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

In re:	:	Chapter 11 Case
MOTORS LIQUIDATION COMPANY, <i>et al.</i> ,	:	Case No. 09-50026 (MG)
Debtors.	:	(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,	:	Adversary Proceeding
Plaintiff,	:	Case No. 09-00504 (MG)
vs.	:	
JPMORGAN CHASE BANK, N.A., individually and as Administrative Agent for Various Lenders Party to the Term Loan Agreement described herein, <i>et al.</i> ,	:	
Defendants.	:	

**EX PARTE MOTION OF DEFENDANT JPMORGAN CHASE BANK,  
N.A. TO FILE EXHIBITS TO THE “PRELIMINARY LEGAL BRIEF  
OF DEFENDANTS’ STEERING COMMITTEE REGARDING  
COLLATERAL IDENTIFICATION ISSUES” UNDER SEAL**

Pursuant to section 107(b) of the Bankruptcy Code, Federal Rule of Bankruptcy Procedure 9018, and the parties' April 18, 2016 "Amended Agreed Protective Order" (Dkt. No. 489) (the "Protective Order"), and as permitted by Judge Glenn's Chamber's Rules for "Sealing Orders," Defendant JPMorgan Chase Bank, N.A. ("JPMorgan") hereby files this motion (the "Motion") for an *ex parte* order granting it leave to file Exhibits A through C (the "Exhibits") to the June 15, 2016 "Preliminary Legal Brief of Defendants' Steering Committee Regarding Collateral Identification Issues" (Dkt. 630) under seal. In support of the Motion, JPMorgan respectfully states as follows:

### **BACKGROUND**

1. On April 18, 2016, the Court approved the Protective Order in the above-captioned adversary proceeding.
2. Paragraph 12 of the Protective Order entered by the Court states:
  12. All Confidential or OAEO Discovery Material filed with the Court, and all portions of pleadings, motions or other papers filed with the Court that disclose such Confidential or OAEO Discovery Material, shall be filed under seal with the Clerk of the Court and kept under seal until further order of the Court.
3. On June 16, 2016, JPMorgan caused to be filed the Preliminary Legal Brief of Defendants' Steering Committee Regarding Collateral Identification Issues, which is accompanied by the Exhibits.

### **BASIS FOR RELIEF REQUESTED**

4. The Exhibits consist of pictures that were taken by the parties to the above-captioned action during inspections subpoenaed under Federal Rule of Civil Procedure 45 of certain facilities of non-party General Motors Company ("GM"). In advance of the plant inspections, the parties conferred with GM and entered into an agreement that all photos and videos

taken during the course of the inspections, including the Exhibits, would be treated as “CONFIDENTIAL” under the terms of the Protective Order.

5. Thus, per the terms of the Protective Order, JPMorgan requests that the Court permit JPMorgan to file the Exhibits under seal. The Exhibits have been, and will be, shared with the other parties to the above-captioned action on a “CONFIDENTIAL” basis under the terms of the Protective Order. Enclosed herewith are redacted copies of the Exhibits for filing on the Court’s electronic docket (Appendix B), as well as unredacted copies of the Exhibits marked “CONFIDENTIAL” and “FILED UNDER SEAL” for the Court’s use and for sharing with the other parties to the above-captioned action (Appendix C).

**NO PRIOR REQUEST**

6. No previous request for the relief sought herein has been made by JPMorgan to this or any other court.

WHEREFORE JPMorgan respectfully requests entry of an order in the form of Appendix A hereto granting the relief requested herein and such other and further relief as is just and proper.

