

July 6, 2016

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Honorable Martin Glenn  
United States Bankruptcy Court  
Southern District of New York  
One Bowling Green, Courtroom 523  
New York, NY 10004-1408

Re: *Motors Liquidation Company Avoidance Action Trust v. JPMorgan Chase Bank*  
N.A., et al., Adv. Pro. 09-00504

Dear Judge Glenn:

Certain Term Lender defendants that have cross-claimed against JPMorgan (“Cross-Claimants”)<sup>1</sup> submit this letter brief pursuant to Paragraph 5 of the Court’s May 26, 2016 Order (Dkt. 623) (“502 Order”), which establishes procedures for the parties to present to the Court certain disputes over the scope of the waiver of attorney-client privilege and work product protection resulting from JPMorgan’s “advice of counsel” defense to the cross-claims. Counsel have met and conferred in good faith and exchanged written positions to try to narrow the issues for resolution. Cross-Claimants appreciate the Court’s willingness to address these issues at an early stage of the cross-claim litigation, based on the limited number of documents that have been logged or produced to date, so that the Court’s rulings may guide further party and non-party productions going forward.

To summarize, Cross-Claimants contend that, based on the applicable law and the nature of JPMorgan’s advice of counsel defense in the context of the underlying transactions, JPMorgan has waived attorney-client privilege with respect to communications with its counsel concerning the two transactions implicated by JPMorgan’s defense—namely, the Synthetic Lease and the Term Loan. JPMorgan also has waived work product protection with respect to statements of historical fact concerning the erroneous UCC-3 (“what happened and why?”), including those contained in documents created during or in anticipation of litigation.

## **I. Factual and Procedural Background**

As the Court knows, this action arose when JPMorgan, acting as Administrative Agent and Secured Party of Record for the Synthetic Lease, authorized the filing of an erroneous UCC-3 purporting to terminate the main UCC-1 for the Term Loan, an entirely separate transaction. Despite information in the ensuing months that GM was headed for bankruptcy, JPMorgan failed to discover and correct its error. The cross-claims assert that JPMorgan’s acts

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<sup>1</sup> Term Lenders/Cross-Claimants joining this letter are those listed in Docket No. 222, Appendix A to Docket No. 241, and footnote 2 of Docket No. 334.

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were grossly negligent and violated duties to Cross-Claimants, and that, to the extent Cross-Claimants are subject to liability in this adversary action, JPMorgan must hold them harmless.

Despite the fact that JPMorgan's error occurred while it was acting in its Administrative Agent/Secured Party of Record capacity under the Synthetic Lease—not the Term Loan—its Answer to the cross-claims asserts the benefit of certain liability limitations in the Term Loan Agreement, including provisions stating that JPMorgan may rely on “advice and statements” of counsel. Dkt. 393 at 23. JPMorgan provided further detail about its defense in the 502 Order (Dkt. 623 at 3) and in an email dated June 5, 2016 (*see* Exhibit A hereto). In summary, JPMorgan states that it will rely on advice from its outside counsel—Simpson Thacher, Cravath, and/or Morgan Lewis—with respect to (1) the repayment of the Synthetic Lease and in particular its counsel's “review and advice” that the UCC-3 filings prepared for that transaction “should be filed”; (2) “whether it was necessary to perform any UCC searches or collateral reviews in advance of the Term Loan amendment or the GM bankruptcy filing”; and (3) “the drafting, filing and maintaining of the Term Loan UCC-1s.”

