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Attorneys for Defendant, Fairview Funding LLC

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re:

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

Chapter 11

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

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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,

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

vs.

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

Defendants.

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

Defendant, Fairview Funding, LLC (“Fairview” or “Defendant”), by and through its  
undersigned counsel, hereby files its Answer and Affirmative Defenses to the First Amended

Complaint (“Amended Complaint”) of Motors Liquidation Company Avoidance Action Trust, 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, Fairview denies 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, Fairview denies 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, Fairview denies 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, Fairview does 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, Fairview denies 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. Fairview admits 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. Fairview admits the allegations of Paragraph 7 of the Amended Complaint.

8. Fairview neither admits nor denies 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 states that the DIP Order is a writing that speaks for itself.

9. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 9 of the Amended Complaint and leaves Plaintiff to its proofs.

10. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 10 of the Amended Complaint and leaves Plaintiff to its proofs.

11. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 11 of the Amended Complaint and leaves Plaintiff to its proofs.

12. Fairview neither admits nor denies the allegations in Paragraph 12 of the Amended Complaint, except Fairview admits that on March 18, 2011, the Bankruptcy Court entered the Confirmation Order, and affirmatively states that the Confirmation Order and Plan are writings that speak for themselves.

13. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 13 of the Amended Complaint and leaves Plaintiff to its proofs.

14. Fairview neither admits nor denies the allegations in Paragraph 14 of the Amended Complaint, and affirmatively states that the Confirmation Order, Plan and Trust Agreement are writings that speak for themselves.

15. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 15 of the Amended Complaint and leaves Plaintiff to its proofs.

16. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 16 of the Amended Complaint and leaves Plaintiff to its proofs.

17. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 17 of the Amended Complaint and leaves Plaintiff to its proofs.

18. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 18 of the Amended Complaint and leaves Plaintiff to its proofs.

19. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 19 of the Amended Complaint and leaves Plaintiff to its proofs.

20. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 20 of the Amended Complaint and leaves Plaintiff to its proofs.

21. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 21 of the Amended Complaint and leaves Plaintiff to its proofs.

22. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 22 of the Amended Complaint and leaves Plaintiff to its proofs.

23. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 23 of the Amended Complaint and leaves Plaintiff to its proofs.

24. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 24 of the Amended Complaint and leaves Plaintiff to its proofs.

25. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 25 of the Amended Complaint and leaves Plaintiff to its proofs.

26. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 26 of the Amended Complaint and leaves Plaintiff to its proofs.

27. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 27 of the Amended Complaint and leaves Plaintiff to its proofs.

28. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 28 of the Amended Complaint and leaves Plaintiff to its proofs.

29. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 29 of the Amended Complaint and leaves Plaintiff to its proofs.

30. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 30 of the Amended Complaint and leaves Plaintiff to its proofs.

31. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 31 of the Amended Complaint and leaves Plaintiff to its proofs.

32. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 32 of the Amended Complaint and leaves Plaintiff to its proofs.

33. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 33 of the Amended Complaint and leaves Plaintiff to its proofs.

34. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 34 of the Amended Complaint and leaves Plaintiff to its proofs.

35. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 35 of the Amended Complaint and leaves Plaintiff to its proofs.

36. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 36 of the Amended Complaint and leaves Plaintiff to its proofs.

37. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 37 of the Amended Complaint and leaves Plaintiff to its proofs.

38. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 38 of the Amended Complaint and leaves Plaintiff to its proofs.

39. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 39 of the Amended Complaint and leaves Plaintiff to its proofs.

40. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 40 of the Amended Complaint and leaves Plaintiff to its proofs.

41. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 41 of the Amended Complaint and leaves Plaintiff to its proofs.

42. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 42 of the Amended Complaint and leaves Plaintiff to its proofs.

43. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 43 of the Amended Complaint and leaves Plaintiff to its proofs.

44. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 44 of the Amended Complaint and leaves Plaintiff to its proofs.



45. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 45 of the Amended Complaint and leaves Plaintiff to its proofs.

46. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 46 of the Amended Complaint and leaves Plaintiff to its proofs.

47. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 47 of the Amended Complaint and leaves Plaintiff to its proofs.

48. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 48 of the Amended Complaint and leaves Plaintiff to its proofs.

49. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 49 of the Amended Complaint and leaves Plaintiff to its proofs.

50. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 50 of the Amended Complaint and leaves Plaintiff to its proofs.

51. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 51 of the Amended Complaint and leaves Plaintiff to its proofs.

52. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 52 of the Amended Complaint and leaves Plaintiff to its proofs.

53. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 53 of the Amended Complaint and leaves Plaintiff to its proofs.

54. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 54 of the Amended Complaint and leaves Plaintiff to its proofs.

55. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 55 of the Amended Complaint and leaves Plaintiff to its proofs.

56. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 56 of the Amended Complaint and leaves Plaintiff to its proofs.

57. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 57 of the Amended Complaint and leaves Plaintiff to its proofs.

58. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 58 of the Amended Complaint and leaves Plaintiff to its proofs.

59. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 59 of the Amended Complaint and leaves Plaintiff to its proofs.

60. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 60 of the Amended Complaint and leaves Plaintiff to its proofs.

61. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 61 of the Amended Complaint and leaves Plaintiff to its proofs.

62. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 62 of the Amended Complaint and leaves Plaintiff to its proofs.

63. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 63 of the Amended Complaint and leaves Plaintiff to its proofs.

64. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 64 of the Amended Complaint and leaves Plaintiff to its proofs.

65. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 65 of the Amended Complaint and leaves Plaintiff to its proofs.

66. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 66 of the Amended Complaint and leaves Plaintiff to its proofs.

67. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 67 of the Amended Complaint and leaves Plaintiff to its proofs.

68. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 68 of the Amended Complaint and leaves Plaintiff to its proofs.

69. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 69 of the Amended Complaint and leaves Plaintiff to its proofs.

70. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 70 of the Amended Complaint and leaves Plaintiff to its proofs.

71. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 71 of the Amended Complaint and leaves Plaintiff to its proofs.

72. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 72 of the Amended Complaint and leaves Plaintiff to its proofs.

73. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 73 of the Amended Complaint and leaves Plaintiff to its proofs.

74. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 74 of the Amended Complaint and leaves Plaintiff to its proofs.

75. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 75 of the Amended Complaint and leaves Plaintiff to its proofs.

76. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 76 of the Amended Complaint and leaves Plaintiff to its proofs.

77. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 77 of the Amended Complaint and leaves Plaintiff to its proofs.

78. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 78 of the Amended Complaint and leaves Plaintiff to its proofs.

79. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 79 of the Amended Complaint and leaves Plaintiff to its proofs.

80. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 80 of the Amended Complaint and leaves Plaintiff to its proofs.

81. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 81 of the Amended Complaint and leaves Plaintiff to its proofs.

82. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 82 of the Amended Complaint and leaves Plaintiff to its proofs.

83. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 83 of the Amended Complaint and leaves Plaintiff to its proofs.

84. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 84 of the Amended Complaint and leaves Plaintiff to its proofs.

85. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 85 of the Amended Complaint and leaves Plaintiff to its proofs.

86. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 86 of the Amended Complaint and leaves Plaintiff to its proofs.

87. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 87 of the Amended Complaint and leaves Plaintiff to its proofs.

88. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 88 of the Amended Complaint and leaves Plaintiff to its proofs.

89. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 89 of the Amended Complaint and leaves Plaintiff to its proofs.

90. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 90 of the Amended Complaint and leaves Plaintiff to its proofs.

91. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 91 of the Amended Complaint and leaves Plaintiff to its proofs.

92. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 92 of the Amended Complaint and leaves Plaintiff to its proofs.

93. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 93 of the Amended Complaint and leaves Plaintiff to its proofs.

94. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 94 of the Amended Complaint and leaves Plaintiff to its proofs.

95. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 95 of the Amended Complaint and leaves Plaintiff to its proofs.

96. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 96 of the Amended Complaint and leaves Plaintiff to its proofs.

97. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 97 of the Amended Complaint and leaves Plaintiff to its proofs.

98. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 98 of the Amended Complaint and leaves Plaintiff to its proofs.

99. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 99 of the Amended Complaint and leaves Plaintiff to its proofs.

100. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 100 of the Amended Complaint and leaves Plaintiff to its proofs.



101. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 101 of the Amended Complaint and leaves Plaintiff to its proofs.

102. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 102 of the Amended Complaint and leaves Plaintiff to its proofs.

103. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 103 of the Amended Complaint and leaves Plaintiff to its proofs.

104. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 104 of the Amended Complaint and leaves Plaintiff to its proofs.

105. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 105 of the Amended Complaint and leaves Plaintiff to its proofs.

106. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 106 of the Amended Complaint and leaves Plaintiff to its proofs.

107. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 107 of the Amended Complaint and leaves Plaintiff to its proofs.

108. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 108 of the Amended Complaint and leaves Plaintiff to its proofs.

109. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 109 of the Amended Complaint and leaves Plaintiff to its proofs.

110. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 110 of the Amended Complaint and leaves Plaintiff to its proofs.

111. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 111 of the Amended Complaint and leaves Plaintiff to its proofs.

112. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 112 of the Amended Complaint and leaves Plaintiff to its proofs.

113. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 113 of the Amended Complaint and leaves Plaintiff to its proofs.

114. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 114 of the Amended Complaint and leaves Plaintiff to its proofs.

115. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 115 of the Amended Complaint and leaves Plaintiff to its proofs.

116. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 116 of the Amended Complaint and leaves Plaintiff to its proofs.

117. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 117 of the Amended Complaint and leaves Plaintiff to its proofs.

118. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 118 of the Amended Complaint and leaves Plaintiff to its proofs.

119. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 119 of the Amended Complaint and leaves Plaintiff to its proofs.

120. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 120 of the Amended Complaint and leaves Plaintiff to its proofs.

121. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 121 of the Amended Complaint and leaves Plaintiff to its proofs.

122. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 122 of the Amended Complaint and leaves Plaintiff to its proofs.

123. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 123 of the Amended Complaint and leaves Plaintiff to its proofs.

124. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 124 of the Amended Complaint and leaves Plaintiff to its proofs.

125. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 125 of the Amended Complaint and leaves Plaintiff to its proofs.

126. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 126 of the Amended Complaint and leaves Plaintiff to its proofs.

127. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 127 of the Amended Complaint and leaves Plaintiff to its proofs.

128. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 128 of the Amended Complaint and leaves Plaintiff to its proofs.

129. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 129 of the Amended Complaint and leaves Plaintiff to its proofs.

130. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 130 of the Amended Complaint and leaves Plaintiff to its proofs.

131. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 131 of the Amended Complaint and leaves Plaintiff to its proofs.

132. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 132 of the Amended Complaint and leaves Plaintiff to its proofs.

133. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 133 of the Amended Complaint and leaves Plaintiff to its proofs.

134. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 134 of the Amended Complaint and leaves Plaintiff to its proofs.

135. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 135 of the Amended Complaint and leaves Plaintiff to its proofs.

136. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 136 of the Amended Complaint and leaves Plaintiff to its proofs.

137. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 137 of the Amended Complaint and leaves Plaintiff to its proofs.

138. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 138 of the Amended Complaint and leaves Plaintiff to its proofs.

139. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 139 of the Amended Complaint and leaves Plaintiff to its proofs.

140. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 140 of the Amended Complaint and leaves Plaintiff to its proofs.

141. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 141 of the Amended Complaint and leaves Plaintiff to its proofs.

142. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 142 of the Amended Complaint and leaves Plaintiff to its proofs.

143. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 143 of the Amended Complaint and leaves Plaintiff to its proofs.

144. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 144 of the Amended Complaint and leaves Plaintiff to its proofs.

145. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 145 of the Amended Complaint and leaves Plaintiff to its proofs.

146. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 146 of the Amended Complaint and leaves Plaintiff to its proofs.

147. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 147 of the Amended Complaint and leaves Plaintiff to its proofs.

148. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 148 of the Amended Complaint and leaves Plaintiff to its proofs.

149. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 149 of the Amended Complaint and leaves Plaintiff to its proofs.

150. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 150 of the Amended Complaint and leaves Plaintiff to its proofs.

151. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 151 of the Amended Complaint and leaves Plaintiff to its proofs.

152. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 152 of the Amended Complaint and leaves Plaintiff to its proofs.

153. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 153 of the Amended Complaint and leaves Plaintiff to its proofs.

154. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 154 of the Amended Complaint and leaves Plaintiff to its proofs.

155. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 155 of the Amended Complaint and leaves Plaintiff to its proofs.

156. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 156 of the Amended Complaint and leaves Plaintiff to its proofs.



157. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 157 of the Amended Complaint and leaves Plaintiff to its proofs.

158. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 158 of the Amended Complaint and leaves Plaintiff to its proofs.

159. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 159 of the Amended Complaint and leaves Plaintiff to its proofs.

160. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 160 of the Amended Complaint and leaves Plaintiff to its proofs.

161. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 161 of the Amended Complaint and leaves Plaintiff to its proofs.

162. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 162 of the Amended Complaint and leaves Plaintiff to its proofs.

163. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 163 of the Amended Complaint and leaves Plaintiff to its proofs.

164. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 164 of the Amended Complaint and leaves Plaintiff to its proofs.

165. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 165 of the Amended Complaint and leaves Plaintiff to its proofs.

166. Fairview denies the allegations in Paragraph 166 of the Amended Complaint. Fairview did not receive any transfers from the Debtor or JP Morgan Chase Bank. Fairview was not even in existence at the time of the alleged transfer.

167. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 167 of the Amended Complaint and leaves Plaintiff to its proofs.

168. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 168 of the Amended Complaint and leaves Plaintiff to its proofs.

169. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 169 of the Amended Complaint and leaves Plaintiff to its proofs.

170. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 170 of the Amended Complaint and leaves Plaintiff to its proofs.

171. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 171 of the Amended Complaint and leaves Plaintiff to its proofs.

172. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 172 of the Amended Complaint and leaves Plaintiff to its proofs.

173. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 173 of the Amended Complaint and leaves Plaintiff to its proofs.

174. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 174 of the Amended Complaint and leaves Plaintiff to its proofs.

175. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 175 of the Amended Complaint and leaves Plaintiff to its proofs.

176. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 176 of the Amended Complaint and leaves Plaintiff to its proofs.

177. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 177 of the Amended Complaint and leaves Plaintiff to its proofs.

178. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 178 of the Amended Complaint and leaves Plaintiff to its proofs.

179. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 179 of the Amended Complaint and leaves Plaintiff to its proofs.

180. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 180 of the Amended Complaint and leaves Plaintiff to its proofs.

181. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 181 of the Amended Complaint and leaves Plaintiff to its proofs.

182. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 182 of the Amended Complaint and leaves Plaintiff to its proofs.

183. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 183 of the Amended Complaint and leaves Plaintiff to its proofs.

184. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 184 of the Amended Complaint and leaves Plaintiff to its proofs.

185. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 185 of the Amended Complaint and leaves Plaintiff to its proofs.

186. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 186 of the Amended Complaint and leaves Plaintiff to its proofs.

187. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 187 of the Amended Complaint and leaves Plaintiff to its proofs.

188. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 188 of the Amended Complaint and leaves Plaintiff to its proofs.

189. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 189 of the Amended Complaint and leaves Plaintiff to its proofs.

190. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 190 of the Amended Complaint and leaves Plaintiff to its proofs.

191. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 191 of the Amended Complaint and leaves Plaintiff to its proofs.

192. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 192 of the Amended Complaint and leaves Plaintiff to its proofs.

193. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 193 of the Amended Complaint and leaves Plaintiff to its proofs.

194. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 194 of the Amended Complaint and leaves Plaintiff to its proofs.

195. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 195 of the Amended Complaint and leaves Plaintiff to its proofs.

196. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 196 of the Amended Complaint and leaves Plaintiff to its proofs.

197. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 197 of the Amended Complaint and leaves Plaintiff to its proofs.

198. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 198 of the Amended Complaint and leaves Plaintiff to its proofs.

199. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 199 of the Amended Complaint and leaves Plaintiff to its proofs.

200. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 200 of the Amended Complaint and leaves Plaintiff to its proofs.

201. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 201 of the Amended Complaint and leaves Plaintiff to its proofs.

202. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 202 of the Amended Complaint and leaves Plaintiff to its proofs.

203. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 203 of the Amended Complaint and leaves Plaintiff to its proofs.

204. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 204 of the Amended Complaint and leaves Plaintiff to its proofs.

205. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 205 of the Amended Complaint and leaves Plaintiff to its proofs.

206. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 206 of the Amended Complaint and leaves Plaintiff to its proofs.

207. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 207 of the Amended Complaint and leaves Plaintiff to its proofs.

208. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 208 of the Amended Complaint and leaves Plaintiff to its proofs.

209. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 209 of the Amended Complaint and leaves Plaintiff to its proofs.

210. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 210 of the Amended Complaint and leaves Plaintiff to its proofs.

211. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 211 of the Amended Complaint and leaves Plaintiff to its proofs.

212. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 212 of the Amended Complaint and leaves Plaintiff to its proofs.



213. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 213 of the Amended Complaint and leaves Plaintiff to its proofs.

214. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 214 of the Amended Complaint and leaves Plaintiff to its proofs.

215. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 215 of the Amended Complaint and leaves Plaintiff to its proofs.

216. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 216 of the Amended Complaint and leaves Plaintiff to its proofs.

217. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 217 of the Amended Complaint and leaves Plaintiff to its proofs.

218. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 218 of the Amended Complaint and leaves Plaintiff to its proofs.

219. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 219 of the Amended Complaint and leaves Plaintiff to its proofs.

220. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 220 of the Amended Complaint and leaves Plaintiff to its proofs.

221. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 221 of the Amended Complaint and leaves Plaintiff to its proofs.

222. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 222 of the Amended Complaint and leaves Plaintiff to its proofs.

223. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 223 of the Amended Complaint and leaves Plaintiff to its proofs.

224. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 224 of the Amended Complaint and leaves Plaintiff to its proofs.

225. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 225 of the Amended Complaint and leaves Plaintiff to its proofs.

226. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 226 of the Amended Complaint and leaves Plaintiff to its proofs.

227. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 227 of the Amended Complaint and leaves Plaintiff to its proofs.

228. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 228 of the Amended Complaint and leaves Plaintiff to its proofs.

229. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 229 of the Amended Complaint and leaves Plaintiff to its proofs.

230. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 230 of the Amended Complaint and leaves Plaintiff to its proofs.

231. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 231 of the Amended Complaint and leaves Plaintiff to its proofs.

232. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 232 of the Amended Complaint and leaves Plaintiff to its proofs.

233. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 233 of the Amended Complaint and leaves Plaintiff to its proofs.

234. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 234 of the Amended Complaint and leaves Plaintiff to its proofs.

235. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 235 of the Amended Complaint and leaves Plaintiff to its proofs.

236. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 236 of the Amended Complaint and leaves Plaintiff to its proofs.

237. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 237 of the Amended Complaint and leaves Plaintiff to its proofs.

238. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 238 of the Amended Complaint and leaves Plaintiff to its proofs.

239. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 239 of the Amended Complaint and leaves Plaintiff to its proofs.

240. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 240 of the Amended Complaint and leaves Plaintiff to its proofs.

241. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 241 of the Amended Complaint and leaves Plaintiff to its proofs.

242. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 242 of the Amended Complaint and leaves Plaintiff to its proofs.

243. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 243 of the Amended Complaint and leaves Plaintiff to its proofs.

244. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 244 of the Amended Complaint and leaves Plaintiff to its proofs.

245. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 245 of the Amended Complaint and leaves Plaintiff to its proofs.

246. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 246 of the Amended Complaint and leaves Plaintiff to its proofs.

247. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 247 of the Amended Complaint and leaves Plaintiff to its proofs.

248. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 248 of the Amended Complaint and leaves Plaintiff to its proofs.

249. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 249 of the Amended Complaint and leaves Plaintiff to its proofs.

250. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 250 of the Amended Complaint and leaves Plaintiff to its proofs.

251. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 251 of the Amended Complaint and leaves Plaintiff to its proofs.

252. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 252 of the Amended Complaint and leaves Plaintiff to its proofs.

253. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 253 of the Amended Complaint and leaves Plaintiff to its proofs.

254. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 254 of the Amended Complaint and leaves Plaintiff to its proofs.

