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-and-

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-and-

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*Attorneys for Highland Credit Opportunities CDO, Ltd.  
and Highland Floating Rate Fund*

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

	:	Chapter 11
In re:	:	
	:	
MOTORS LIQUIDATION COMPANY, <i>et al.</i> ,	:	
	:	Case No. 09-50026 (REG)
Debtor.	:	(Jointly Administered)
MOTORS LIQUIDATION COMPANY	:	
AVOIDANCE ACTION TRUST, by and	:	
through the Wilmington Trust Company, solely	:	
in its capacity as Trust Administrator and	:	Adv. Pro. No. 09-00504 (REG)
Trustee,	:	
	:	
Plaintiff,	:	
	:	
-against-	:	
	:	
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.	:	

**ANSWER AND AFFIRMATIVE DEFENSES TO FIRST AMENDED COMPLAINT**

Defendants, Highland Credit Opportunities CDO, Ltd. and Highland Floating Rate Fund (collectively, “Defendants”), by and through their undersigned counsel, hereby file their Answer and Affirmative Defenses to the First Amended Complaint of Motors Liquidation Company Avoidance Action Trust (“Amended Complaint”), by and through the Wilmington Trust Company, solely in its capacity as Trust Administrator and Trustee (“Plaintiff”), as follows:

**AS TO JURISDICTION AND VENUE**

1. Paragraph 1 of the Amended Complaint does not contain a factual allegation and, thus, no response is required. To the extent a response is required, Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 1 of the Amended Complaint.

2. The allegations in Paragraph 2 of the Amended Complaint constitute legal conclusions thus, no response is required. To the extent a response is required, Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 2 of the Amended Complaint.

3. The allegations in Paragraph 3 of the Amended Complaint constitute legal conclusions thus, no response is required. To the extent a response is required, Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 3 of the Amended Complaint.

4. Paragraph 4 of the Amended Complaint does not contain a factual allegation and, thus, no response is required. In filing this Answer and Affirmative Defenses, Defendants do not at this time consent to entry of a final order or judgment by the Bankruptcy Court if it is determined that the Bankruptcy Court cannot enter final orders or judgment consistent with Article III of the United States Constitution.

5. The allegations in Paragraph 5 of the Amended Complaint constitute legal conclusions thus, no response is required. To the extent a response is required, Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 5 of the Amended Complaint.

**AS TO PARTIES**

6. Defendants admit that Motors Liquidation Company f/k/a General Motors Corporation and certain of its subsidiaries (collectively, the “Debtors”) filed voluntary petitions for relief under Chapter 11 of Title 11 of the United States Code (the “Bankruptcy Code”) on June 1, 2009 (the “Petition Date”) in the United States Bankruptcy Court for the Southern District of New York (the “Bankruptcy Court”).

7. Defendants admit the allegations of Paragraph 7 of the Amended Complaint.

8. Defendants neither admit nor deny the allegations in Paragraph 8 of the Amended Complaint, except to admit that the Bankruptcy Court entered the DIP Order on June 25, 2009, and affirmatively state that the DIP Order is a writing that speaks for itself.

9. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 9 of the Amended Complaint and leave Plaintiff to its proofs.

10. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 10 of the Amended Complaint and leave Plaintiff to its proofs.

11. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 11 of the Amended Complaint and leave Plaintiff to its proofs.

12. Defendants neither admit nor deny the allegations in Paragraph 12 of the Amended Complaint, except Defendants admit that on March 18, 2011, the Bankruptcy Court entered the Confirmation Order, and affirmatively state that the Confirmation Order and Plan are writings that speak for themselves.

13. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 13 of the Amended Complaint and leave Plaintiff to its proofs.

14. Defendants neither admit nor deny the allegations in Paragraph 14 of the Amended Complaint, and affirmatively state that the Confirmation Order, Plan and Trust Agreement are writings that speak for themselves.

15. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 15 of the Amended Complaint and leave Plaintiff to its proofs.

16. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 16 of the Amended Complaint and leave Plaintiff to its proofs.

17. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 17 of the Amended Complaint and leave Plaintiff to its proofs.

18. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 18 of the Amended Complaint and leave Plaintiff to its proofs.

19. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 19 of the Amended Complaint and leave Plaintiff to its proofs.

20. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 20 of the Amended Complaint and leave Plaintiff to its proofs.

21. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 21 of the Amended Complaint and leave Plaintiff to its proofs.

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26. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 26 of the Amended Complaint and leave Plaintiff to its proofs.

27. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 27 of the Amended Complaint and leave Plaintiff to its proofs.

28. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 28 of the Amended Complaint and leave Plaintiff to its proofs.

29. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 29 of the Amended Complaint and leave Plaintiff to its proofs.

30. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 30 of the Amended Complaint and leave Plaintiff to its proofs.

31. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 31 of the Amended Complaint and leave Plaintiff to its proofs.

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33. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 33 of the Amended Complaint and leave Plaintiff to its proofs.

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47. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 47 of the Amended Complaint and leave Plaintiff to its proofs.

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200. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 200 of the Amended Complaint and leave Plaintiff to its proofs.

201. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 201 of the Amended Complaint and leave Plaintiff to its proofs.

202. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 202 of the Amended Complaint and leave Plaintiff to its proofs.

203. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 203 of the Amended Complaint and leave Plaintiff to its proofs.

204. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 204 of the Amended Complaint and leave Plaintiff to its proofs.

205. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 205 of the Amended Complaint and leave Plaintiff to its proofs.

206. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 206 of the Amended Complaint and leave Plaintiff to its proofs.

207. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 207 of the Amended Complaint and leave Plaintiff to its proofs.

208. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 208 of the Amended Complaint and leave Plaintiff to its proofs.

209. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 209 of the Amended Complaint and leave Plaintiff to its proofs.

210. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 210 of the Amended Complaint and leave Plaintiff to its proofs.

211. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 211 of the Amended Complaint and leave Plaintiff to its proofs.

212. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 212 of the Amended Complaint and leave Plaintiff to its proofs.

213. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 213 of the Amended Complaint and leave Plaintiff to its proofs.

214. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 214 of the Amended Complaint and leave Plaintiff to its proofs.



215. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 215 of the Amended Complaint and leave Plaintiff to its proofs.

216. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 216 of the Amended Complaint and leave Plaintiff to its proofs.

217. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 217 of the Amended Complaint and leave Plaintiff to its proofs.

218. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 218 of the Amended Complaint and leave Plaintiff to its proofs.

219. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 219 of the Amended Complaint and leave Plaintiff to its proofs.

220. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 220 of the Amended Complaint and leave Plaintiff to its proofs.

221. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 221 of the Amended Complaint and leave Plaintiff to its proofs.

222. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 222 of the Amended Complaint and leave Plaintiff to its proofs.

223. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 223 of the Amended Complaint and leave Plaintiff to its proofs.

224. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 224 of the Amended Complaint and leave Plaintiff to its proofs.

225. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 225 of the Amended Complaint and leave Plaintiff to its proofs.

226. Defendants deny the allegations in Paragraph 226 of the Amended Complaint.

227. Defendants deny the allegations in Paragraph 227 of the Amended Complaint.

228. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 228 of the Amended Complaint and leave Plaintiff to its proofs.

229. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 229 of the Amended Complaint and leave Plaintiff to its proofs.

230. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 230 of the Amended Complaint and leave Plaintiff to its proofs.

231. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 231 of the Amended Complaint and leave Plaintiff to its proofs.

232. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 232 of the Amended Complaint and leave Plaintiff to its proofs.

233. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 233 of the Amended Complaint and leave Plaintiff to its proofs.

234. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 234 of the Amended Complaint and leave Plaintiff to its proofs.

235. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 235 of the Amended Complaint and leave Plaintiff to its proofs.

236. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 236 of the Amended Complaint and leave Plaintiff to its proofs.

237. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 237 of the Amended Complaint and leave Plaintiff to its proofs.

238. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 238 of the Amended Complaint and leave Plaintiff to its proofs.

239. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 239 of the Amended Complaint and leave Plaintiff to its proofs.

240. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 240 of the Amended Complaint and leave Plaintiff to its proofs.

241. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 241 of the Amended Complaint and leave Plaintiff to its proofs.

242. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 242 of the Amended Complaint and leave Plaintiff to its proofs.

243. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 243 of the Amended Complaint and leave Plaintiff to its proofs.

244. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 244 of the Amended Complaint and leave Plaintiff to its proofs.

245. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 245 of the Amended Complaint and leave Plaintiff to its proofs.

246. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 246 of the Amended Complaint and leave Plaintiff to its proofs.

247. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 247 of the Amended Complaint and leave Plaintiff to its proofs.

248. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 248 of the Amended Complaint and leave Plaintiff to its proofs.

249. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 249 of the Amended Complaint and leave Plaintiff to its proofs.

250. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 250 of the Amended Complaint and leave Plaintiff to its proofs.

251. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 251 of the Amended Complaint and leave Plaintiff to its proofs.

252. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 252 of the Amended Complaint and leave Plaintiff to its proofs.

253. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 253 of the Amended Complaint and leave Plaintiff to its proofs.

254. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 254 of the Amended Complaint and leave Plaintiff to its proofs.

255. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 255 of the Amended Complaint and leave Plaintiff to its proofs.

256. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 256 of the Amended Complaint and leave Plaintiff to its proofs.

257. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 257 of the Amended Complaint and leave Plaintiff to its proofs.

258. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 258 of the Amended Complaint and leave Plaintiff to its proofs.

259. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 259 of the Amended Complaint and leave Plaintiff to its proofs.

260. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 260 of the Amended Complaint and leave Plaintiff to its proofs.

261. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 261 of the Amended Complaint and leave Plaintiff to its proofs.

262. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 262 of the Amended Complaint and leave Plaintiff to its proofs.

263. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 263 of the Amended Complaint and leave Plaintiff to its proofs.

264. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 264 of the Amended Complaint and leave Plaintiff to its proofs.

265. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 265 of the Amended Complaint and leave Plaintiff to its proofs.

266. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 266 of the Amended Complaint and leave Plaintiff to its proofs.

267. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 267 of the Amended Complaint and leave Plaintiff to its proofs.

268. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 268 of the Amended Complaint and leave Plaintiff to its proofs.

269. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 269 of the Amended Complaint and leave Plaintiff to its proofs.

270. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 270 of the Amended Complaint and leave Plaintiff to its proofs.

271. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 271 of the Amended Complaint and leave Plaintiff to its proofs.

272. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 272 of the Amended Complaint and leave Plaintiff to its proofs.



273. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 273 of the Amended Complaint and leave Plaintiff to its proofs.

274. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 274 of the Amended Complaint and leave Plaintiff to its proofs.

275. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 275 of the Amended Complaint and leave Plaintiff to its proofs.

276. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 276 of the Amended Complaint and leave Plaintiff to its proofs.

277. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 277 of the Amended Complaint and leave Plaintiff to its proofs.

278. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 278 of the Amended Complaint and leave Plaintiff to its proofs.

279. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 279 of the Amended Complaint and leave Plaintiff to its proofs.

280. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 280 of the Amended Complaint and leave Plaintiff to its proofs.

281. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 281 of the Amended Complaint and leave Plaintiff to its proofs.

282. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 282 of the Amended Complaint and leave Plaintiff to its proofs.

283. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 283 of the Amended Complaint and leave Plaintiff to its proofs.

284. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 284 of the Amended Complaint and leave Plaintiff to its proofs.

285. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 285 of the Amended Complaint and leave Plaintiff to its proofs.

286. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 286 of the Amended Complaint and leave Plaintiff to its proofs.

287. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 287 of the Amended Complaint and leave Plaintiff to its proofs.

288. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 288 of the Amended Complaint and leave Plaintiff to its proofs.

289. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 289 of the Amended Complaint and leave Plaintiff to its proofs.

290. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 290 of the Amended Complaint and leave Plaintiff to its proofs.

291. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 291 of the Amended Complaint and leave Plaintiff to its proofs.

292. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 292 of the Amended Complaint and leave Plaintiff to its proofs.

293. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 293 of the Amended Complaint and leave Plaintiff to its proofs.

294. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 294 of the Amended Complaint and leave Plaintiff to its proofs.

295. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 295 of the Amended Complaint and leave Plaintiff to its proofs.

296. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 296 of the Amended Complaint and leave Plaintiff to its proofs.

297. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 297 of the Amended Complaint and leave Plaintiff to its proofs.

298. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 298 of the Amended Complaint and leave Plaintiff to its proofs.

299. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 299 of the Amended Complaint and leave Plaintiff to its proofs.

300. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 300 of the Amended Complaint and leave Plaintiff to its proofs.

301. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 301 of the Amended Complaint and leave Plaintiff to its proofs.

302. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 302 of the Amended Complaint and leave Plaintiff to its proofs.

303. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 303 of the Amended Complaint and leave Plaintiff to its proofs.

304. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 304 of the Amended Complaint and leave Plaintiff to its proofs.

305. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 305 of the Amended Complaint and leave Plaintiff to its proofs.

306. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 306 of the Amended Complaint and leave Plaintiff to its proofs.

307. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 307 of the Amended Complaint and leave Plaintiff to its proofs.

308. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 308 of the Amended Complaint and leave Plaintiff to its proofs.

309. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 309 of the Amended Complaint and leave Plaintiff to its proofs.

310. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 310 of the Amended Complaint and leave Plaintiff to its proofs.

311. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 311 of the Amended Complaint and leave Plaintiff to its proofs.

312. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 312 of the Amended Complaint and leave Plaintiff to its proofs.

313. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 313 of the Amended Complaint and leave Plaintiff to its proofs.

314. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 314 of the Amended Complaint and leave Plaintiff to its proofs.

315. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 315 of the Amended Complaint and leave Plaintiff to its proofs.

316. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 316 of the Amended Complaint and leave Plaintiff to its proofs.

317. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 317 of the Amended Complaint and leave Plaintiff to its proofs.

318. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 318 of the Amended Complaint and leave Plaintiff to its proofs.

319. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 319 of the Amended Complaint and leave Plaintiff to its proofs.

320. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 320 of the Amended Complaint and leave Plaintiff to its proofs.

321. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 321 of the Amended Complaint and leave Plaintiff to its proofs.

322. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 322 of the Amended Complaint and leave Plaintiff to its proofs.

323. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 323 of the Amended Complaint and leave Plaintiff to its proofs.

324. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 324 of the Amended Complaint and leave Plaintiff to its proofs.

325. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 325 of the Amended Complaint and leave Plaintiff to its proofs.

326. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 326 of the Amended Complaint and leave Plaintiff to its proofs.

327. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 327 of the Amended Complaint and leave Plaintiff to its proofs.

328. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 328 of the Amended Complaint and leave Plaintiff to its proofs.



329. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 329 of the Amended Complaint and leave Plaintiff to its proofs.

330. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 330 of the Amended Complaint and leave Plaintiff to its proofs.

331. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 331 of the Amended Complaint and leave Plaintiff to its proofs.

332. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 332 of the Amended Complaint and leave Plaintiff to its proofs.

333. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 333 of the Amended Complaint and leave Plaintiff to its proofs.

334. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 334 of the Amended Complaint and leave Plaintiff to its proofs.

335. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 335 of the Amended Complaint and leave Plaintiff to its proofs.

336. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 336 of the Amended Complaint and leave Plaintiff to its proofs.

337. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 337 of the Amended Complaint and leave Plaintiff to its proofs.

338. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 338 of the Amended Complaint and leave Plaintiff to its proofs.

339. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 339 of the Amended Complaint and leave Plaintiff to its proofs.

340. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 340 of the Amended Complaint and leave Plaintiff to its proofs.

341. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 341 of the Amended Complaint and leave Plaintiff to its proofs.

342. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 342 of the Amended Complaint and leave Plaintiff to its proofs.

343. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 343 of the Amended Complaint and leave Plaintiff to its proofs.

344. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 344 of the Amended Complaint and leave Plaintiff to its proofs.

345. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 345 of the Amended Complaint and leave Plaintiff to its proofs.

346. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 346 of the Amended Complaint and leave Plaintiff to its proofs.

347. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 347 of the Amended Complaint and leave Plaintiff to its proofs.

348. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 348 of the Amended Complaint and leave Plaintiff to its proofs.

349. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 349 of the Amended Complaint and leave Plaintiff to its proofs.

350. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 350 of the Amended Complaint and leave Plaintiff to its proofs.

351. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 351 of the Amended Complaint and leave Plaintiff to its proofs.

352. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 352 of the Amended Complaint and leave Plaintiff to its proofs.

353. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 353 of the Amended Complaint and leave Plaintiff to its proofs.

354. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 354 of the Amended Complaint and leave Plaintiff to its proofs.

355. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 355 of the Amended Complaint and leave Plaintiff to its proofs.

356. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 356 of the Amended Complaint and leave Plaintiff to its proofs.

357. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 357 of the Amended Complaint and leave Plaintiff to its proofs.

358. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 358 of the Amended Complaint and leave Plaintiff to its proofs.

359. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 359 of the Amended Complaint and leave Plaintiff to its proofs.

360. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 360 of the Amended Complaint and leave Plaintiff to its proofs.

361. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 361 of the Amended Complaint and leave Plaintiff to its proofs.

362. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 362 of the Amended Complaint and leave Plaintiff to its proofs.

363. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 363 of the Amended Complaint and leave Plaintiff to its proofs.

364. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 364 of the Amended Complaint and leave Plaintiff to its proofs.

365. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 365 of the Amended Complaint and leave Plaintiff to its proofs.

366. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 366 of the Amended Complaint and leave Plaintiff to its proofs.

367. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 367 of the Amended Complaint and leave Plaintiff to its proofs.

368. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 368 of the Amended Complaint and leave Plaintiff to its proofs.

369. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 369 of the Amended Complaint and leave Plaintiff to its proofs.

370. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 370 of the Amended Complaint and leave Plaintiff to its proofs.

371. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 371 of the Amended Complaint and leave Plaintiff to its proofs.

372. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 372 of the Amended Complaint and leave Plaintiff to its proofs.

373. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 373 of the Amended Complaint and leave Plaintiff to its proofs.

374. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 374 of the Amended Complaint and leave Plaintiff to its proofs.

375. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 375 of the Amended Complaint and leave Plaintiff to its proofs.

376. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 376 of the Amended Complaint and leave Plaintiff to its proofs.

377. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 377 of the Amended Complaint and leave Plaintiff to its proofs.

378. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 378 of the Amended Complaint and leave Plaintiff to its proofs.

379. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 379 of the Amended Complaint and leave Plaintiff to its proofs.

380. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 380 of the Amended Complaint and leave Plaintiff to its proofs.

381. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 381 of the Amended Complaint and leave Plaintiff to its proofs.

382. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 382 of the Amended Complaint and leave Plaintiff to its proofs.

383. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 383 of the Amended Complaint and leave Plaintiff to its proofs.

384. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 384 of the Amended Complaint and leave Plaintiff to its proofs.



385. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 385 of the Amended Complaint and leave Plaintiff to its proofs.

386. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 386 of the Amended Complaint and leave Plaintiff to its proofs.

387. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 387 of the Amended Complaint and leave Plaintiff to its proofs.

388. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 388 of the Amended Complaint and leave Plaintiff to its proofs.

389. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 389 of the Amended Complaint and leave Plaintiff to its proofs.

390. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 390 of the Amended Complaint and leave Plaintiff to its proofs.

391. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 391 of the Amended Complaint and leave Plaintiff to its proofs.

392. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 392 of the Amended Complaint and leave Plaintiff to its proofs.

393. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 393 of the Amended Complaint and leave Plaintiff to its proofs.

394. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 394 of the Amended Complaint and leave Plaintiff to its proofs.

395. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 395 of the Amended Complaint and leave Plaintiff to its proofs.

396. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 396 of the Amended Complaint and leave Plaintiff to its proofs.

397. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 397 of the Amended Complaint and leave Plaintiff to its proofs.

398. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 398 of the Amended Complaint and leave Plaintiff to its proofs.

399. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 399 of the Amended Complaint and leave Plaintiff to its proofs.

400. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 400 of the Amended Complaint and leave Plaintiff to its proofs.

401. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 401 of the Amended Complaint and leave Plaintiff to its proofs.

402. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 402 of the Amended Complaint and leave Plaintiff to its proofs.

403. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 403 of the Amended Complaint and leave Plaintiff to its proofs.

404. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 404 of the Amended Complaint and leave Plaintiff to its proofs.

405. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 405 of the Amended Complaint and leave Plaintiff to its proofs.

406. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 406 of the Amended Complaint and leave Plaintiff to its proofs.

407. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 407 of the Amended Complaint and leave Plaintiff to its proofs.

408. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 408 of the Amended Complaint and leave Plaintiff to its proofs.

409. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 409 of the Amended Complaint and leave Plaintiff to its proofs.

410. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 410 of the Amended Complaint and leave Plaintiff to its proofs.

411. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 411 of the Amended Complaint and leave Plaintiff to its proofs.

412. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 412 of the Amended Complaint and leave Plaintiff to its proofs.

413. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 413 of the Amended Complaint and leave Plaintiff to its proofs.

414. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 414 of the Amended Complaint and leave Plaintiff to its proofs.

415. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 415 of the Amended Complaint and leave Plaintiff to its proofs.

416. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 416 of the Amended Complaint and leave Plaintiff to its proofs.

417. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 417 of the Amended Complaint and leave Plaintiff to its proofs.

418. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 418 of the Amended Complaint and leave Plaintiff to its proofs.

419. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 419 of the Amended Complaint and leave Plaintiff to its proofs.

420. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 420 of the Amended Complaint and leave Plaintiff to its proofs.

421. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 421 of the Amended Complaint and leave Plaintiff to its proofs.

422. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 422 of the Amended Complaint and leave Plaintiff to its proofs.

423. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 423 of the Amended Complaint and leave Plaintiff to its proofs.

424. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 424 of the Amended Complaint and leave Plaintiff to its proofs.

425. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 425 of the Amended Complaint and leave Plaintiff to its proofs.

426. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 426 of the Amended Complaint and leave Plaintiff to its proofs.

427. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 427 of the Amended Complaint and leave Plaintiff to its proofs.

428. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 428 of the Amended Complaint and leave Plaintiff to its proofs.

429. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 429 of the Amended Complaint and leave Plaintiff to its proofs.

430. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 430 of the Amended Complaint and leave Plaintiff to its proofs.

431. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 431 of the Amended Complaint and leave Plaintiff to its proofs.

432. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 432 of the Amended Complaint and leave Plaintiff to its proofs.

433. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 433 of the Amended Complaint and leave Plaintiff to its proofs.

434. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 434 of the Amended Complaint and leave Plaintiff to its proofs.

435. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 435 of the Amended Complaint and leave Plaintiff to its proofs.

436. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 436 of the Amended Complaint and leave Plaintiff to its proofs.

437. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 437 of the Amended Complaint and leave Plaintiff to its proofs.

438. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 438 of the Amended Complaint and leave Plaintiff to its proofs.

439. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 439 of the Amended Complaint and leave Plaintiff to its proofs.

440. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 440 of the Amended Complaint and leave Plaintiff to its proofs.



441. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 441 of the Amended Complaint and leave Plaintiff to its proofs.

442. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 442 of the Amended Complaint and leave Plaintiff to its proofs.

443. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 443 of the Amended Complaint and leave Plaintiff to its proofs.

444. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 444 of the Amended Complaint and leave Plaintiff to its proofs.

445. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 445 of the Amended Complaint and leave Plaintiff to its proofs.

446. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 446 of the Amended Complaint and leave Plaintiff to its proofs.

447. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 447 of the Amended Complaint and leave Plaintiff to its proofs.

448. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 448 of the Amended Complaint and leave Plaintiff to its proofs.

449. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 449 of the Amended Complaint and leave Plaintiff to its proofs.

450. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 450 of the Amended Complaint and leave Plaintiff to its proofs.

451. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 451 of the Amended Complaint and leave Plaintiff to its proofs.

452. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 452 of the Amended Complaint and leave Plaintiff to its proofs.

453. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 453 of the Amended Complaint and leave Plaintiff to its proofs.

454. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 454 of the Amended Complaint and leave Plaintiff to its proofs.

455. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 455 of the Amended Complaint and leave Plaintiff to its proofs.

456. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 456 of the Amended Complaint and leave Plaintiff to its proofs.

457. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 457 of the Amended Complaint and leave Plaintiff to its proofs.

458. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 458 of the Amended Complaint and leave Plaintiff to its proofs.

459. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 459 of the Amended Complaint and leave Plaintiff to its proofs.

460. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 460 of the Amended Complaint and leave Plaintiff to its proofs.

461. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 461 of the Amended Complaint and leave Plaintiff to its proofs.

462. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 462 of the Amended Complaint and leave Plaintiff to its proofs.

463. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 463 of the Amended Complaint and leave Plaintiff to its proofs.

464. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 464 of the Amended Complaint and leave Plaintiff to its proofs.

465. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 465 of the Amended Complaint and leave Plaintiff to its proofs.

466. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 466 of the Amended Complaint and leave Plaintiff to its proofs.

467. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 467 of the Amended Complaint and leave Plaintiff to its proofs.

468. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 468 of the Amended Complaint and leave Plaintiff to its proofs.

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470. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 470 of the Amended Complaint and leave Plaintiff to its proofs.

471. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 471 of the Amended Complaint and leave Plaintiff to its proofs.

472. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 472 of the Amended Complaint and leave Plaintiff to its proofs.

473. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 473 of the Amended Complaint and leave Plaintiff to its proofs.

474. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 474 of the Amended Complaint and leave Plaintiff to its proofs.

475. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 475 of the Amended Complaint and leave Plaintiff to its proofs.

476. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 476 of the Amended Complaint and leave Plaintiff to its proofs.

477. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 477 of the Amended Complaint and leave Plaintiff to its proofs.

478. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 478 of the Amended Complaint and leave Plaintiff to its proofs.

479. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 479 of the Amended Complaint and leave Plaintiff to its proofs.

480. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 480 of the Amended Complaint and leave Plaintiff to its proofs.

481. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 481 of the Amended Complaint and leave Plaintiff to its proofs.

482. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 482 of the Amended Complaint and leave Plaintiff to its proofs.

483. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 483 of the Amended Complaint and leave Plaintiff to its proofs.

484. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 484 of the Amended Complaint and leave Plaintiff to its proofs.

485. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 485 of the Amended Complaint and leave Plaintiff to its proofs.

486. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 486 of the Amended Complaint and leave Plaintiff to its proofs.

487. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 487 of the Amended Complaint and leave Plaintiff to its proofs.

488. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 488 of the Amended Complaint and leave Plaintiff to its proofs.

489. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 489 of the Amended Complaint and leave Plaintiff to its proofs.

490. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 490 of the Amended Complaint and leave Plaintiff to its proofs.

491. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 491 of the Amended Complaint and leave Plaintiff to its proofs.

492. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 492 of the Amended Complaint and leave Plaintiff to its proofs.

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494. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 494 of the Amended Complaint and leave Plaintiff to its proofs.

495. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 495 of the Amended Complaint and leave Plaintiff to its proofs.

496. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 496 of the Amended Complaint and leave Plaintiff to its proofs.



497. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 497 of the Amended Complaint and leave Plaintiff to its proofs.

498. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 498 of the Amended Complaint and leave Plaintiff to its proofs.

499. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 499 of the Amended Complaint and leave Plaintiff to its proofs.

500. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 500 of the Amended Complaint and leave Plaintiff to its proofs.

501. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 501 of the Amended Complaint and leave Plaintiff to its proofs.

502. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 502 of the Amended Complaint and leave Plaintiff to its proofs.

503. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 503 of the Amended Complaint and leave Plaintiff to its proofs.

504. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 504 of the Amended Complaint and leave Plaintiff to its proofs.

505. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 505 of the Amended Complaint and leave Plaintiff to its proofs.

506. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 506 of the Amended Complaint and leave Plaintiff to its proofs.

507. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 507 of the Amended Complaint and leave Plaintiff to its proofs.

508. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 508 of the Amended Complaint and leave Plaintiff to its proofs.

509. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 509 of the Amended Complaint and leave Plaintiff to its proofs.

510. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 510 of the Amended Complaint and leave Plaintiff to its proofs.

511. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 511 of the Amended Complaint and leave Plaintiff to its proofs.

512. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 512 of the Amended Complaint and leave Plaintiff to its proofs.

513. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 513 of the Amended Complaint and leave Plaintiff to its proofs.

514. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 514 of the Amended Complaint and leave Plaintiff to its proofs.

515. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 515 of the Amended Complaint and leave Plaintiff to its proofs.

516. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 516 of the Amended Complaint and leave Plaintiff to its proofs.

517. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 517 of the Amended Complaint and leave Plaintiff to its proofs.

518. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 518 of the Amended Complaint and leave Plaintiff to its proofs.

519. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 519 of the Amended Complaint and leave Plaintiff to its proofs.

520. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 520 of the Amended Complaint and leave Plaintiff to its proofs.

521. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 521 of the Amended Complaint and leave Plaintiff to its proofs.

522. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 522 of the Amended Complaint and leave Plaintiff to its proofs.

523. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 523 of the Amended Complaint and leave Plaintiff to its proofs.

524. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 524 of the Amended Complaint and leave Plaintiff to its proofs.

525. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 525 of the Amended Complaint and leave Plaintiff to its proofs.

526. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 526 of the Amended Complaint and leave Plaintiff to its proofs.

527. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 527 of the Amended Complaint and leave Plaintiff to its proofs.

528. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 528 of the Amended Complaint and leave Plaintiff to its proofs.

529. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 529 of the Amended Complaint and leave Plaintiff to its proofs.

530. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 530 of the Amended Complaint and leave Plaintiff to its proofs.

531. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 531 of the Amended Complaint and leave Plaintiff to its proofs.

532. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 532 of the Amended Complaint and leave Plaintiff to its proofs.

533. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 533 of the Amended Complaint and leave Plaintiff to its proofs.

534. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 534 of the Amended Complaint and leave Plaintiff to its proofs.

535. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 535 of the Amended Complaint and leave Plaintiff to its proofs.

536. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 536 of the Amended Complaint and leave Plaintiff to its proofs.

537. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 537 of the Amended Complaint and leave Plaintiff to its proofs.

538. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 538 of the Amended Complaint and leave Plaintiff to its proofs.

539. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 539 of the Amended Complaint and leave Plaintiff to its proofs.

540. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 540 of the Amended Complaint and leave Plaintiff to its proofs.

541. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 541 of the Amended Complaint and leave Plaintiff to its proofs.

542. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 542 of the Amended Complaint and leave Plaintiff to its proofs.

543. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 543 of the Amended Complaint and leave Plaintiff to its proofs.

544. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 544 of the Amended Complaint and leave Plaintiff to its proofs.

545. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 545 of the Amended Complaint and leave Plaintiff to its proofs.

546. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 546 of the Amended Complaint and leave Plaintiff to its proofs.

547. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 547 of the Amended Complaint and leave Plaintiff to its proofs.

548. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 548 of the Amended Complaint and leave Plaintiff to its proofs.

549. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 549 of the Amended Complaint and leave Plaintiff to its proofs.

550. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 550 of the Amended Complaint and leave Plaintiff to its proofs.

551. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 551 of the Amended Complaint and leave Plaintiff to its proofs.

552. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 552 of the Amended Complaint and leave Plaintiff to its proofs.



553. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 553 of the Amended Complaint and leave Plaintiff to its proofs.

554. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 554 of the Amended Complaint and leave Plaintiff to its proofs.

555. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 555 of the Amended Complaint and leave Plaintiff to its proofs.

556. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 556 of the Amended Complaint and leave Plaintiff to its proofs.

557. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 557 of the Amended Complaint and leave Plaintiff to its proofs.

558. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 558 of the Amended Complaint and leave Plaintiff to its proofs.

559. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 559 of the Amended Complaint and leave Plaintiff to its proofs.

560. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 560 of the Amended Complaint and leave Plaintiff to its proofs.

561. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 561 of the Amended Complaint and leave Plaintiff to its proofs.

562. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 562 of the Amended Complaint and leave Plaintiff to its proofs.

563. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 563 of the Amended Complaint and leave Plaintiff to its proofs.

564. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 564 of the Amended Complaint and leave Plaintiff to its proofs.

565. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 565 of the Amended Complaint and leave Plaintiff to its proofs.

566. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 566 of the Amended Complaint and leave Plaintiff to its proofs.

567. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 567 of the Amended Complaint and leave Plaintiff to its proofs.

568. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 568 of the Amended Complaint and leave Plaintiff to its proofs.

569. Paragraph 569 of the Amended Complaint does not contain a factual allegation and, thus, no response is required. To the extent a response is required, Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 569 of the Amended Complaint.

570. Paragraph 570 of the Amended Complaint does not contain a factual allegation and, thus, no response is required. To the extent a response is required, Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 570 of the Amended Complaint.

**AS TO GENERAL ALLEGATIONS**

571. Defendants neither admit nor deny the allegations in Paragraph 571 of the Amended Complaint, and affirmatively state that the Term Loan Agreement is a writing that speaks for itself.

572. To the extent the allegations in Paragraph 572 of the Amended Complaint are directed at Defendants, Defendants deny same.

573. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 573 of the Amended Complaint and leave Plaintiff to its proofs.

574. Except to admit that on the Petition Date, the Debtors filed the DIP Motion, Defendants neither admit nor deny the allegations in Paragraph 574 of the Amended Complaint, and affirmatively state that the DIP Motion is a writing that speaks for itself.

575. Defendants neither admit nor deny the allegations in Paragraph 575 of the Amended Complaint, and affirmatively state that the DIP Motion is a writing that speaks for itself.

576. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 576 of the Amended Complaint and leave Plaintiff to its proofs.

577. Defendants neither admit nor deny the allegations in Paragraph 577 of the Amended Complaint, and affirmatively state that the DIP Order is a writing that speaks for itself.

578. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 578 of the Amended Complaint and leave Plaintiff to its proofs.

579. To the extent the allegations in Paragraph 579 of the Amended Complaint are directed at Defendants, Defendants deny same.

580. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 580 of the Amended Complaint and leave Plaintiff to its proofs.

581. Defendants neither admit nor deny the allegations in Paragraph 581 of the Amended Complaint, and affirmatively state that the Financing Statement is a writing that speaks for itself.

582. Defendants neither admit nor deny the allegations in Paragraph 582 of the Amended Complaint, and affirmatively state that the Termination Statement is a writing that speaks for itself.

583. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 583 of the Amended Complaint and leave Plaintiff to its proofs.

584. Except to admit that on March 1, 2013, the Bankruptcy Court entered its *Decision on Cross Motions for Summary Judgment* [Adv. Pro. Dkt. No. 73] and an *Order on Cross Motions for Summary Judgment* [Adv. Pro. Dkt. No. 72], Defendants neither admit nor deny the allegations in Paragraph 584 of the Amended Complaint, and affirmatively state that the *Decision on Cross Motions for Summary Judgment* and the *Order on Cross Motions for Summary Judgment* are writings that speak for themselves.

585. Except to admit that on January 21, 2015, the United States Court of Appeals for the Second Circuit issued a decision in the matter of *Official Committee of Unsecured Creditors of Motors Liquidation Company v. JP Morgan Chase Bank, N.A.*, the Defendants neither admit nor deny the allegations in Paragraph 585 of the Amended Complaint, and affirmatively state that such a decision is a writing that speaks for itself.

#### **AS TO FIRST CLAIM FOR RELIEF**

586. Defendants repeat and restate their responses to the preceding paragraphs of the Amended Complaint as though set forth at length herein.

587. The allegations in Paragraph 587 of the Amended Complaint constitute legal conclusions thus, no response is required. To the extent a response is required, Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 587 of the Amended Complaint.

588. The allegations in Paragraph 588 of the Amended Complaint constitute legal conclusions thus, no response is required. To the extent a response is required, Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 588 of the Amended Complaint.

589. The allegations in Paragraph 589 of the Amended Complaint constitute legal conclusions which Defendants neither admit nor deny. To the extent a response is required, Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 589 of the Amended Complaint.

**AS TO SECOND CLAIM FOR RELIEF**

590. Defendants repeat and restate their responses to the preceding paragraphs of the Amended Complaint as though set forth at length herein.

591. To the extent the allegations in Paragraph 591 of the Amended Complaint are directed at Defendants, Defendants deny same.

592. The allegations in Paragraph 592 of the Amended Complaint constitute legal conclusions thus, no response is required.

593. Defendants neither admit nor deny the allegations in Paragraph 593 of the Amended Complaint, and affirmatively state that the DIP Order is a writing that speaks for itself.

594. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 594 of the Amended Complaint and leave Plaintiff to its proofs.

595. To the extent the allegations in Paragraph 595 of the Amended Complaint are directed at Defendants, Defendants deny same.

596. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 596 of the Amended Complaint and leave Plaintiff to its proofs.

597. Defendants neither admit nor deny the allegations in Paragraph 597 of the Amended Complaint, and affirmatively state that the DIP Order is a writing that speaks for itself.

598. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 598 of the Amended Complaint and leave Plaintiff to its proofs.

599. The allegations in Paragraph 599 of the Amended Complaint constitute legal conclusions as well as allegations for which Defendants lack sufficient knowledge or information to form a belief as to the truth of the allegations asserted therein.

600. To the extent the allegations in Paragraph 600 of the Amended Complaint are directed at Defendants, Defendants deny same.

601. To the extent the allegations in Paragraph 601 of the Amended Complaint are directed at Defendants, Defendants deny same.

602. The allegations in Paragraph 602 of the Amended Complaint constitute legal conclusions which Defendants neither admit nor deny. To the extent a response is required, Defendants deny the allegations in Paragraph 602 of the Amended Complaint.

603. To the extent the allegations in Paragraph 603 of the Amended Complaint are directed at Defendants, Defendants deny same. To the extent a response is required, Defendants deny the allegations in Paragraph 603 of the Amended Complaint.

**AS TO THIRD CLAIM FOR RELIEF**

604. Defendants repeat and restate their responses to the preceding paragraphs of the Amended Complaint as though set forth at length herein.

605. To the extent the allegations in Paragraph 605 of the Amended Complaint are directed at Defendants, Defendants deny same.

606. To the extent the allegations in Paragraph 606 of the Amended Complaint are directed at Defendants, Defendants deny same.

607. To the extent the allegations in Paragraph 607 of the Amended Complaint are directed at Defendants, Defendants deny same.

608. The allegations in Paragraph 608 of the Amended Complaint constitute legal conclusions, thus no response is required. To the extent a response is required, Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 608 of the Amended Complaint.

609. To the extent the allegations in Paragraph 609 of the Amended Complaint are directed at Defendants, Defendants deny same.

610. To the extent the allegations in Paragraph 610 of the Amended Complaint are directed at Defendants, Defendants deny same.

611. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 611 of the Amended Complaint and leave Plaintiff to its proofs.

612. To the extent the allegations in Paragraph 612 of the Amended Complaint are directed at Defendants, Defendants deny same.

613. To the extent the allegations in Paragraph 613 of the Amended Complaint are directed at Defendants, Defendants deny same.

614. The allegations in Paragraph 614 of the Amended Complaint constitute legal conclusions which Defendants neither admit nor deny.



615. To the extent the allegations in Paragraph 615 of the Amended Complaint are directed at Defendants, Defendants deny same.

**AS TO FOURTH CLAIM FOR RELIEF**

616. Defendants repeat and restate their responses to the preceding paragraphs of the Amended Complaint as though set forth at length herein.

617. To the extent the allegations in Paragraph 617 of the Amended Complaint are directed at Defendants, Defendants deny same.

618. To the extent the allegations in Paragraph 618 of the Amended Complaint are directed at Defendants, Defendants deny same.

**WHEREFORE**, Defendants request that this Court dismiss the Amended Complaint, and grant Defendants such further relief as the Court deems just and appropriate under the circumstances.

**AFFIRMATIVE DEFENSES**

**FIRST AFFIRMATIVE DEFENSE**

Plaintiff fails to allege sufficient facts to state any claim for which relief can be granted, and, as such, the Amended Complaint should be dismissed.

**SECOND AFFIRMATIVE DEFENSE**

Plaintiff cannot demonstrate that the transfers at issue in this proceeding were transfers of the Debtors' interest in property.

**THIRD AFFIRMATIVE DEFENSE**

Plaintiff's claims are barred by the doctrines of waiver, equitable estoppel and laches. Among other reasons, Plaintiff waited approximately six years before serving Defendants with either the Amended Complaint or the original Complaint.

**FOURTH AFFIRMATIVE DEFENSE**

Plaintiff's claims are barred by the doctrine of accord and satisfaction.

**FIFTH AFFIRMATIVE DEFENSE**

Plaintiff's claims are barred by the applicable statute of limitations. Without limiting the generality of the foregoing, Plaintiff waited approximately six years before serving Defendants with any summons or complaint (including the Amended Complaint) and the prior orders of the Bankruptcy Court extending the time for Plaintiff to serve the summons were ineffective. Such orders were ineffective because, among other reasons, good cause (or other cause) did not exist to enter such orders, and Defendants did not have any notice of Plaintiff or the Official Committee of Unsecured Creditors seeking to extend the time for service.

**SIXTH AFFIRMATIVE DEFENSE**

Plaintiff's claims are barred due to a lack of due process in that Defendants had no knowledge of the pending adversary proceeding until approximately six years after the adversary proceeding was filed, which has prejudiced Defendants from defending this action. The prior orders of the Bankruptcy Court extending the time for service of the summons should be vacated for the reasons set forth above.

**SEVENTH AFFIRMATIVE DEFENSE**

Plaintiff lacks standing to bring claims against Defendants, and Plaintiff's claims did not survive the confirmation of the Debtors' Chapter 11 plan.

**EIGHTH AFFIRMATIVE DEFENSE**

The filing of the Termination Statement was unauthorized by JPMorgan Chase Bank, N.A. ("JPMorgan") and is therefore ineffective.

**NINTH AFFIRMATIVE DEFENSE**

The Termination Statement is ineffective because 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 Term Loan UCC Financing Statements, and, therefore, had no power or authority to cause the Termination Statement to be filed.

**TENTH AFFIRMATIVE DEFENSE**

The Termination Statement was filed without authority because no Term Lender ever authorized the filing of the Termination Statement.

**ELEVENTH AFFIRMATIVE DEFENSE**

JPMorgan, as Administrative Agent for the Term Loan and as Administrative Agent for the Synthetic Lease, exceeded its authority as agent of its principals by causing the Termination Statement to be filed.

**TWELFTH AFFIRMATIVE DEFENSE**

JPMorgan has exceeded its authority in acting or purporting to act for Defendants by taking actions not expressly authorized under the terms of the Term Loan Agreement, which unauthorized actions may include without limitation purporting to act as an agent of the Term Lenders in this adversary proceeding.