The roles of the three identified law firms, as we understand them, were as follows:

- **Simpson** was JPMorgan's transaction counsel on the Synthetic Lease, both at its inception in 2001, when the UCC-1s were put in place, and in 2008, when the Lease was repaid and the UCC-3 termination statements (including the errant UCC-3 relating to the Term Loan) were prepared and filed. As JPMorgan has emphasized in prior filings, Simpson was retained “solely [to] work on the Synthetic Lease Transaction, not the Term Loan.” Dkt. 48 at 15; *see also* Dkt. 29 at 7.
- **Cravath** was JPMorgan's counsel for the origination of the Term Loan, and continued to communicate with JPMorgan until early 2009, before GM's bankruptcy filing.
- **Morgan Lewis** represented JPMorgan in negotiating an early 2009 amendment to the Term Loan. GM's auditors had stated they would include a “going concern” qualification in their audit, and the amendment was intended to prevent the event of default that otherwise would have been triggered by that qualification. Morgan Lewis represented JPMorgan on the amendment and later when GM filed for bankruptcy protection. Dkt. 56 at 15.

Earlier in this action, JPMorgan produced documents to the AAT and withheld and logged some documents as privileged and/or attorney work product. In September 2015, certain Cross-Claimants served document requests on JPMorgan. Shortly after JPMorgan filed its January 2016 Answer asserting its advice of counsel defense, those Cross-Claimants requested that JPMorgan produce documents relating to the defense that were previously withheld as privileged or work product. After several months of discussions, the parties negotiated, and this Court entered, the May 2016 Order governing certain aspects of the waiver. *See* Dkt. 623. Among other things, the Order established that:

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- JPMorgan’s assertion of the advice of counsel defense waived attorney-client privilege and work product protections, with the scope of that waiver to be agreed upon by the parties or decided by the Court. Dkt. 623 at ¶ 1.
- The waiver would be deemed not to extend to communications with, or work product generated by, JPMorgan’s litigation counsel, Kelley Drye and Wachtell Lipton. *Id.* ¶ 2.
- Cross-Claimants may seek documents or testimony within the waiver from the law firms involved, or from any other witness, and JPMorgan will not assert privilege or work product objections as long as such discovery is within the scope of the waiver. *Id.* ¶¶ 6-7.
- JPMorgan will make available for *in camera* review any materials in dispute. *Id.* ¶ 5.<sup>2</sup>

The Order includes procedures for resolving disputes over documents on JPMorgan’s existing privilege logs, including a schedule for the parties to exchange positions, meet and confer, and present issues to the Court through letter briefs. Because JPMorgan’s production in response to Cross-Claimants’ requests is ongoing, the parties agreed to focus on the historical logs as a way to test the applicable legal issues and receive guidance from the Court.

The parties have narrowed their differences through the meet and confer process, but two issues remain for resolution: (1) the substantive scope of JPMorgan’s waiver, and (2) the extent to which the waiver extends to “anticipation of litigation” work product materials. Attached to this letter as Exhibit B is a JPMorgan’s revised privilege log reflecting documents that appeared on JPMorgan’s original privilege logs and that it maintains are outside the scope of its waiver. As explained below, the Term Lenders believe that JPMorgan has waived attorney-client privilege for all entries on the privilege log except 304-307, 350, 362-63, 367, 369-74, 380, 384, and 390 (*i.e.*, communications involving JPMorgan’s current litigation counsel), and also must produce documents withheld as work product to the extent they contain statements of historical fact concerning the erroneous UCC-3.

## **II. Legal Standard and Application to JPMorgan’s Advice of Counsel Defense**

Except for one claim for equitable subordination, all of the cross-claims against JPMorgan arise under state law, including claims for breach of contract, breach of agency, negligence, and equitable indemnity. Accordingly, any privilege issues raised by those claims, including the scope of any waiver, are governed by state law. *See* Fed. R. Evid. 501; Fed. R.

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<sup>2</sup> Cross-Claimants do not believe it is necessary or appropriate to burden the Court with *in camera* review at this time. The principal issue is the scope of JPMorgan’s waiver under applicable New York privilege law and federal work product law. If, following the Court’s ruling, JPMorgan disputes whether certain documents fall within the scope of the waiver as defined, *in camera* review may be appropriate at that time.

