

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

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

**NOTICE OF APPEARANCE**

To the Clerk of this Court and all parties of record:

**PLEASE TAKE NOTICE** that the undersigned counsel, Robert T. Honeywell of K&L Gates LLP, a member of this Court in good standing, respectfully enters his appearance as counsel of record for Defendants Sanford C. Bernstein Fund Inc. - Intermediate Duration Portfolio and Sanford C. Bernstein Fund Inc. II - Intermediate Duration Institutional Portfolio.

**NOTICE IS FURTHER GIVEN**, that pursuant Rule 2002 to the Federal Rules of Bankruptcy Procedure, it is requested that all notices given or required to be given in this adversary proceeding, including but not limited to all papers filed and served in this adversary proceeding, be given to and served upon:

K&L GATES LLP  
599 Lexington Avenue  
New York, NY 10022  
Attn: Robert T. Honeywell, Esq.

robert.honeywell@klgates.com  
(212) 536-3900

**NOTICE IS FURTHER GIVEN**, that the foregoing request includes not only notices and papers referred to in Rule 2002 of the Federal Rules of Bankruptcy Procedure, but also includes, without limitation, orders and notices of applications, motions, petitions, pleadings, requests, complaints or demands, whether transmitted or conveyed by mail, hand delivery, telephone, telegraph, telex, or otherwise.

The filing of this appearance shall not waive any defenses or arguments that may be available to the Defendants Sanford C. Bernstein Fund Inc. - Intermediate Duration Portfolio and Sanford C. Bernstein Fund Inc. II - Intermediate Duration Institutional Portfolio.

Any and all defenses and/or arguments available to the Defendants Sanford C. Bernstein Fund Inc. - Intermediate Duration Portfolio and Sanford C. Bernstein Fund Inc. II - Intermediate Duration Institutional Portfolio are hereby expressly preserved.

Dated: New York, New York  
November 30, 2015

Respectfully submitted,

K&L GATES LLP

By: /s/ Robert T. Honeywell

Robert T. Honeywell

599 Lexington Ave.

New York, NY 10022

212-536-3900

robert.honeywell@klgates.com

*Attorneys for Attorneys for Sanford C. Bernstein  
Fund Inc. - Intermediate Duration Portfolio and  
Sanford C. Bernstein Fund Inc. II - Intermediate  
Duration Institutional Portfolio*