**THIRTEENTH AFFIRMATIVE DEFENSE**

The claims asserted in the Amended Complaint against Defendants are barred by the doctrines of mistake, restitution, and unjust enrichment, which collectively or individually require reinstatement of the erroneously terminated financing statement.

**FOURTEENTH AFFIRMATIVE DEFENSE**

The unauthorized filing of the Termination Statement did not terminate or waive Defendants' security interests in certain assets of the Debtors pursuant to the Term Loan Agreement and the Term Loan UCC Financing Statements.

**FIFTEENTH AFFIRMATIVE DEFENSE**

Defendants were each 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-1 financing statements filed throughout the United States.

**SIXTEENTH AFFIRMATIVE DEFENSE**

Plaintiff is estopped from alleging that any security interest of JPMorgan, as administrative agent, was terminated.

**SEVENTEENTH 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 the Defendant, and therefore, such collateral is excluded from the bankruptcy estate.

**EIGHTEENTH AFFIRMATIVE DEFENSE**

The claims asserted in the Amended Complaint are barred by the doctrines of *in pari delicto*, unclean hands, and/or the Wagoner rule.

**NINETEENTH AFFIRMATIVE DEFENSE**

The claims asserted in the Amended Complaint are barred by the doctrine of earmarking.

**TWENTIETH AFFIRMATIVE DEFENSE**

The transfers are not avoidable based on the single satisfaction rule set forth in Section 550(d) of the Bankruptcy Code.

**TWENTY-FIRST AFFIRMATIVE DEFENSE**

The claims asserted in the Amended Complaint are barred to the extent that Defendants are not transferees from which Plaintiff may recover the value of an avoided transfer under section 550 of the Bankruptcy Code.

**TWENTY-SECOND AFFIRMATIVE DEFENSE**

At the time of the transfers to Defendants, Defendants were each 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.

**TWENTY-THIRD AFFIRMATIVE DEFENSE**

The claims asserted in the Amended Complaint are barred to the extent that Defendants were mere conduits for transfers.

**TWENTY-FOURTH AFFIRMATIVE DEFENSE**

The alleged pre-petition transfers sought from Defendants were (a) in payment of a debt incurred by the Debtors in the ordinary course of business or financial affairs of the Debtors and Defendants, (b) made in the ordinary course of business of business or financial affairs of the Debtors and Defendants, and (c) made according to ordinary business terms, pursuant to Bankruptcy Code section 547(c)(2).

**TWENTY-FIFTH AFFIRMATIVE DEFENSE**

Pursuant to the Term Loan Agreement, the Debtors agreed to hold harmless and indemnify each lender to the full extent of any losses or claims related to or arising out of the Term Loan Agreement. Defendants hereby invoke all of their respective contractual and common law indemnity rights, and hereby provides notice to Plaintiff thereof.

**TWENTY-SIXTH AFFIRMATIVE DEFENSE**

The claims asserted in the Amended Complaint to avoid transfer under section 549 of the Bankruptcy Code are barred to the extent that such transfers were not property of the estate.

**TWENTY-SEVENTH AFFIRMATIVE DEFENSE**

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

**TWENTY-EIGHTH AFFIRMATIVE DEFENSE**

Except claims "with respect only to the perfection of first priority liens of the Prepetition Senior Facilities Secured Parties," all claims have been released pursuant to the DIP Order.

**TWENTY-NINTH AFFIRMATIVE DEFENSE**

Damages to Plaintiff, if any, should be reduced to the extent that the conduct of others caused or contributed to any damages sustained by Plaintiff.

**THIRTIETH AFFIRMATIVE DEFENSE**

Defendants incorporate by reference all defenses and affirmative defenses raised by other defendants in answer to Plaintiff's Amended Complaint and/or other defenses or issues raised by other defendants in their motions to dismiss (including without limitation the motions to dismiss at **Dkt. Nos. 226 and 262**), regardless of whether such motions to dismiss are withdrawn, settled or otherwise resolved

**THIRTY-FIRST AFFIRMATIVE DEFENSE**

Defendants assert as an affirmative defense that to the extent that any prepetition transfers at issue are held by this Court to meet the requirements of 11 U.S.C. § 547(b), all such transfers may nevertheless not be avoided as preferences pursuant to 11 U.S.C. § 547(c)(1).

**THIRTY-SECOND AFFIRMATIVE DEFENSE**

Defendants assert as an affirmative defense that to the extent that any prepetition transfers at issue are held by this Court to meet the requirements of 11 U.S.C. § 547(b), all such transfers may nevertheless not be avoided as preferences pursuant to 11 U.S.C. § 547(c)(2).

**THIRTY-THIRD AFFIRMATIVE DEFENSE**

Defendants assert as an affirmative defense that to the extent that any prepetition transfers at issue are held by this Court to meet the requirements of 11 U.S.C. § 547(b), all such transfers may nevertheless not be avoided as preferences pursuant to 11 U.S.C. § 547(c)(4).

**THIRTY-FOURTH AFFIRMATIVE DEFENSE**

The relief requested in the Amended Complaint should be denied in whole or in part to the extent the transfers in question are subject to the doctrine of judicial estoppel.

**THIRTY-FIFTH AFFIRMATIVE DEFENSE**

The relief requested in the Amended Complaint should be denied in whole or in part to the extent the transfers in question are subject to the doctrine of setoff.

**THIRTY-SIXTH AFFIRMATIVE DEFENSE**

The relief requested in the Amended Complaint should be denied in whole or in part to the extent the transfers in question are subject to the doctrine of recoupment.

**THIRTY-SEVENTH AFFIRMATIVE DEFENSE**

Defendants reserve the right to raise additional federal and state law defenses and to amend and/or to supplement those asserted herein upon further analysis and discovery of information regarding the Amended Complaint.

**WHEREFORE**, Defendants, Highland Credit Opportunities CDO, Ltd. and Highland Floating Rate Fund, request that this Court dismiss the Amended Complaint, and grant Defendants such further relief as the Court deems just and appropriate under the circumstances.

**COLE SCHOTZ P.C.**

Dated: November 30, 2015

By: /s/ Jill B. Bienstock

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