

Hearing Date and Time: April 18, 2016 at 10:00 a.m.  
Objection Filed by Plaintiff: March 4, 2016  
Reply Due: March 30, 2016

**HAHN & HESSEN LLP**

Mark T. Power, Esq.  
Alison M. Ladd, Esq.  
488 Madison Avenue  
New York, New York 10022  
Telephone: 212-478-7200  
Facsimile: 212-478-7400

*Attorneys for Defendants Oak Hill Credit Opportunities  
Financing Ltd., Oak Hill Credit Opportunities  
Master Fund, Ltd., Oak Hill Credit Partners V Ltd.,  
OHA Capital Solution Financing (Offshore), Ltd.,  
OHA Capital Solution Financing (Onshore), Ltd.,  
OHA Park Avenue CLO I Ltd., OHSF Financing Ltd.,  
OHSF II Financing Ltd., Stichting Pensioenfonds  
van de Metalektro f/k/a Stichting  
Bedrijfstakpensioenfonds Voor De Metalektro, and  
Stichting Pensionfonds Me*

*Certain Term Loan Investor Defendants listed in  
Appendix B to So-ordered Stipulation and Order Entered  
on January 4, 2016 [ECF 341]*

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

In re:

MOTOR LIQUIDATION COMPANY, *et al.*,  
  
Debtors.

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

Plaintiff,

vs.

JP MORGAN CHASE BANK, N.A., *et al.*

Defendants.

Chapter 11

Case No. 09-50026 (MG)

(Jointly Administered)

Adversary Proceeding

Case No. 09-00504 (MG)

**NOTICE OF JOINDER OF OAK HILL  
DEFENDANTS IN PENDING RULE 12 MOTIONS**

**PLEASE TAKE NOTICE** that a hearing to consider the relief requested in the Joinder of Oak Hill Defendants in Pending Rule 12 Motions (the “Joinder”) filed by Oak Hill Cr Opp Fin Ltd., Oak Hill Credit Opportunities Master Fund, Ltd., OHA Cap Sol Fin Offshore Ltd., OHA Cap Sol Fin Onshore Ltd., OHA Park Avenue CLO I Ltd., OHSF Financing Ltd., OHSF II Financing Ltd., Stichting Pensioenfonds van de Metalektro f/k/a Stichting Bedrijfstakpensioenfonds Voor De Metalektro, Stichting Pensionfonds Me, and Oak Hill Credit Partners V Ltd. (collectively, the “Oak Hill Defendants”) shall be held before the Honorable United States Bankruptcy Judge Martin Glenn, at the United States Bankruptcy Court for the Southern District of New York, Courtroom 523, One Bowling Green, New York, New York 10004 (the “Court”) on April 18, 2016 at 10:00 a.m. (EST).

**PLEASE TAKE FURTHER NOTICE** that the Plaintiff’s *Omnibus Memorandum of Law in Opposition to Defendants’ Motions to Dismiss and for Judgment on the Pleadings* (ECF 427) was filed March 4, 2016 in accordance with the Court’s Order Regarding Discovery and Scheduling (ECF 153), as amended by the Stipulation and Order Amending and Supplementing Prior Order Regarding Discovery and Scheduling dated January 4, 2016 (ECF 341).

Dated: New York, New York  
March 25, 2016

**HAHN & HESSEN LLP**

By: /s/ Mark T. Power  
Mark T. Power, Esq.  
Alison M. Ladd, Esq.  
488 Madison Avenue  
New York, NY 10022  
Telephone: (212) 478-7200

Facsimile: (212) 478-7400

*Attorneys for Defendants Oak Hill Credit  
Opportunities Financing Ltd., Oak Hill Credit  
Opportunities Master Fund, Ltd., Oak Hill Credit  
Partners V Ltd., OHA Capital Solution Financing  
(Offshore), Ltd., OHA Capital Solution Financing  
(Onshore), Ltd., OHA Park Avenue CLO I Ltd.,  
OHSF Financing Ltd., OHSF II Financing  
Ltd., Stichting Pensioenfonds van de Metalektro f/k/a  
Stichting Bedrijfstakpensioenfonds Voor De  
Metalektro, and Stichting Pensionfonds Me*

*Certain Term Loan Investor Defendants listed in  
Appendix B to So-ordered Stipulation and Order  
Entered on January 4, 2016 [ECF 341]*

Hearing Date and Time: April 18, 2016 at 10:00 a.m.  
Objection Filed by Plaintiff: March 4, 2016  
Reply Due: March 30, 2016

