

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X	
In re	: Chapter 11
	: Case No.: 09-50026 (REG)
	: (Jointly Administered)
MOTORS LIQUIDATION COMPANY, <i>et al.</i> ,	:
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
	: Case No.: 09-00504 (REG)
Plaintiff,	:
v.	:
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.	:
-----X	

Defendant Wells Cap Mgmt - 13923601 (“Wells Cap”), by its attorneys, Becker, Glynn, Muffly, Chassin & Hosinski, LLP, hereby answers the complaint as follows:

JURISDICTION AND VENUE

1. The allegations contained in paragraph 1 of the complaint are assertions of law to which no response is required. To the extent a response is required, Wells Cap denies knowledge or information sufficient to form a belief as to the truth of any of the allegations set forth in paragraph 1.

2. The allegations contained in paragraph 2 of the complaint are assertions of law to which no response is required. To the extent a response is required, Wells Cap denies knowledge or information sufficient to form a belief as to the truth of any of the allegations set forth in paragraph 2.

3. The allegations contained in paragraph 3 of the complaint are assertions of law to which no response is required. To the extent a response is required, Wells Cap denies knowledge or information sufficient to form a belief as to the truth of any of the allegations set forth in paragraph 3.

4. The allegations contained in paragraph 4 of the complaint are assertions of law to which no response is required. To the extent a response is required, Wells Cap denies knowledge or information sufficient to form a belief as to the truth of any of the allegations set forth in paragraph 4.

5. The allegations contained in paragraph 5 of the complaint are assertions of law to which no response is required. To the extent a response is required, Wells Cap denies knowledge or information sufficient to form a belief as to the truth of any of the allegations set forth in paragraph 5.

PARTIES

6. Denies knowledge or information sufficient to form a belief as to the truth of any of the allegations set forth in paragraph 6.

7. Denies knowledge or information sufficient to form a belief as to the truth of any of the allegations set forth in paragraph 7.

8. Denies knowledge or information sufficient to form a belief as to the truth of any of the allegations set forth in paragraph 8.

9. Denies knowledge or information sufficient to form a belief as to the truth of any of the allegations set forth in paragraph 9.

10. Denies knowledge or information sufficient to form a belief as to the truth of any of the allegations set forth in paragraph 10.

11. Denies knowledge or information sufficient to form a belief as to the truth of any of the allegations set forth in paragraph 11.

12. Denies knowledge or information sufficient to form a belief as to the truth of any of the allegations set forth in paragraph 12, and respectfully refers the Court to the Confirmation Order and the Plan discussed in paragraph 12, each of which speak for themselves. Defined terms not defined in this Answer are defined in the complaint.

13. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 13 of the complaint.

14. Denies knowledge or information sufficient to form a belief as to the truth of any of the allegations set forth in paragraph 14, and respectfully refers the Court to the Plan, the Confirmation Order and the Trust Agreement discussed in paragraph 14, each of which speak for themselves.

15. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 15 of the complaint.

16. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 16 of the complaint.

17. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 17 of the complaint.

18. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 18 of the complaint.

19. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 19 of the complaint.

20. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 20 of the complaint.

21. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 21 of the complaint.

22. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 22 of the complaint.

23. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 23 of the complaint.

24. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 24 of the complaint.

25. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 25 of the complaint.

26. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 26 of the complaint.

27. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 27 of the complaint.

28. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 28 of the complaint.

29. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 29 of the complaint.

30. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 30 of the complaint.

31. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 31 of the complaint.

32. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 32 of the complaint.

33. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 33 of the complaint.

34. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 34 of the complaint.

35. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 35 of the complaint.

36. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 36 of the complaint.

37. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 37 of the complaint.

38. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 38 of the complaint.

39. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 39 of the complaint.

40. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 40 of the complaint.

41. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 41 of the complaint.

42. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 42 of the complaint.

43. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 43 of the complaint.

44. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 44 of the complaint.

45. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 45 of the complaint.

46. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 46 of the complaint.

47. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 47 of the complaint.

48. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 48 of the complaint.

49. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 49 of the complaint.

50. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 50 of the complaint.

51. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 51 of the complaint.

52. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 52 of the complaint.

53. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 53 of the complaint.

54. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 54 of the complaint.

55. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 55 of the complaint.

56. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 56 of the complaint.

57. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 57 of the complaint.

58. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 58 of the complaint.

59. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 59 of the complaint.

60. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 60 of the complaint.

61. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 61 of the complaint.

62. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 62 of the complaint.

63. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 63 of the complaint.

64. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 64 of the complaint.

65. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 65 of the complaint.

66. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 66 of the complaint.

67. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 67 of the complaint.

68. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 68 of the complaint.

69. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 69 of the complaint.

70. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 70 of the complaint.

71. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 71 of the complaint.

72. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 72 of the complaint.

73. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 73 of the complaint.

74. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 74 of the complaint.

75. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 75 of the complaint.

76. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 76 of the complaint.

77. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 77 of the complaint.

78. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 78 of the complaint.

79. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 79 of the complaint.

80. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 80 of the complaint.

81. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 81 of the complaint.

82. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 82 of the complaint.

83. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 83 of the complaint.

84. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 84 of the complaint.

85. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 85 of the complaint.

86. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 86 of the complaint.

87. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 87 of the complaint.

88. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 88 of the complaint.

89. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 89 of the complaint.

90. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 90 of the complaint.

91. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 91 of the complaint.

92. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 92 of the complaint.

93. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 93 of the complaint.

94. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 94 of the complaint.

95. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 95 of the complaint.

96. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 96 of the complaint.

97. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 97 of the complaint.

98. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 98 of the complaint.

99. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 99 of the complaint.

100. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 100 of the complaint.

101. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 101 of the complaint.

102. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 102 of the complaint.

103. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 103 of the complaint.

104. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 104 of the complaint.

105. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 105 of the complaint.

106. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 106 of the complaint.

107. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 107 of the complaint.

108. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 108 of the complaint.

109. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 109 of the complaint.

110. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 110 of the complaint.

111. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 111 of the complaint.

112. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 112 of the complaint.

113. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 113 of the complaint.

114. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 114 of the complaint.

115. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 115 of the complaint.

116. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 116 of the complaint.

117. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 117 of the complaint.

118. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 118 of the complaint.

119. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 119 of the complaint.

120. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 120 of the complaint.

121. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 121 of the complaint.

122. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 122 of the complaint.

123. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 123 of the complaint.

124. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 124 of the complaint.

125. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 125 of the complaint.

126. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 126 of the complaint.

127. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 127 of the complaint.

128. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 128 of the complaint.

129. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 129 of the complaint.

130. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 130 of the complaint.

131. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 131 of the complaint.

132. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 132 of the complaint.

133. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 133 of the complaint.

134. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 134 of the complaint.

135. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 135 of the complaint.

136. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 136 of the complaint.

137. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 137 of the complaint.

138. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 138 of the complaint.

139. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 139 of the complaint.

140. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 140 of the complaint.

141. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 141 of the complaint.

142. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 142 of the complaint.

143. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 143 of the complaint.

144. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 144 of the complaint.

145. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 145 of the complaint.

146. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 146 of the complaint.

147. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 147 of the complaint.

148. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 148 of the complaint.

149. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 149 of the complaint.

150. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 150 of the complaint.

151. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 151 of the complaint.

152. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 152 of the complaint.

153. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 153 of the complaint.

154. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 154 of the complaint.

155. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 155 of the complaint.

156. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 156 of the complaint.

157. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 157 of the complaint.

158. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 158 of the complaint.

159. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 159 of the complaint.

160. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 160 of the complaint.

161. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 161 of the complaint.

162. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 162 of the complaint.

163. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 163 of the complaint.

164. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 164 of the complaint.

165. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 165 of the complaint.

166. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 166 of the complaint.

167. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 167 of the complaint.

168. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 168 of the complaint.

169. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 169 of the complaint.

170. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 170 of the complaint.

171. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 171 of the complaint.

172. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 172 of the complaint.

173. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 173 of the complaint.

174. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 174 of the complaint.

175. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 175 of the complaint.

176. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 176 of the complaint.

177. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 177 of the complaint.

178. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 178 of the complaint.

179. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 179 of the complaint.

180. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 180 of the complaint.

181. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 181 of the complaint.

182. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 182 of the complaint.

183. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 183 of the complaint.

184. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 184 of the complaint.

185. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 185 of the complaint.

186. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 186 of the complaint.

187. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 187 of the complaint.

188. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 188 of the complaint.

189. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 189 of the complaint.

190. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 190 of the complaint.

191. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 191 of the complaint.

192. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 192 of the complaint.

193. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 193 of the complaint.

194. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 194 of the complaint.

195. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 195 of the complaint.

196. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 196 of the complaint.

197. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 197 of the complaint.

198. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 198 of the complaint.

199. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 199 of the complaint.

200. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 200 of the complaint.

201. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 201 of the complaint.

202. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 202 of the complaint.

203. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 203 of the complaint.

204. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 204 of the complaint.

205. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 205 of the complaint.

206. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 206 of the complaint.

207. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 207 of the complaint.

208. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 208 of the complaint.

209. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 209 of the complaint.

210. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 210 of the complaint.

211. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 211 of the complaint.

212. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 212 of the complaint.

213. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 213 of the complaint.

214. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 214 of the complaint.

215. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 215 of the complaint.

216. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 216 of the complaint.

217. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 217 of the complaint.

218. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 218 of the complaint.

219. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 219 of the complaint.

220. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 220 of the complaint.

221. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 221 of the complaint.

222. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 222 of the complaint.

223. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 223 of the complaint.

224. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 224 of the complaint.

225. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 225 of the complaint.

226. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 226 of the complaint.

227. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 227 of the complaint.

228. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 228 of the complaint.

229. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 229 of the complaint.

230. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 230 of the complaint.

231. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 231 of the complaint.

232. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 232 of the complaint.

233. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 233 of the complaint.

234. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 234 of the complaint.

235. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 235 of the complaint.

236. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 236 of the complaint.

237. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 237 of the complaint.

238. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 238 of the complaint.

239. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 239 of the complaint.

240. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 240 of the complaint.

241. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 241 of the complaint.

242. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 242 of the complaint.

243. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 243 of the complaint.

244. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 244 of the complaint.

245. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 245 of the complaint.

246. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 246 of the complaint.

247. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 247 of the complaint.

248. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 248 of the complaint.

249. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 249 of the complaint.

250. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 250 of the complaint.

251. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 251 of the complaint.

252. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 252 of the complaint.

253. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 253 of the complaint.

254. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 254 of the complaint.

255. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 255 of the complaint.

256. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 256 of the complaint.

257. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 257 of the complaint.

258. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 258 of the complaint.

259. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 259 of the complaint.

260. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 260 of the complaint.

261. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 261 of the complaint.

262. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 262 of the complaint.

263. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 263 of the complaint.

264. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 264 of the complaint.

265. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 265 of the complaint.

266. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 266 of the complaint.

267. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 267 of the complaint.

268. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 268 of the complaint.

269. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 269 of the complaint.

270. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 270 of the complaint.

271. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 271 of the complaint.

272. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 272 of the complaint.

273. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 273 of the complaint.

274. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 274 of the complaint.

275. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 275 of the complaint.

276. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 276 of the complaint.

277. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 277 of the complaint.

278. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 278 of the complaint.

279. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 279 of the complaint.

280. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 280 of the complaint.

281. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 281 of the complaint.

282. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 282 of the complaint.

283. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 283 of the complaint.

284. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 284 of the complaint.

285. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 285 of the complaint.

286. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 286 of the complaint.

287. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 287 of the complaint.

288. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 288 of the complaint.

289. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 289 of the complaint.

290. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 290 of the complaint.

291. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 291 of the complaint.

292. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 292 of the complaint.

293. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 293 of the complaint.

294. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 294 of the complaint.

295. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 295 of the complaint.

296. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 296 of the complaint.

297. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 297 of the complaint.

298. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 298 of the complaint.

299. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 299 of the complaint.

300. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 300 of the complaint.

301. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 301 of the complaint.

302. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 302 of the complaint.

303. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 303 of the complaint.

304. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 304 of the complaint.

305. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 305 of the complaint.

306. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 306 of the complaint.

307. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 307 of the complaint.

308. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 308 of the complaint.

309. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 309 of the complaint.

310. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 310 of the complaint.

311. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 311 of the complaint.

312. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 312 of the complaint.

313. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 313 of the complaint.

314. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 314 of the complaint.

315. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 315 of the complaint.

316. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 316 of the complaint.

317. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 317 of the complaint.

318. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 318 of the complaint.

319. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 319 of the complaint.

320. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 320 of the complaint.

321. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 321 of the complaint.

322. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 322 of the complaint.

323. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 323 of the complaint.

324. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 324 of the complaint.

325. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 325 of the complaint.

326. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 326 of the complaint.

327. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 327 of the complaint.

328. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 328 of the complaint.

329. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 329 of the complaint.

330. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 330 of the complaint.

331. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 331 of the complaint.

332. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 332 of the complaint.

333. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 333 of the complaint.

334. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 334 of the complaint.

335. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 335 of the complaint.

336. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 336 of the complaint.

337. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 337 of the complaint.

338. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 338 of the complaint.

339. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 339 of the complaint.

340. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 340 of the complaint.

341. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 341 of the complaint.

342. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 342 of the complaint.

343. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 343 of the complaint.

344. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 344 of the complaint.

345. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 345 of the complaint.

346. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 346 of the complaint.

347. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 347 of the complaint.

348. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 348 of the complaint.

349. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 349 of the complaint.

350. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 350 of the complaint.

351. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 351 of the complaint.

352. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 352 of the complaint.

353. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 353 of the complaint.

354. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 354 of the complaint.

355. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 355 of the complaint.

356. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 356 of the complaint.

357. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 357 of the complaint.

358. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 358 of the complaint.

359. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 359 of the complaint.

360. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 360 of the complaint.

361. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 361 of the complaint.

362. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 362 of the complaint.

363. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 363 of the complaint.

364. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 364 of the complaint.

365. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 365 of the complaint.

366. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 366 of the complaint.

367. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 367 of the complaint.

368. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 368 of the complaint.

369. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 369 of the complaint.

370. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 370 of the complaint.

371. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 371 of the complaint.

372. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 372 of the complaint.

373. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 373 of the complaint.

374. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 374 of the complaint.

375. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 375 of the complaint.

376. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 376 of the complaint.

377. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 377 of the complaint.

378. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 378 of the complaint.

379. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 379 of the complaint.

380. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 380 of the complaint.

381. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 381 of the complaint.

382. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 382 of the complaint.

383. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 383 of the complaint.

384. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 384 of the complaint.

385. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 385 of the complaint.

386. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 386 of the complaint.

387. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 387 of the complaint.

388. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 388 of the complaint.

389. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 389 of the complaint.

390. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 390 of the complaint.

391. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 391 of the complaint.

392. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 392 of the complaint.

393. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 393 of the complaint.

394. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 394 of the complaint.

395. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 395 of the complaint.

396. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 396 of the complaint.

397. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 397 of the complaint.

398. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 398 of the complaint.

399. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 399 of the complaint.

400. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 400 of the complaint.

401. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 401 of the complaint.

402. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 402 of the complaint.

403. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 403 of the complaint.

404. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 404 of the complaint.

405. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 405 of the complaint.

406. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 406 of the complaint.

407. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 407 of the complaint.

408. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 408 of the complaint.

409. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 409 of the complaint.

410. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 410 of the complaint.

411. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 411 of the complaint.

412. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 412 of the complaint.

413. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 413 of the complaint.

414. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 414 of the complaint.

415. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 415 of the complaint.

416. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 416 of the complaint.

417. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 417 of the complaint.

418. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 418 of the complaint.

419. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 419 of the complaint.

420. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 420 of the complaint.

421. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 421 of the complaint.

422. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 422 of the complaint.

423. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 423 of the complaint.

424. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 424 of the complaint.

425. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 425 of the complaint.

426. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 426 of the complaint.

427. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 427 of the complaint.

428. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 428 of the complaint.

429. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 429 of the complaint.

430. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 430 of the complaint.

431. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 431 of the complaint.

432. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 432 of the complaint.

433. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 433 of the complaint.

434. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 434 of the complaint.

435. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 435 of the complaint.

436. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 436 of the complaint.

437. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 437 of the complaint.

438. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 438 of the complaint.

439. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 439 of the complaint.

440. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 440 of the complaint.

441. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 441 of the complaint.

442. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 442 of the complaint.

443. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 443 of the complaint.

444. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 444 of the complaint.

445. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 445 of the complaint.

446. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 446 of the complaint.

447. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 447 of the complaint.

448. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 448 of the complaint.

449. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 449 of the complaint.

450. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 450 of the complaint.

451. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 451 of the complaint.

452. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 452 of the complaint.

453. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 453 of the complaint.

454. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 454 of the complaint.

455. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 455 of the complaint.

456. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 456 of the complaint.

457. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 457 of the complaint.

458. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 458 of the complaint.

459. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 459 of the complaint.

460. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 460 of the complaint.

461. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 461 of the complaint.

462. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 462 of the complaint.

463. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 463 of the complaint.

464. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 464 of the complaint.

465. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 465 of the complaint.

466. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 466 of the complaint.

467. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 467 of the complaint.

468. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 468 of the complaint.

469. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 469 of the complaint.

470. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 470 of the complaint.

471. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 471 of the complaint.

472. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 472 of the complaint.

473. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 473 of the complaint.

474. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 474 of the complaint.

475. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 475 of the complaint.

476. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 476 of the complaint.

477. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 477 of the complaint.

478. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 478 of the complaint.

479. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 479 of the complaint.

480. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 480 of the complaint.

481. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 481 of the complaint.

482. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 482 of the complaint.

483. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 483 of the complaint.

484. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 484 of the complaint.

485. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 485 of the complaint.

486. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 486 of the complaint.

487. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 487 of the complaint.

488. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 488 of the complaint.

489. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 489 of the complaint.

490. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 490 of the complaint.

491. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 491 of the complaint.

492. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 492 of the complaint.

493. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 493 of the complaint.

494. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 494 of the complaint.

495. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 495 of the complaint.

496. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 496 of the complaint.

497. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 497 of the complaint.

498. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 498 of the complaint.

499. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 499 of the complaint.

500. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 500 of the complaint.

501. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 501 of the complaint.

502. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 502 of the complaint.

503. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 503 of the complaint.

504. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 504 of the complaint.

505. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 505 of the complaint.

506. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 506 of the complaint.

507. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 507 of the complaint.

508. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 508 of the complaint.

509. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 509 of the complaint.

510. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 510 of the complaint.

511. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 511 of the complaint.

512. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 512 of the complaint.

513. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 513 of the complaint.

514. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 514 of the complaint.

515. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 515 of the complaint.

516. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 516 of the complaint.

517. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 517 of the complaint.

518. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 518 of the complaint.

519. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 519 of the complaint.

520. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 520 of the complaint.

521. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 521 of the complaint.

522. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 522 of the complaint.

523. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 523 of the complaint.

524. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 524 of the complaint.

525. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 525 of the complaint.

526. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 526 of the complaint.

527. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 527 of the complaint.

528. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 528 of the complaint.

529. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 529 of the complaint.

530. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 530 of the complaint.

531. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 531 of the complaint.

532. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 532 of the complaint.

533. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 533 of the complaint.

534. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 534 of the complaint.

535. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 535 of the complaint.

536. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 536 of the complaint.

537. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 537 of the complaint.

538. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 538 of the complaint.

539. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 539 of the complaint.

540. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 540 of the complaint.

541. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 541 of the complaint.

542. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 542 of the complaint.

543. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 543 of the complaint.

544. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 544 of the complaint.

545. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 545 of the complaint.

546. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 546 of the complaint.

547. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 547 of the complaint.

548. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 548 of the complaint.

549. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 549 of the complaint.

550. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 550 of the complaint.

551. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 551 of the complaint.

552. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 552 of the complaint.

553. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 553 of the complaint.

554. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 554 of the complaint.

555. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 555 of the complaint.

556. Denies each and every allegation as set forth in paragraph 556 of the complaint.

557. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 557 of the complaint.

558. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 558 of the complaint.

559. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 559 of the complaint.

560. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 560 of the complaint.

561. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 561 of the complaint.

562. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 562 of the complaint.

563. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 563 of the complaint.

564. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 564 of the complaint.

565. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 565 of the complaint.

566. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 566 of the complaint.

567. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 567 of the complaint.

568. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 568 of the complaint.

569. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 569 of the complaint.

570. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 570 of the complaint.

GENERAL ALLEGATIONS

The Term Loan Agreement

571. Admits the allegations as set forth in paragraph 571 of the complaint.

572. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 572 of the complaint.

573. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 573 of the complaint.

The DIP Order

574. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 574 of the complaint.

575. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 575 of the complaint.

576. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 576 of the complaint.

577. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 577 of the complaint, and respectfully refers the Court to the DIP Order, which speaks for itself.

578. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 578 of the complaint.

579. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 579 of the complaint, except denies that Wells Cap consented to the jurisdiction of this Court.

The Lien Securing The Term Loan Agreement Was Not Perfected As Of The Petition Date

580. Denies knowledge or information sufficient to form a belief as to the truth of any of the allegations set forth in paragraph 580.

581. Denies each and every allegations set forth in paragraph 581 of the complaint.

582. Denies each and every allegation as set forth in paragraph 582 of the complaint.

583. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 583 of the complaint.

584. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 584 of the complaint, and respectfully refers the Court to the Decision on Cross Motions for Summary Judgement [Adv. Pro. Dkt. No.71], the Judgment [Adv. Pro. Dkt. No. 73], and the Order on Cross Motions for Summary Judgment [Adv. Pro. Dkt. No. 72], each of which speak for themselves.

585. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 585 of the complaint, and respectfully refers the Court to the judgment rendered by the United States Court of Appeals for the Second Circuit, which speaks for itself.

First Claim for Relief

(Avoidance of Lien as Unperfected)

586. Repeats its responses to paragraphs 1 through 585 of the complaint with the same force and effect as if fully set forth here.

587. The allegations contained in paragraph 587 are assertions of law to which no response is required. To the extent a response is required, Wells Cap denies each and every allegation set forth in paragraph 587 of the complaint.

588. Denies each and every allegation as set forth in paragraph 588 of the complaint.

589. Denies each and every allegation as set forth in paragraph 589 of the complaint.

Second Claim for Relief

(Avoidance and Recovery of Postpetition Transfers)

590. Repeats its responses to paragraphs 1 through 589 of the complaint with the same force and effect as if fully set forth here.

591. Denies each and every allegation as set forth in paragraph 591 of the complaint.

592. The allegations contained in paragraph 592 are assertions of law to which no response is required. To the extent a response is required, Wells Cap denies each and every allegation set forth in paragraph 592 of the complaint.

593. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 593 of the complaint, and respectfully refers the Court to the DIP Order, which speaks for itself.

594. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 594 of the complaint.

595. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 595 of the complaint.

596. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 596 of the complaint.

597. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 597 of the complaint, and respectfully refers the

Court to the DIP Order, which speaks for itself.

