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Hearing Date and Time: To be determined by the Court
Objections Due (per Scheduling Order): January 20, 2016
Reply Due (per Scheduling Order): February 15, 2016

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

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In re:

Chapter 11

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

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

Debtors.

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MOTORS LIQUIDATION COMPANY AVOIDANCE
ACTION TRUST, by and through the Wilmington Trust
Company, solely in its capacity as Trust Administrator and
Trustee,

Plaintiff,

Adversary Proceeding
Case No. 09-00504 (REG)

against

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

Defendants.

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**DEFENDANT CONTINENTAL CASUALTY COMPANY'S
MOTION TO DISMISS PLAINTIFF'S AMENDED COMPLAINT**

Defendant Continental Casualty Company ("Continental"), by their counsel
Elenius Frost & Walsh and David Christian Attorneys LLC, moves the Court pursuant to

Fed. R. Civ. P. 12(b)(2), 12(b)(5), and 12(b)(6), made applicable to this adversary proceeding by Fed. R. Bankr. P. 7012(b), for an order dismissing with prejudice the *First Amended Adversary Complaint for (1) Avoidance of Unperfected Lien, (2) Avoidance and Recovery of Postpetition Transfers, (3) Avoidance and Recovery of Preferential Payments, and (4) Disallowance of Claims by Defendants* (the “Amended Complaint”) filed by Plaintiff Motors Liquidation Company Avoidance Action Trust (the “AAT”) on May 20, 2015 [Docket No. 91], and in support thereof respectfully represents as follows:

1. Sections 157 and 1334 of Title 28, United States Code, assign jurisdiction to hear the Continental Motion to Dismiss to the Bankruptcy Court. Section 157(b)(2)(A), (B), (F), (K), and (O) identifies this proceeding as core. Continental does not consent to the entry of final orders or judgment by the Bankruptcy Court under Article III of the United States Constitution. Venue is proper in this District pursuant to 28 U.S.C. § 1409(a).

2. The first, second, third, and fourth claims for relief in the Amended Complaint fail to state claims upon which relief can be granted pursuant to Fed. R. Civ. P. 12(b)(2), (b)(5), and (b)(6), made applicable to this adversary proceeding by Fed. R. Bankr. P. 7012(b), for the reasons set forth in the accompanying memorandum of law and the *Term Loan Investor Defendants’ Memorandum of Law* filed on November 16, 2016 [Docket No. 226-1], hereby incorporated by reference, to each of which the Court is respectfully referred.

WHEREFORE, Continental Casualty Company respectfully requests that the Court grant the Continental Motion to Dismiss and dismiss the Amended Complaint as

against Continental with prejudice; and for such other and further relief as the Court
deems just and proper.

New York, New York
December 11, 2015

ELENIUS FROST & WALSH

s/ William P. Lalor

William P. Lalor

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