**HAHN & HESSEN LLP**

Mark T. Power, Esq.  
Alison M. Ladd, Esq.  
488 Madison Avenue  
New York, New York 10022  
Telephone: 212-478-7200  
Facsimile: 212-478-7400

*Attorneys for Defendants Oak Hill Credit Opportunities  
Financing Ltd., Oak Hill Credit Opportunities  
Master Fund, Ltd., Oak Hill Credit Partners V Ltd.,  
OHA Capital Solution Financing (Offshore), Ltd.,  
OHA Capital Solution Financing (Onshore), Ltd.,  
OHA Park Avenue CLO I Ltd., OHSF Financing Ltd.,  
OHSF II Financing Ltd., Stichting Pensioenfonds  
van de Metalektro f/k/a Stichting  
Bedrijfstakpensioenfonds Voor De Metalektro, and  
Stichting Pensionfonds Me*

*Certain Term Loan Investor Defendants listed in  
Appendix B to So-ordered Stipulation and Order Entered  
on January 4, 2016 [ECF 341]*

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

In re:

MOTOR LIQUIDATION COMPANY, *et al.*,  
  
Debtors.

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

Plaintiff,

vs.

JP MORGAN CHASE BANK, N.A., *et al.*

Defendants.

Chapter 11

Case No. 09-50026 (MG)

(Jointly Administered)

Adversary Proceeding

Case No. 09-00504 (MG)

**JOINDER OF OAK HILL DEFENDANTS  
IN PENDING RULE 12 MOTIONS**

Oak Hill Cr Opp Fin Ltd., Oak Hill Credit Opportunities Master Fund, Ltd., OHA Cap Sol Fin Offshore Ltd., OHA Cap Sol Fin Onshore Ltd., OHA Park Avenue CLO I Ltd., OHSF Financing Ltd., OHSF II Financing Ltd., Stichting Pensioenfonds van de Metalektro f/k/a Stichting Bedrijfstakpensioenfonds Voor De Metalektro, Stichting Pensionfonds Me and Oak Hill Credit Partners V Ltd. (the "Oak Hill Defendants")<sup>1</sup> hereby join in the (I) *Certain Term Loan Investor Defendants' Joint Motion to Dismiss Plaintiff's Amended Complaint* (ECF No. 226) and accompanying *Memorandum of Law* (ECF No. 226-1), (II) *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), (III) *Motion of Term Loan Lenders for Judgment on the Pleadings* (ECF No. 377) and (IV) *Memorandum of Law in Support of the Moving Term Loan Lenders' Motion for Judgment on the Pleadings* (ECF 390) and adopt the same as if set forth fully herein.

---

<sup>1</sup> Hahn & Hessen LLP is also counsel to Nonparties Oak Hill Credit Partners II Ltd., Oak Hill Credit Partners III Ltd. and Oak Hill Credit Partners IV Ltd.

**WHEREFORE**, the Oak Hill Defendants respectfully request that the Court grant the pending Rule 12 Motions and dismiss the Amended Complaint as against the Oak Hill Defendants with prejudice, and that the Court grant such other and further relief as may be just and proper.

Dated: New York, New York  
March 25, 2016

Respectfully submitted,

HAHN & HESSEN LLP

By: /s/ Mark T. Power

Mark T. Power, Esq.  
Alison M. Ladd, Esq.  
488 Madison Avenue  
New York, NY 10022  
Telephone: (212) 478-7200  
Facsimile: (212) 478-7400

*Attorneys for Defendants Oak Hill Credit  
Opportunities Financing Ltd., Oak Hill Credit  
Opportunities Master Fund, Ltd., Oak Hill Credit  
Partners V Ltd., OHA Capital Solution Financing  
(Offshore), Ltd., OHA Capital Solution Financing  
(Onshore), Ltd., OHA Park Avenue CLO I Ltd.,  
OHSF Financing Ltd., OHSF II Financing  
Ltd., Stichting Pensioenfonds van de Metalektro f/k/a  
Stichting Bedrijfstakpensioenfonds Voor De  
Metalektro, and Stichting Pensionfonds Me*

*Certain Term Loan Investor Defendants listed in  
Appendix B to So-ordered Stipulation and Order  
Entered on January 4, 2016 [ECF 341]*

**CERTIFICATE OF SERVICE**

I hereby certify that on the 25<sup>th</sup> day of March, 2016, a copy of the foregoing Joinder was served via the Court's CM/ECF system on all subscribed parties.

/s/ Alison M. Ladd  
Alison M. Ladd, Esq.