598. Denies each and every allegation as set forth in paragraph 598 of the complaint.

599. Denies each and every allegation as set forth in paragraph 599 of the complaint.

600. Denies each and every allegation as set forth in paragraph 600 of the complaint.

601. Denies each and every allegation as set forth in paragraph 601 of the complaint.

602. The allegations contained in paragraph 602 are assertions of law to which no response is required. To the extent a response is required, Wells Cap denies each and every allegation set forth in paragraph 602 of the complaint.

603. Denies each and every allegation as set forth in paragraph 603 of the complaint.

Third Claim for Relief

(Avoidance and Recovery of Payments as Preferential Transfers)

604. Repeats its responses to paragraphs 1 through 603 of the complaint with the same force and effect as if fully set forth here.

605. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 605 of the complaint.

606. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 606 of the complaint.

607. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 607 of the complaint.

608. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 608 of the complaint.

609. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 609 of the complaint.

610. Denies knowledge or information sufficient to form a belief as to the truth of each

and every allegation as set forth in paragraph 610 of the complaint.

611. Denies knowledge or information sufficient to form a belief as to the truth of each and every allegation as set forth in paragraph 611 of the complaint.

612. Denies each and every allegation as set forth in paragraph 612 of the complaint.

613. Denies each and every allegation as set forth in paragraph 613 of the complaint.

614. The allegations contained in paragraph 614 are assertions of law to which no response is required. To the extent a response is required, Wells Cap denies each and every allegation set forth in paragraph 614 of the complaint.

615. Denies each and every allegation as set forth in paragraph 615 of the complaint.

Fourth Claim for Relief

(To Disallow Any Claim of Defendants Until Disgorgement)

616. Repeats its responses to paragraphs 1 through 615 of the complaint with the same force and effect as if fully set forth here.

617. Denies each and every allegation as set forth in paragraph 617 of the complaint.

618. Denies each and every allegation as set forth in paragraph 618 of the complaint.

Relief Sought

No response is required to the plaintiff's prayer for relief. To the extent a response is required, Wells Cap denies all claims for relief and denies each and every allegation set forth in the prayer for relief.

First Affirmative Defense

The complaint fails to state a claim against Wells Cap upon which relief may be granted.

Second Affirmative Defense

The service of process on Wells Cap was insufficient and the plaintiff's claims should therefore be dismissed for failure to serve Wells Cap properly.

Third Affirmative Defense

The claims asserted in the complaint against Wells Cap are barred by the doctrines of laches and equitable estoppel.

Fourth Affirmative Defense

The claims asserted in the complaint against Wells Cap are barred by applicable statutes of limitations.

Fifth Affirmative Defense

Any Termination Statement is void and ineffective because JPMorgan Chase Bank, N.A. (“JPMorgan”), in its capacity as administrative agent for a syndicate of financial institutions on a different financing for General Motors (the “Synthetic Lease”), was not the secured party of record under the relevant financing statements and therefore had no power or authority to cause the Termination Statement to be filed.

Sixth Affirmative Defense

Any Termination Statement is void and ineffective because JPMorgan never obtained the consent of Wells Cap to cause the filing of the Termination Statement as required under the Term Loan Agreement.

Seventh Affirmative Defense

Any Termination Statement is void and ineffective because JPMorgan, both in its capacity as administrative agent for the Synthetic Lease and in its capacity as administrative agent under the Term Loan Agreement, exceeded the extent of its authority as an agent of its principals, including Wells Cap, when it caused the Termination Statement to be filed.

Eighth Affirmative Defense

Any Termination Statement is void and ineffective because JPMorgan did not authorize its filing.

Ninth Affirmative Defense

Any unauthorized and ineffective filing of the Termination Statement did not waive or terminate the security interests that Wells Cap had in certain assets of the Debtors pursuant to the Term Loan Agreement and the applicable UCC financing statements.

Tenth Affirmative Defense

Wells Cap was a secured party and beneficiary of perfected security interests on the Petition Date in certain assets of the Debtors pursuant to the Term Loan Agreement as set forth in multiple UCC financing statements filed throughout the United States, including, but not limited to the UCC financing statement numbered 6416822 3 and filed on November 30, 2006 with the Delaware Secretary of State listing Saturn as the “debtor.”