Dated: New York, New York  
June 16, 2016

Respectfully submitted,

WACHTELL, LIPTON, ROSEN & KATZ

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# **APPENDIX A**

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

In re:	:	Chapter 11 Case
MOTORS LIQUIDATION COMPANY, <i>et al.</i> ,	:	Case No. 09-50026 (MG)
Debtors.	:	(Jointly Administered)
MOTORS LIQUIDATION COMPANY AVOIDANCE ACTION TRUST, by and through the Wilmington Trust Company, solely in its capacity as Trust Administrator and Trustee,	:	Adversary Proceeding
Plaintiff,	:	Case No. 09-00504 (MG)
vs.	:	
JPMORGAN CHASE BANK, N.A., individually and as Administrative Agent for Various Lenders Party to the Term Loan Agreement described herein, <i>et al.</i> ,	:	
Defendants.	:	

***EX PARTE* ORDER AUTHORIZING DEFENDANT JPMORGAN  
CHASE BANK, N.A. TO FILE EXHIBITS TO THE ‘PRELIMINARY  
LEGAL BRIEF OF DEFENDANTS’ STEERING  
COMMITTEE REGARDING COLLATERAL IDENTIFICATION ISSUES’  
UNDER SEAL**

UPON CONSIDERATION of the June 16, 2016 ex parte motion (the “Motion”) of defendant JPMorgan Chase Bank, N.A. (“JPMorgan”) to file Exhibits A through C (the “Exhibits”) to the “Preliminary Legal Brief of Defendants’ Steering Committee Regarding Collateral Identification Issues” (Dkt. 630) under seal; and

WHEREAS it appears that this Court has jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334;

WHEREAS it appears that the Motion is a core proceeding pursuant to 28 U.S.C. § 157;

WHEREAS the legal and factual bases set forth in the Motion establish that the Exhibits consist of information produced by a non-party to this action that the non-party designated as “CONFIDENTIAL” under the April 18, 2016 “Amended Agreed Protective Order” (the “Protective Order”) (Dkt. 489) in the above-captioned action, and the Exhibits are therefore required to be filed under seal with the Clerk of Court pursuant to paragraph 12 of the Protective Order; and

WHEREAS pursuant to Rule 9077-1(b) of the Local Bankruptcy Rules for the Southern District of New York good cause has been shown in support of the issuance of this order upon an *ex parte* motion;

AFTER due deliberation and sufficient cause therefore, it is hereby:

1. ORDERED that the Motion is GRANTED; and it is further
2. ORDERED, pursuant to section 107(b)(1) of the Bankruptcy Code, Rule 9018 of the Bankruptcy Rules and General Order M-399, that JPMorgan is authorized to file the Exhibits under seal and the United States Bankruptcy Clerk for the Southern District of New York is directed to accept for filing and seal the Exhibits; and it is further
3. ORDERED that any other party to the above-captioned adversary proceeding may obtain an unredacted copy of the Exhibits on a CONFIDENTIAL basis under the terms of the Protective Order by contacting JPMorgan’s counsel and requesting such a copy; and it is further
4. ORDERED that, upon the conclusion of the above-captioned adversary proceeding, JPMorgan will either move to unseal or dispose of the Exhibits; and it is further
5. ORDERED that this Order is without prejudice to the rights of any party in interest, or the United States Trustee, to seek to unseal the Exhibits or any parts of them; and it is further
6. ORDERED that this Court retains jurisdiction over the implementation of this Order.

Dated: New York, New York  
June \_\_, 2016

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Honorable Martin Glenn  
United States Bankruptcy Judge

# **APPENDIX B**

# **Exhibit A**

**REDACTED**

Any party to this adversary proceeding may request an unredacted copy of these materials, which were filed under seal, from counsel to defendant JPMorgan Chase Bank, N.A. for use on a “CONFIDENTIAL” basis under the terms of the April 18, 2016 Amended Agreed Protective Order (Dkt. 489).

# **Exhibit B**

**REDACTED**

Any party to this adversary proceeding may request an unredacted copy of these materials, which were filed under seal, from counsel to defendant JPMorgan Chase Bank, N.A. for use on a “CONFIDENTIAL” basis under the terms of the April 18, 2016 Amended Agreed Protective Order (Dkt. 489).

# **Exhibit C**

**REDACTED**

Any party to this adversary proceeding may request an unredacted copy of these materials, which were filed under seal, from counsel to defendant JPMorgan Chase Bank, N.A. for use on a “CONFIDENTIAL” basis under the terms of the April 18, 2016 Amended Agreed Protective Order (Dkt. 489).