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Bankr. P. 9017.<sup>3</sup> The Term Loan Agreement on which both Cross-Claimants' contract claims and JPMorgan's defense rests specifies New York law, *see* TLA § 10.10, so New York law governs the privilege waiver issues here. Work product protection, by contrast, is governed by federal law because it arises directly from Federal Rule of Civil Procedure 26. *See* C. Wright & A. Miller, 23 FED. PRAC. & PROC. EVID. § 5438 (Westlaw 2016). As the party asserting privilege and work product, JPMorgan must show the absence of waiver. *See E. Hampton Union Free Sch. Dist. v. Sandpebble Builders Inc.*, 2012 WL 1232964, at \*4 (N.Y. Sup. Ct. Apr. 9, 2012); *Bank of Am., N.A. v. Terra Nova Ins. Co.*, 212 F.R.D. 166, 169 (S.D.N.Y. 2002).

**A. The Substantive Scope of the Privilege Waiver**

Based on applicable New York law and the nature of JPMorgan's defense, JPMorgan's privilege waiver includes communications concerning the Synthetic Lease and the Term Loan, with the exception of the agreed-upon carveout for litigation-related communications with JPMorgan's outside litigation counsel.

New York applies a transactional approach to the waiver arising from an advice of counsel defense: "Where a party asserts as an affirmative defense the reliance upon the advice of counsel, the party waives the attorney-client privilege with respect to all communications to or from counsel concerning the transactions for which counsel's advice was sought." *Village Board of Vill. of Pleasantville v. Rattner*, 515 N.Y.S.2d 585, 586 (2d Dep't 1987). Courts in this district have cited the "transactional" test of *Village Board* in describing New York law on this point. *See Miteva v. Third Point Mgmt. Co.*, 218 F.R.D. 397, 398 (S.D.N.Y. 2003) (waiver extends to communications concerning "the transactions for which counsel's advice was sought," quoting *Village Board*); *Arkwright Mut. Ins. Co. v. Nat'l Union Fire Ins. Co. of Pittsburgh, Pa.*, 1994 WL 510043, at \*12 (S.D.N.Y. Sept. 16, 1994) (same, citing *Village Board*).<sup>4</sup>

Defining the waiver by reference to the underlying transaction reduces the risk of "selective disclosure," *i.e.*, that a party asserting an advice of counsel defense might engage in selective disclosure—whether purposeful or inadvertent—by limiting its production to

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<sup>3</sup> Compare *In re Residential Capital, LLC*, 491 B.R. 63 (Bankr. S.D.N.Y. 2013) (Glenn, J.) (applying federal law where privilege question arose in the context of a federal issue), with *In re Waterscape Resort LLC*, 2014 WL 302856, at \*2 (Bankr. S.D.N.Y. Jan. 28, 2014) (New York privilege law applies to a subpoena relating to a state claim for diversion of funds), and *In re Donald Sheldon & Co., Inc.*, 191 B.R. 39, 47 (Bankr. S.D.N.Y. 1996) (state privilege law controlled waiver issue relating to state law breach of contract and fiduciary duty claims).

<sup>4</sup> Another line of New York cases defines the waiver in different, but similarly broad, terms. *See Hamlin v. Hamlin*, 230 N.Y.S. 51, 58 (4th Dep't 1928) (waiver covered communications relating "directly or indirectly to matters concerning which the door has been opened"); *Ostrin v. Ostrin*, 446 N.Y.S.2d 405, 405-06 (2d Dep't 1982) (waiver required attorney to respond to questions related "directly or indirectly" to issues party had put at issue (citing *Hamlin*, 230 N.Y.S. at 58)).