Eleventh Affirmative Defense

The claims asserted in the complaint against Wells Cap are barred by the doctrines of *in pari delicto*, unclean hands, and/or the *Wagoner* Rule.

Twelfth Affirmative Defense

The claims asserted in the complaint against Wells Cap are barred by the doctrines of mistake, restitution, and unjust enrichment, which collectively or individually require reinstatement of any erroneously terminated UCC financing statements.

Thirteenth Affirmative Defense

The Bankruptcy Court should find that the Debtors held the collateral under the Term Loan Agreement pursuant to a constructive trust for the benefit of Wells Cap and the other Term Lenders and, therefore, that such collateral is excluded from the bankruptcy estate.

Fourteenth Affirmative Defense

The claims asserted in the complaint against Wells Cap are barred by the doctrine of earmarking.

Fifteenth Affirmative Defense

The claims asserted in the complaint are barred by the single satisfaction rule set forth in section 550(d) of the Bankruptcy Code.

Sixteenth Affirmative Defense

The plaintiff lacks standing and authority to bring the claims alleged, and the claims did not survive the confirmation of the Debtors' chapter 11 plan.

Seventeenth Affirmative Defense

The plaintiff's Third Claim for Relief is barred because the purportedly preferential transfers are protected from avoidance by the "safe harbor" provisions of section 546(e) of the Bankruptcy Code.

Eighteenth Affirmative Defense

At the time any of the purported transfers referenced in the complaint were allegedly made by the Debtors, Wells Cap was a perfected secured creditor thereby excepting all of the alleged transfers from avoidance as preferential transfers pursuant to section 547(b)(5) of the Bankruptcy Code.

Nineteenth Affirmative Defense

Pursuant to section 547(c)(2) of the Bankruptcy Code, the purported transfers sought from Wells Cap were (i) in payment of a debt incurred by the Debtors in the ordinary course of business or financial affairs of the Debtors and Wells Cap, (ii) made in the ordinary course of business or financial affairs of the Debtors and Wells Cap, and (iii) made according to ordinary business terms.

Twentieth Affirmative Defense

The claims asserted in the complaint against Wells Cap to avoid transfers under section 549 of the Bankruptcy Code are barred to the extent that such transfers were not property of the estate.

Twenty-first Affirmative Defense

Any injury or damages to the plaintiff should be reduced to the extent that the culpable conduct of others caused or contributed to any injury or damages that the plaintiff may have sustained.

Twenty-second Affirmative Defense

Pursuant to the Term Loan Agreement, the Debtors agreed to hold harmless and indemnify each Term Lender to the full extent of any losses, expenses, claims, or proceedings related to or arising out of the Term Loan Agreement. Wells Cap hereby invokes all of its contractual and common law indemnity rights, and hereby provides notice to the plaintiff and the Debtors thereof.

Twenty-third Affirmative Defense

Wells Cap hereby adopts and incorporates by reference any and all other defenses asserted or to be asserted by any other Defendants named in the complaint to the extent that such defenses are available to Wells Cap.

DEMAND FOR JURY TRIAL

Wells Cap hereby demands, pursuant to Rule 38 of the Federal Rules of Civil Procedure and Rule 9015 of the Federal Rules of Bankruptcy Procedure, a trial by jury of all issues raised in this adversary proceeding.

WHEREFORE, Wells Cap seeks judgment dismissing the complaint with prejudice, and for such other and further relief as the Court deems just and proper.

Dated: New York, New York
November 30, 2015

BECKER, GLYNN, MUFFLY,
CHASSIN & HOSINSKI LLP

By: /s/ Jordan E. Stern

Jordan E. Stern
299 Park Avenue, 16th Floor
New York, New York 10171
Phone: (212) 888-3033
Fax: (212) 888-0255
jstern@beckerglynn.com

*Attorneys for Wells Cap Mgmt –
13923601*