeles, California 90071  
Telephone: (213) 683-9100  
Email: [john.spiegel@mto.com](mailto:john.spiegel@mto.com)  
Email:  
[matthew.macdonald@mto.com](mailto:matthew.macdonald@mto.com)  
Email: [bradley.schneider@mto.com](mailto:bradley.schneider@mto.com)

**JONES DAY**

Nicholas D. Fram  
560 Mission Street, 27th Floor  
San Francisco, California 94105  
Telephone: (415) 512-4000  
Email: [nicholas.fram@mto.com](mailto:nicholas.fram@mto.com)

By: /s/ C. Lee Wilson  
C. Lee Wilson  
250 Vesey Street  
New York, New York 10281  
Telephone: (212) 326-3885  
Email: [clwilson@jonesday.com](mailto:clwilson@jonesday.com)

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

*Attorneys for the Term Loan Lenders Listed  
on Appendix A to Adv. Pro. Docket No. 241*

**DAVIS POLK & WARDWELL LLP**

By: /s/ Elliot Moskowitz  
Elliot Moskowitz  
Marc J. Tobak  
M. Nick Sage  
450 Lexington Avenue  
New York, New York 10017  
Email: [elliott.moskowitz@davispolk.com](mailto:elliott.moskowitz@davispolk.com)  
Email: [marc.tobak@davispolk.com](mailto:marc.tobak@davispolk.com)  
Email: [m.nick.sage@davispolk.com](mailto:m.nick.sage@davispolk.com)

*Attorneys for Certain Term Loan Lender  
Defendants identified on Exhibit 1 to  
Adv. Pro. Docket No. 788*

**HAHN & HESSEN LLP**

By: /s/ Mark T. Power  
Mark T. Power  
Alison M. Ladd  
488 Madison Avenue  
New York, New York 10022  
Telephone: (212) 478-7200  
Email: [mpower@hahn Hessen.com](mailto:mpower@hahn Hessen.com)  
Email: [aladd@hahn Hessen.com](mailto:aladd@hahn Hessen.com)

*Attorneys for Certain Term Loan Investor  
Defendants identified on Exhibit 1 to Adv.  
Pro. Docket No. 788*

**KASOWITZ BENSON TORRES LLP**

By: /s/ Andrew K. Glenn  
Andrew K. Glenn  
Joshua N. Paul  
Michelle G. Bernstein  
Frank S. DiCarlo  
1633 Broadway  
New York, New York 10019  
(212) 506-1700  
Email: [aglenn@kasowitz.com](mailto:aglenn@kasowitz.com)  
Email: [jpaul@kasowitz.com](mailto:jpaul@kasowitz.com)  
Email: [mgenet@kasowitz.com](mailto:mgenet@kasowitz.com)  
Email: [fdicarlo@kasowitz.com](mailto:fdicarlo@kasowitz.com)

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

**ELENIUS FROST & WALSH**

By: /s/ Daniel M. Hinkle  
Daniel M. Hinkle  
333 S. Wabash Avenue, 25th Floor  
Chicago, Illinois 60604  
Telephone: (312) 822-3307  
Email: [daniel.hinkle@cna.com](mailto:daniel.hinkle@cna.com)

*Attorneys for Continental Casualty Co.*