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256. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 256 of the Amended Complaint and leaves Plaintiff to its proofs.

257. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 257 of the Amended Complaint and leaves Plaintiff to its proofs.

258. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 258 of the Amended Complaint and leaves Plaintiff to its proofs.

259. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 259 of the Amended Complaint and leaves Plaintiff to its proofs.

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261. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 261 of the Amended Complaint and leaves Plaintiff to its proofs.

262. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 262 of the Amended Complaint and leaves Plaintiff to its proofs.

263. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 263 of the Amended Complaint and leaves Plaintiff to its proofs.

264. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 264 of the Amended Complaint and leaves Plaintiff to its proofs.

265. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 265 of the Amended Complaint and leaves Plaintiff to its proofs.

266. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 266 of the Amended Complaint and leaves Plaintiff to its proofs.

267. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 267 of the Amended Complaint and leaves Plaintiff to its proofs.



268. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 268 of the Amended Complaint and leaves Plaintiff to its proofs.

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281. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 281 of the Amended Complaint and leaves Plaintiff to its proofs.

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301. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 301 of the Amended Complaint and leaves Plaintiff to its proofs.

302. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 302 of the Amended Complaint and leaves Plaintiff to its proofs.

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318. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 318 of the Amended Complaint and leaves Plaintiff to its proofs.

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322. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 322 of the Amended Complaint and leaves Plaintiff to its proofs.

323. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 323 of the Amended Complaint and leaves Plaintiff to its proofs.



324. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 324 of the Amended Complaint and leaves Plaintiff to its proofs.

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326. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 326 of the Amended Complaint and leaves Plaintiff to its proofs.

327. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 327 of the Amended Complaint and leaves Plaintiff to its proofs.

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331. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 331 of the Amended Complaint and leaves Plaintiff to its proofs.

332. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 332 of the Amended Complaint and leaves Plaintiff to its proofs.

333. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 333 of the Amended Complaint and leaves Plaintiff to its proofs.

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335. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 335 of the Amended Complaint and leaves Plaintiff to its proofs.

336. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 336 of the Amended Complaint and leaves Plaintiff to its proofs.

337. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 337 of the Amended Complaint and leaves Plaintiff to its proofs.

338. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 338 of the Amended Complaint and leaves Plaintiff to its proofs.

339. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 339 of the Amended Complaint and leaves Plaintiff to its proofs.

340. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 340 of the Amended Complaint and leaves Plaintiff to its proofs.

341. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 341 of the Amended Complaint and leaves Plaintiff to its proofs.

342. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 342 of the Amended Complaint and leaves Plaintiff to its proofs.

343. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 343 of the Amended Complaint and leaves Plaintiff to its proofs.

344. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 344 of the Amended Complaint and leaves Plaintiff to its proofs.

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346. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 346 of the Amended Complaint and leaves Plaintiff to its proofs.

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371. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 371 of the Amended Complaint and leaves Plaintiff to its proofs.

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421. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 421 of the Amended Complaint and leaves Plaintiff to its proofs.

422. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 422 of the Amended Complaint and leaves Plaintiff to its proofs.

423. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 423 of the Amended Complaint and leaves Plaintiff to its proofs.

424. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 424 of the Amended Complaint and leaves Plaintiff to its proofs.

425. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 425 of the Amended Complaint and leaves Plaintiff to its proofs.

426. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 426 of the Amended Complaint and leaves Plaintiff to its proofs.

427. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 427 of the Amended Complaint and leaves Plaintiff to its proofs.

428. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 428 of the Amended Complaint and leaves Plaintiff to its proofs.

429. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 429 of the Amended Complaint and leaves Plaintiff to its proofs.

430. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 430 of the Amended Complaint and leaves Plaintiff to its proofs.

431. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 431 of the Amended Complaint and leaves Plaintiff to its proofs.

432. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 432 of the Amended Complaint and leaves Plaintiff to its proofs.

433. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 433 of the Amended Complaint and leaves Plaintiff to its proofs.

434. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 434 of the Amended Complaint and leaves Plaintiff to its proofs.

435. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 435 of the Amended Complaint and leaves Plaintiff to its proofs.



436. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 436 of the Amended Complaint and leaves Plaintiff to its proofs.

437. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 437 of the Amended Complaint and leaves Plaintiff to its proofs.

438. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 438 of the Amended Complaint and leaves Plaintiff to its proofs.

439. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 439 of the Amended Complaint and leaves Plaintiff to its proofs.

440. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 440 of the Amended Complaint and leaves Plaintiff to its proofs.

441. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 441 of the Amended Complaint and leaves Plaintiff to its proofs.

442. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 442 of the Amended Complaint and leaves Plaintiff to its proofs.

443. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 443 of the Amended Complaint and leaves Plaintiff to its proofs.

444. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 444 of the Amended Complaint and leaves Plaintiff to its proofs.

445. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 445 of the Amended Complaint and leaves Plaintiff to its proofs.

446. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 446 of the Amended Complaint and leaves Plaintiff to its proofs.

447. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 447 of the Amended Complaint and leaves Plaintiff to its proofs.

448. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 448 of the Amended Complaint and leaves Plaintiff to its proofs.

449. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 449 of the Amended Complaint and leaves Plaintiff to its proofs.

450. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 450 of the Amended Complaint and leaves Plaintiff to its proofs.

451. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 451 of the Amended Complaint and leaves Plaintiff to its proofs.

452. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 452 of the Amended Complaint and leaves Plaintiff to its proofs.

453. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 453 of the Amended Complaint and leaves Plaintiff to its proofs.

454. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 454 of the Amended Complaint and leaves Plaintiff to its proofs.

455. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 455 of the Amended Complaint and leaves Plaintiff to its proofs.

456. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 456 of the Amended Complaint and leaves Plaintiff to its proofs.

457. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 457 of the Amended Complaint and leaves Plaintiff to its proofs.

458. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 458 of the Amended Complaint and leaves Plaintiff to its proofs.

459. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 459 of the Amended Complaint and leaves Plaintiff to its proofs.

460. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 460 of the Amended Complaint and leaves Plaintiff to its proofs.

461. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 461 of the Amended Complaint and leaves Plaintiff to its proofs.

462. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 462 of the Amended Complaint and leaves Plaintiff to its proofs.

463. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 463 of the Amended Complaint and leaves Plaintiff to its proofs.

464. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 464 of the Amended Complaint and leaves Plaintiff to its proofs.

465. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 465 of the Amended Complaint and leaves Plaintiff to its proofs.

466. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 466 of the Amended Complaint and leaves Plaintiff to its proofs.

467. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 467 of the Amended Complaint and leaves Plaintiff to its proofs.

468. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 468 of the Amended Complaint and leaves Plaintiff to its proofs.

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470. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 470 of the Amended Complaint and leaves Plaintiff to its proofs.

471. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 471 of the Amended Complaint and leaves Plaintiff to its proofs.

472. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 472 of the Amended Complaint and leaves Plaintiff to its proofs.

473. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 473 of the Amended Complaint and leaves Plaintiff to its proofs.

474. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 474 of the Amended Complaint and leaves Plaintiff to its proofs.

475. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 475 of the Amended Complaint and leaves Plaintiff to its proofs.

476. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 476 of the Amended Complaint and leaves Plaintiff to its proofs.

477. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 477 of the Amended Complaint and leaves Plaintiff to its proofs.

478. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 478 of the Amended Complaint and leaves Plaintiff to its proofs.

479. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 479 of the Amended Complaint and leaves Plaintiff to its proofs.

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481. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 481 of the Amended Complaint and leaves Plaintiff to its proofs.

482. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 482 of the Amended Complaint and leaves Plaintiff to its proofs.

483. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 483 of the Amended Complaint and leaves Plaintiff to its proofs.

484. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 484 of the Amended Complaint and leaves Plaintiff to its proofs.

485. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 485 of the Amended Complaint and leaves Plaintiff to its proofs.

486. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 486 of the Amended Complaint and leaves Plaintiff to its proofs.

487. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 487 of the Amended Complaint and leaves Plaintiff to its proofs.

488. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 488 of the Amended Complaint and leaves Plaintiff to its proofs.

489. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 489 of the Amended Complaint and leaves Plaintiff to its proofs.

490. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 490 of the Amended Complaint and leaves Plaintiff to its proofs.

491. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 491 of the Amended Complaint and leaves Plaintiff to its proofs.



492. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 492 of the Amended Complaint and leaves Plaintiff to its proofs.

493. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 493 of the Amended Complaint and leaves Plaintiff to its proofs.

494. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 494 of the Amended Complaint and leaves Plaintiff to its proofs.

495. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 495 of the Amended Complaint and leaves Plaintiff to its proofs.

496. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 496 of the Amended Complaint and leaves Plaintiff to its proofs.

497. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 497 of the Amended Complaint and leaves Plaintiff to its proofs.

498. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 498 of the Amended Complaint and leaves Plaintiff to its proofs.

499. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 499 of the Amended Complaint and leaves Plaintiff to its proofs.

500. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 500 of the Amended Complaint and leaves Plaintiff to its proofs.

501. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 501 of the Amended Complaint and leaves Plaintiff to its proofs.

502. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 502 of the Amended Complaint and leaves Plaintiff to its proofs.

503. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 503 of the Amended Complaint and leaves Plaintiff to its proofs.

504. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 504 of the Amended Complaint and leaves Plaintiff to its proofs.

505. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 505 of the Amended Complaint and leaves Plaintiff to its proofs.

506. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 506 of the Amended Complaint and leaves Plaintiff to its proofs.

507. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 507 of the Amended Complaint and leaves Plaintiff to its proofs.

508. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 508 of the Amended Complaint and leaves Plaintiff to its proofs.

509. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 509 of the Amended Complaint and leaves Plaintiff to its proofs.

510. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 510 of the Amended Complaint and leaves Plaintiff to its proofs.

511. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 511 of the Amended Complaint and leaves Plaintiff to its proofs.

512. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 512 of the Amended Complaint and leaves Plaintiff to its proofs.

513. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 513 of the Amended Complaint and leaves Plaintiff to its proofs.

514. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 514 of the Amended Complaint and leaves Plaintiff to its proofs.

515. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 515 of the Amended Complaint and leaves Plaintiff to its proofs.

516. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 516 of the Amended Complaint and leaves Plaintiff to its proofs.

517. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 517 of the Amended Complaint and leaves Plaintiff to its proofs.

518. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 518 of the Amended Complaint and leaves Plaintiff to its proofs.

519. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 519 of the Amended Complaint and leaves Plaintiff to its proofs.

520. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 520 of the Amended Complaint and leaves Plaintiff to its proofs.

521. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 521 of the Amended Complaint and leaves Plaintiff to its proofs.

522. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 522 of the Amended Complaint and leaves Plaintiff to its proofs.

523. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 523 of the Amended Complaint and leaves Plaintiff to its proofs.

524. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 524 of the Amended Complaint and leaves Plaintiff to its proofs.

525. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 525 of the Amended Complaint and leaves Plaintiff to its proofs.

526. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 526 of the Amended Complaint and leaves Plaintiff to its proofs.

527. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 527 of the Amended Complaint and leaves Plaintiff to its proofs.

528. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 528 of the Amended Complaint and leaves Plaintiff to its proofs.

529. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 529 of the Amended Complaint and leaves Plaintiff to its proofs.

530. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 530 of the Amended Complaint and leaves Plaintiff to its proofs.

531. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 531 of the Amended Complaint and leaves Plaintiff to its proofs.

532. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 532 of the Amended Complaint and leaves Plaintiff to its proofs.

533. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 533 of the Amended Complaint and leaves Plaintiff to its proofs.

534. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 534 of the Amended Complaint and leaves Plaintiff to its proofs.

535. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 535 of the Amended Complaint and leaves Plaintiff to its proofs.

536. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 536 of the Amended Complaint and leaves Plaintiff to its proofs.

537. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 537 of the Amended Complaint and leaves Plaintiff to its proofs.

538. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 538 of the Amended Complaint and leaves Plaintiff to its proofs.

539. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 539 of the Amended Complaint and leaves Plaintiff to its proofs.

540. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 540 of the Amended Complaint and leaves Plaintiff to its proofs.

541. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 541 of the Amended Complaint and leaves Plaintiff to its proofs.

542. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 542 of the Amended Complaint and leaves Plaintiff to its proofs.

543. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 543 of the Amended Complaint and leaves Plaintiff to its proofs.

544. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 544 of the Amended Complaint and leaves Plaintiff to its proofs.

545. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 545 of the Amended Complaint and leaves Plaintiff to its proofs.

546. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 546 of the Amended Complaint and leaves Plaintiff to its proofs.

547. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 547 of the Amended Complaint and leaves Plaintiff to its proofs.



548. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 548 of the Amended Complaint and leaves Plaintiff to its proofs.

549. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 549 of the Amended Complaint and leaves Plaintiff to its proofs.

550. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 550 of the Amended Complaint and leaves Plaintiff to its proofs.

551. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 551 of the Amended Complaint and leaves Plaintiff to its proofs.

552. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 552 of the Amended Complaint and leaves Plaintiff to its proofs.

553. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 553 of the Amended Complaint and leaves Plaintiff to its proofs.

554. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 554 of the Amended Complaint and leaves Plaintiff to its proofs.

555. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 555 of the Amended Complaint and leaves Plaintiff to its proofs.

556. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 556 of the Amended Complaint and leaves Plaintiff to its proofs.

557. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 557 of the Amended Complaint and leaves Plaintiff to its proofs.

558. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 558 of the Amended Complaint and leaves Plaintiff to its proofs.

559. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 559 of the Amended Complaint and leaves Plaintiff to its proofs.

560. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 560 of the Amended Complaint and leaves Plaintiff to its proofs.

561. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 561 of the Amended Complaint and leaves Plaintiff to its proofs.

562. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 562 of the Amended Complaint and leaves Plaintiff to its proofs.

563. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 563 of the Amended Complaint and leaves Plaintiff to its proofs.

564. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 564 of the Amended Complaint and leaves Plaintiff to its proofs.

565. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 565 of the Amended Complaint and leaves Plaintiff to its proofs.

566. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 566 of the Amended Complaint and leaves Plaintiff to its proofs.

567. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 567 of the Amended Complaint and leaves Plaintiff to its proofs.

568. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 568 of the Amended Complaint and leaves 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, Fairview denies 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, Fairview denies 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. Fairview neither admits nor denies the allegations in Paragraph 571 of the Amended Complaint, and affirmatively states 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 Fairview, Fairview denies same.

573. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 573 of the Amended Complaint and leaves Plaintiff to its proofs.

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

575. Fairview neither admits nor denies the allegations in Paragraph 575 of the Amended Complaint, and affirmatively states that the DIP Motion is a writing that speaks for itself.

576. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 576 of the Amended Complaint and leaves Plaintiff to its proofs.

577. Fairview neither admits nor denies the allegations in Paragraph 577 of the Amended Complaint, and affirmatively states that the DIP Order is a writing that speaks for itself.

578. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 578 of the Amended Complaint and leaves Plaintiff to its proofs.

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

580. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 580 of the Amended Complaint and leaves Plaintiff to its proofs.

581. Fairview neither admits nor denies the allegations in Paragraph 581 of the Amended Complaint, and affirmatively states that the Financing Statement is a writing that speaks for itself.