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documents that closely relate to the subject matter of the defense (and, thus, are likely to support the defense). See *Village Board*, 515 N.Y.S.2d at 586. The other party must be able to address the defense in its broader context, particularly given that the privilege holder has both an information advantage and a natural incentive to tailor the defense, and any resulting waiver, to place the defense in the most favorable light. The transaction-based approach ensures that “a party may not rely on the protection of the privilege regarding damaging communications while disclosing other self-serving communications.” *Deutsche Bank Trust Co. v. Tri-Links Inv. Trust*, 837 N.Y.S.2d 15, 23 (1st Dep’t 2007) (quoting *Village Bd.*, 515 N.Y.S.2d at 586). As the Third Circuit has noted in a case cited by courts in this district:

There is an inherent risk in permitting the party asserting a defense of its reliance on advice of counsel to define the parameters of the waiver of the attorney-client privilege as to that advice. That party should not be permitted to define selectively the subject matter of the advice of counsel on which it relied in order to limit the scope of the waiver of the attorney-client privilege and therefore the scope of discovery. To do so would undermine the very purpose behind the exception to the attorney-client privilege at issue here—fairness.

*Glenmede Trust Co. v. Thompson*, 56 F.3d 476, 486-87 (3d Cir. 1995); accord *In re Buspirone Patent Litig.*, 210 F.R.D. 43, 53 (S.D.N.Y. 2002) (quoting *Glenmede*); *Bank Brussels Lambert v. Credit Lyonnais (Suisse) S.A.*, 1995 WL 598971, at \*4-5 (S.D.N.Y. Oct. 11, 1995) (same). For these reasons, and because the privilege holder has placed counsel’s advice at issue, the better approach (and the one supported by New York law) is to err on the side of inclusion in defining the waiver. See *Village Board*, 515 N.Y.S.2d at 586; *Orco Bank, N.V. v. Proteinias Del Pacifico, S.A.*, 577 N.Y.S.2d 841, 841 (1st Dep’t 1992) (finding waiver by advice of counsel defense where opposing party had a “substantial need ... to have access to materials which may allow it to contest plaintiff’s claims that its attorneys advised it at all” on the relevant subject).

The transaction-based approach also makes sense here, given the nature of the cross-claims and JPMorgan’s defense in the context of the underlying Synthetic Lease and Term Loan transactions. As this Court knows, a critical issue for the cross-claims is what caused the confusion in 2008 between the collateral and financing statements for the Synthetic Lease, on the one hand, and the collateral and financing statements for the Term Loan, on the other—and why the error went undetected. JPMorgan has stated that it intends to rely on the work of its counsel, Simpson, at the time of the *termination* of the Synthetic Lease, and it also says that it will rely on outside counsel’s work with respect to the maintenance of the Term Loan collateral; JPMorgan then argues that its waiver should narrowly track this statement of the defense. But such a carefully-circumscribed scope would omit critical groups of documents directly bearing upon any such defense—including the communications and legal work performed *at the time the Synthetic Lease was set up* and the systems that existed between JPMorgan and its counsel to track the collateral and the corresponding UCC-1 statements over the life of *both* transactions.

By way of background, JPM set up the Synthetic Lease in 2001, with Simpson as its deal counsel. [REDACTED]

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[REDACTED]

[REDACTED]

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Yet another issue raised by JPMorgan's defense is the purpose for which Simpson was retained—both at the outset of the Synthetic Lease and at repayment. JPMorgan has stressed that “Simpson was retained ... to solely work on the Synthetic Lease Transaction, not the Term Loan.” Dkt. 48 at 15. Yet JPMorgan now appears to contend that it relied on Simpson to protect it from erroneously impairing the Term Loan collateral, such that it may invoke the advice of counsel provisions in the Term Loan Agreement. In order to address this defense, Cross-Claimants need to explore the extent to which Simpson was even advised about the Term Loan, much less understood its role to include guarding against inadvertent impairment of the Term Loan collateral. If this was not Simpson's role as understood at the time of the relevant events, then JPMorgan's advice of counsel defense will be significantly weakened.

