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*Attorneys for the Motors Liquidation
Company Avoidance Action Trust*

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

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In re:

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

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,

against

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

Defendants.

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Chapter 11

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

Adversary Proceeding

Case No. 09-00504 (MG)

**DECLARATION OF ARTHUR J. GONZALEZ IN SUPPORT
OF MOTORS LIQUIDATION COMPANY AVOIDANCE ACTION TRUST'S
MOTION TO APPROVE LITIGATION FUNDING AGREEMENT**

I, Arthur J. Gonzalez, declare as follows:

1. I am the trust monitor (the “**Trust Monitor**”) of the Motors Liquidation Company Avoidance Action Trust (the “**Avoidance Action Trust**”), and have acted as the Trust Monitor since the Bankruptcy Court approved my appointment on June 19, 2015 [Bankr. Dkt. 13229]. I make this declaration in support of the Avoidance Action Trust’s motion (the “**Motion**”) seeking Bankruptcy Court approval of the litigation funding agreement (the “**Litigation Funding Agreement**”) the Avoidance Action Trust has entered into with U.S. Bank National Association, as administrative agent and collateral agent, and the Investors as defined in the Litigation Funding Agreement (“**Funder**”).

2. In addition to acting as the Trust Monitor, I am currently a Senior Fellow at New York University School of Law, where I teach courses in bankruptcy law. I previously served as a United States Bankruptcy Judge in this District for seventeen years, including serving as Chief Judge of this Court.

3. According to Section 11.1 of the Amended and Restated Motors Liquidation Company Avoidance Action Trust Agreement, dated as of May 11, 2012 (the “**Avoidance Action Trust Agreement**”), I “oversee the activities of” Wilmington Trust Company, the trust administrator of the Avoidance Action Trust (the “**Trust Administrator**”), as set forth in the Avoidance Action Trust Agreement.

4. As Trust Monitor, I am directly involved in periodic discussions with the Trust Administrator regarding the cash position and budget for the Avoidance Action Trust. Since the point in time when the Trust Administrator, in consultation with me, made a determination that the cash available to the Avoidance Action Trust was not sufficient to meet its projected fees and expenses, I have been involved in the Avoidance Action Trust’s efforts to seek additional

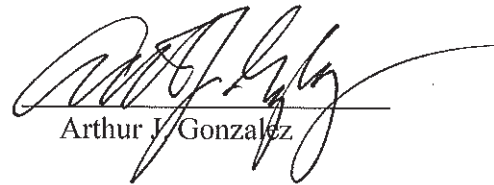
funding. Such additional funding is critical to the Avoidance Action Trust, which projects that as of June 30, 2016, the Trust will have less than \$700,000 to fund the fees and costs associated with prosecution of the Term Loan Avoidance Action, the administrative expenses of the Avoidance Action Trust, and the fees of the Trust Administrator and Trust Monitor.

5. I was kept apprised of developments throughout the competitive bidding process that was undertaken by the Avoidance Action Trust, considered the proposals that were submitted by the four potential third-party funders, and, ultimately, was involved in the decision to enter into the Litigation Funding Agreement with the Funder after a careful analysis of all of the available funding options.

6. I believe that the Litigation Funding Agreement provides the necessary funding for the Avoidance Action Trust on the most favorable economic terms available to the Trust from private third-party funders. Accordingly, I support the Avoidance Action Trust's Motion.

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

Dated: June 23, 2016


Arthur J. Gonzalez