

**Hearing Date: To Be Determined by Court
Response Deadline: March 4, 2016**

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State Board of Investments*

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

In re:

MOTORS LIQUIDATION COMPANY, *et al.*,

Debtors.

Chapter 11

Case No. 09-50026 (MG)

(Jointly Administered)

MOTORS LIQUIDATION COMPANY
AVOIDANCE ACTION TRUST,

Plaintiff,

Adversary Proceeding

v.

Case No. 09-00504 (MG)

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

Defendants.

**MOTION AND JOINDER OF DEFENDANTS TEACHERS' RETIREMENT SYSTEM
OF THE STATE OF ILLINOIS AND TCW ILLINOIS STATE BOARD OF
INVESTMENT TO MOTIONS TO DISMISS THE AMENDED COMPLAINT AND
FOR JUDGMENT ON THE PLEADINGS**

Defendants Teachers' Retirement System of the State of Illinois and TCW Illinois State
Board of Investment (together, the "Illinois Funds"), by and through their undersigned counsel,

Entwistle & Cappucci LLP, pursuant to the stipulation and order of this Court entered January 4, 2016 (ECF No. 341), hereby join in the arguments made in the following motions to dismiss pursuant to Fed. R. Civ. P. 12(b) and motions for judgment on the pleadings pursuant to Fed. R. Civ. P. 12(c), made applicable to this adversary proceeding by Fed. R. Bankr. P. 7012:

1. Point II, Memorandum of Law in Support of Certain Term Loan Investor Defendants' Joint Motion to Dismiss Plaintiff's Amended Complaint (ECF No. 226-1);
2. Point I, Motion of Ad Hoc Group of Term Lenders (1) To Vacate Certain Prior Orders of the Court; and (2) To Dismiss the Adversary Proceeding (ECF No. 262);
3. Point I, Motion of Term Loan Lenders for Judgment on the Pleadings (ECF No. 377); and
4. Point I, Memorandum of Law in Support of the Moving Term Lenders' Motion for Judgment on the Pleadings (ECF No. 390).

The Illinois Funds adopt the arguments set forth in the above pleadings as if the same were set forth fully herein. The Illinois Funds' joinder applies regardless of whether such motion is settled, withdrawn or otherwise resolved.

WHEREFORE, the Illinois Funds respectfully request that the Court dismiss the adversary proceeding with prejudice as to the Illinois Funds and grant the Illinois Funds such other and further relief as it deems just and proper.

Dated: New York, New York
March 4, 2016

ENTWISTLE & CAPPUCCI LLP

/s/ Andrew J. Entwistle

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