Finally, JPMorgan's defense that it relied upon Simpson's “advice” that the Synthetic Lease UCC-3s “should be filed” raises the serious question whether, in fact, JPMorgan was relying on the Debtor, GM, and not exclusively on Simpson, to identify the Synthetic Lease UCC-1s that needed to be terminated. The limited record developed to date indicates that GM, not JPMorgan or Simpson, was tasked with identifying the collateral as to which UCC-3 statements would be filed and preparing the list of such statements. It is unclear why this was the case, given that JPMorgan was responsible, as Administrative Agent and Secured Party of Record on the Synthetic Lease, for managing the collateral perfection and documentation, and also given that the termination documents being prepared would effectively release security interests in the underlying collateral. This unusual delegation to the Debtor of responsibility for termination statements calls into question JPMorgan's purported reliance on its own counsel in connection with that task. Among other things, it is relevant whether JPMorgan instructed Simpson to pull the original UCC files for the Synthetic Lease and provide them to GM so that the task could be done accurately—or even whether JPMorgan or Simpson pulled those files for their own review at the time the draft documents were sent to Simpson. Based on the current record, it appears that JPMorgan and Simpson instead chose to (1) defer to GM to locate the relevant UCC-1s and prepare termination statements with the potential to benefit GM and disadvantage JPMorgan and the Term Lenders; and (2) forego any careful review of the resulting documentation, including the list of UCC-1s that GM had slated for termination.

Indeed, the deference paid to GM raises a significant concern that JPMorgan's client relationship with GM may have caused it to create a lesser role for itself and Simpson than one normally would expect for an Administrative Agent/Secured Party of Record and its counsel—thus further undermining JPMorgan's defense that it relied on Simpson to protect against errors in the preparation of the UCC-3s for filing. A point from JPMorgan's summary judgment papers is telling with respect to this concern: It states that “throughout the thirty days that it took to close the Synthetic Lease Transaction, there were no discussions whatsoever among JPMCB, Simpson, GM, Mayer Brown or any person involved in this transaction regarding any of the UCC-1 financing statements listed on the Synthetic Lease Closing Checklist, including the UCC-1 financing statement numbered 6416808.4 [*i.e.*, the errant UCC-3].” Dkt. 29 at 12. That statement itself casts doubt on JPMorgan's defense and requires inquiry into what arrangements or instructions existed among the parties to explain why no such discussions occurred.

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This context makes clear that communications relating to *both* the Synthetic Lease and the Term Loan transactions, at their inception *and* subsequently, bear upon JPMorgan's defense and should be produced. Among other things, Cross-Claimants need to determine [REDACTED]

[REDACTED] (2) which party, as between JPMorgan and Simpson, was responsible for tracking the UCC filings over the life of the deals so that the relevant UCC statements could be identified later when the deals were to be amended or terminated; and (3) what prior arrangements led to JPMorgan's and Simpson's practice of delegating Administrative Agent tasks to GM and then deferring to the results. [REDACTED]

Despite these broad issues raised by JPMorgan's defense, it appears to advocate for a narrow scope for the waiver—and specifically one that would not include, for example, documents concerning counsel's setup of (or failure to set up) the required UCC and/or deal files at the outset of the transaction, or communications between JPMorgan and its counsel regarding their respective roles in ensuring the Synthetic Lease collateral was properly identified. During the meet and confer process, JPMorgan relied on a handful of federal cases for the proposition that the waiver should be limited to matters closely tied to the scope of the defense as JPMorgan has defined it. For several reasons, these cases do not support the narrow waiver that JPMorgan advocates.

*First*, the cases on which JPMorgan relies for the purportedly narrower rule of waiver apply federal, not New York law. See *SEC v. Wyly*, 2011 WL 3366491, at \*3 (S.D.N.Y. July 27, 2011) (applying federal waiver law in SEC enforcement action under federal securities laws); *Adam Friedman Assocs. LLC v. Media G3, Inc.*, 2012 WL 1563942, at \*4-5 (S.D.N.Y. May 1, 2012) (applying federal privilege law to waiver question); *Santander Holdings USA, Inc. v. United States*, 2012 WL 3218535, at \*1 (D. Mass. Aug. 6, 2012) (applying federal waiver law in federal tax case). Accordingly, these cases do not undermine, or conflict with, New York's transactional waiver approach as outlined above. See pp. 3-5, *supra*. And, as noted above, New York's broader rule is the principal means of avoiding the problem of selective disclosure that would result from JPMorgan's narrower approach. *Id.* at pp. 4-5.