582. Fairview neither admits nor denies the allegations in Paragraph 582 of the Amended Complaint, and affirmatively states that the Termination Statement is a writing that speaks for itself.

583. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 583 of the Amended Complaint and leaves 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], Fairview neither admits nor denies the allegations in Paragraph 584 of the Amended Complaint, and affirmatively states 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.*, Fairview neither admits nor denies the allegations in Paragraph 585 of the Amended Complaint, and affirmatively states that such a decision is a writing that speaks for itself.

**AS TO FIRST CLAIM FOR RELIEF**

586. Fairview repeats and restates its 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, Fairview denies 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, Fairview denies 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 to which Fairview neither admits nor denies. To the extent a response is required, Fairview denies 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. Fairview repeats and restates its 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 Fairview, Fairview denies same.

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

593. Fairview neither admits nor denies the allegations in Paragraph 593 of the Amended Complaint, and affirmatively states that the DIP Order is a writing that speaks for itself.

594. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 594 of the Amended Complaint and leaves Plaintiff to its proofs.

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

596. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 596 of the Amended Complaint and leaves Plaintiff to its proofs.

597. Fairview neither admits nor denies the allegations in Paragraph 597 of the Amended Complaint, and affirmatively states that the DIP Order is a writing that speaks for itself.

598. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 598 of the Amended Complaint and leaves Plaintiff to its proofs.

599. The allegations in Paragraph 599 of the Amended Complaint constitute legal conclusions as well as allegations for which Fairview lacks 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 Fairview, Fairview denies same.

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

602. The allegations in Paragraph 602 of the Amended Complaint constitute legal conclusions which Fairview neither admits nor denies. To the extent a response is required, Fairview denies 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 Fairview, Fairview denies same. To the extent a response is required, Fairview denies the allegations in Paragraph 603 of the Amended Complaint.

**AS TO THIRD CLAIM FOR RELIEF**

604. Fairview repeats and restates its 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 Fairview, Fairview denies same.

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

607. To the extent the allegations in Paragraph 607 of the Amended Complaint are directed at Fairview, Fairview denies 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, Fairview denies

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 Fairview, Fairview denies same.

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

611. Fairview lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 611 of the Amended Complaint and leaves Plaintiff to its proofs.

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

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

614. The allegations in Paragraph 614 of the Amended Complaint constitute legal conclusions which Fairview neither admits nor denies.

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

**AS TO FOURTH CLAIM FOR RELIEF**

616. Fairview repeats and restates its 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 Fairview, Fairview denies same.

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

**WHEREFORE**, Defendant, Fairview Funding, LLC, requests that this Court dismiss the Amended Complaint, and grant Fairview 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 Defendant 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 Defendant 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 Defendant 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 Defendant had no knowledge of the pending adversary proceeding until approximately six years after the adversary proceeding was filed, which has prejudiced Defendant 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 Defendant, and the Plaintiff's claims did not survive the confirmation of the Debtors' Chapter 11 plan.

**EIGHTH AFFIRMATIVE DEFENSE**

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

**NINTH AFFIRMATIVE DEFENSE**

Defendant was 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.

**TENTH AFFIRMATIVE DEFENSE**

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

**ELEVENTH 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.

**TWELFTH 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.

**THIRTEENTH AFFIRMATIVE DEFENSE**

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

**FOURTEENTH AFFIRMATIVE DEFENSE**

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

**FIFTEENTH AFFIRMATIVE DEFENSE**

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

**SIXTEENTH AFFIRMATIVE DEFENSE**

The claims asserted in the Amended Complaint are barred to the extent that Defendant was a mere conduit for transfers.

**SEVENTEENTH AFFIRMATIVE DEFENSE**

The alleged pre-petition transfers sought from Defendant 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 or financial affairs of the Debtors and Defendants, and (c) made according to ordinary business terms, pursuant to Bankruptcy Code section 547(c)(2).

**EIGHTEENTH 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. Defendant hereby invokes all of its contractual and common law indemnity rights, and hereby provides notice to Plaintiff thereof.

**NINETEENTH 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.

**TWENTIETH 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-FIRST 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-SECOND 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.

**TWENTY-THIRD AFFIRMATIVE DEFENSE**

Defendant incorporates 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



**TWENTY-FOURTH AFFIRMATIVE DEFENSE**

Defendant asserts 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).

**TWENTY-FIFTH AFFIRMATIVE DEFENSE**

Defendant asserts 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).

**TWENTY-SIXTH AFFIRMATIVE DEFENSE**

Defendant asserts 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).

**TWENTY-SEVENTH 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.

**TWENTY-EIGHTH 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.

**TWENTY-NINTH 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.

**THIRTIETH AFFIRMATIVE DEFENSE**

Defendant reserves 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**, Defendant, Fairview Funding, LLC, demands judgment against Plaintiff, Motors Liquidation Company Avoidance Action Trust, by and through the Wilmington Trust Company, solely in its capacity as Trust Administrator and Trustee, dismissing the Amended Complaint, with prejudice, awarding costs and attorneys' fees, and granting such further relief as the Court deems just and appropriate under the circumstances.

**GIORDANO HALLERAN & CIESLA P.C.**

Dated: May 18, 2016

By: s/ Donald F. Campbell, Jr.  
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