

**KLESTADT WINTERS JURELLER
SOUTHARD & STEVENS, LLP**
200 West 41st Street, 17th Floor
New York, NY 10036
Telephone: (212) 972-3000
Facsimile: (212) 972-2245
Sean C. Southard
Brendan M. Scott

*Attorneys for Defendants Virtus Multi Sector Fixed
Income Fund, (ii) Virtus Multisector Short Term
Bond Fund, (iii) Virtus Senior Floating Rate Fund,
(iv) Phoenix Edge Series Fund Phoenix Multi
Sector Short Term Bond Series, and (v) Phoenix
Edge SRS-Multi-Sector Fixed Income Series*

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

In re:

MOTORS LIQUIDATION COMPANY, *et. al.*

Chapter 11 Case

Case No. 09-50026 (REG)

(Jointly Administered)

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

Plaintiff,

v.

JP MORGAN CHASE BANK, N.A., individually
and as Administrative Agent for Various lenders
party to the Term Loan Agreement described
herein, et al.,

Defendants.

Adv. Pro. No. 09-00504 (REG)

**DEFENDANTS' MOTION AND JOINDER FOR AN ORDER PURSUANT TO RULE
12(C) OF THE FEDERAL RULES OF CIVIL PROCEDURE MADE APPLICABLE TO
THIS ADVERSARY PROCEEDING BY RULE 7012(C) OF THE FEDERAL RULES OF
BANKRUPTCY PROCEDURE ENTERING JUDGMENT IN FAVOR OF
DEFENDANTS AND DISMISSING THE COMPLAINT**

Defendants (i) Virtus Multi Sector Fixed Income Fund (“Virtus Fixed Income Fund”), (ii) Virtus Multisector Short Term Bond Fund (“Virtus Short Term Bond Fund”), (iii) Virtus Senior Floating Rate Fund (“Virtus Floating Rate Fund”), (iv) Phoenix Edge Series Fund Phoenix Multi Sector Short Term Bond Series (“Phoenix Fund Bond Series”), and (v) Phoenix Edge SRS-Multi-Sector Fixed Income Series (“Phoenix Fixed Income Series”, and collectively, the “Defendants”), by their undersigned attorneys, as and for their motion for an order pursuant Rule 12(c) of the Federal Rules of Civil Procedure made applicable to this adversary proceeding by Rule 7012(c) of the Federal Rules of Bankruptcy Procedure entering judgment in favor of Defendants and dismissing the Complaint [Docket Entry No. 91] (“Complaint”), filed by Plaintiff Motors Liquidation Company Avoidance Action Trust (“Plaintiff”), respectfully set forth as follows:

ARGUMENT

For the reasons set forth in the *Motion of Term Loan Lenders for Judgment on the Pleadings* (ECF No. 377), the Complaint must be dismissed.

To avoid duplicative briefing, Defendants hereby join, adopt and incorporate the factual statements and legal arguments set forth in ECF No. 377 as if set forth fully herein, and Defendants respectfully request that the Court enter an order dismissing the Complaint.

WHEREFORE, Defendants demand judgment against Plaintiff dismissing the Complaint with Prejudice, awarding Defendants’ attorneys’ fees and costs of suit, and such other relief as the Court deems just and appropriate.

Dated: New York, New York
January 27, 2016

KLESTADT WINTERS JURELLER
SOUTHARD & STEVENS, LLP

By: /s/ Brendan M. Scott

Sean C. Southard
Brendan M. Scott
200 West 41st Street, 17th Floor
New York, NY 10036
Tel: (212) 972-3000
Fax: (212) 972-2245
ssouthard@klestadt.com
bscott@klestadt.com

*Attorneys for Defendants (i) Virtus Multi
Sector Fixed Income Fund, (ii) Virtus
Multisector Short Term Bond Fund, (iii)
Virtus Senior Floating Rate Fund,
(iv) Phoenix Edge Series Fund Phoenix Multi
Sector Short Term Bond Series, and
(v) Phoenix Edge SRS-Multi-Sector Fixed
Income Series*