*Second*, a transaction-based waiver in the context of this case is entirely consistent with these federal authorities. For example, JPMorgan cited *Wyly* for the proposition that the waiver covers matters that are "tied at least in some way to the issues in the case and to the defendant's defense," 2011 WL 3366491, at \*3—but that is undeniably the case here, because one cannot determine whether JPMorgan's purported reliance on Simpson for the UCC-3s prepared in connection with the Synthetic Lease repayment was reasonable without reference to counsel's broader role in creating, structuring, and monitoring the two loans. See *id.* at \*4 (broadly



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defining waiver as encompassing, at a minimum, all communications with counsel regarding control, reporting, and structuring the foreign trusts at issue).

**Third**, JPMorgan’s proposed topic-based waiver would be difficult to administer and could result in the non-production of documents even within the narrowly-defined scope, unless this Court is willing to entertain repeated requests for *in camera* review. Even in the course of the meet and confer process, JPMorgan’s stated defense and its proposed definition of the waiver has shifted and changed multiple times—and even JPMorgan has been unable to apply its definition consistently. For example, JPMorgan was to produce by June 10 all previously-logged materials that it concluded were within the scope of the waiver. A few days after that production, JPMorgan produced 9 additional documents that it had decided were also within the scope of the waiver as JPMorgan had defined it. Then, on June 28, it turned over 5 more documents that, it said, were within the waiver because they “relate generally to the Term Loan collateral.” If JPMorgan’s counsel had trouble deciding what documents fell within its proposed definition—despite having months to consider the point—how easily can that definition be applied to future productions by JPMorgan and third parties? And, notably, the prior log entry for one of the 5 documents that JPMorgan found to relate “generally to the Term Loan collateral” did not mention “collateral” at all, stating only that the document was a “[c]onfidential communication with counsel providing legal advice regarding the terms of the Credit Agreement under the Term Loan.” This illustrates the risk that, with a piecemeal waiver, Cross-Claimants would be at the mercy of JPMorgan’s and third parties’ assessments of whether documents are within the waiver as JPMorgan defines it.

JPMorgan’s proposed topic-based rule would be even more problematic in depositions. Counsel for deponents could object on privilege grounds and instruct witnesses not to answer—or to answer “only insofar as your communication pertained to [a certain subtopic]”—based on their views of whether a question sufficiently relates to one of the narrow subtopics. Cross-Claimants likely would have to seek repeated intervention by the Court, or, if the Court is unavailable, re-depose witnesses who were improperly instructed. In contrast, a transaction-based waiver creates clear lines for counsel and witnesses and ensures that Cross-Claimants will not be deprived of testimony by deposition tactics enabled by a narrowly defined waiver.

**Finally**, JPMorgan’s only other reason advanced for a narrow waiver—that there may be categories of documents related to the Synthetic Lease or Term Loan transactions as a whole that would not ultimately bear upon the defense—is not a reason to adopt a constrained definition of the waiver. Cross-Claimants’ counsel specifically asked JPMorgan, during the meet and confer process, to identify any categories of documents that JPMorgan contended were irrelevant, so that Cross-Claimants could consider exempting them from its document requests. JPMorgan declined this invitation, and accordingly should not now be heard to complain about overbreadth. Indeed, this type of overbreadth objection highlights the very problem with JPMorgan’s narrow approach: it would leave Cross-Claimants at the mercy of definitions drawn by the party with superior access to the underlying facts and documents, and with an incentive to try to draw the lines most favorably to the advice of counsel defense.

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For these reasons, this Court should find that JPMorgan's advice of counsel defense effected a waiver of otherwise privileged documents relating to the Term Loan and Synthetic Lease transactions.

**B. Historical Facts Contained Within Attorney Work Product**

JPMorgan's privilege log identifies 225 documents—more than half of the documents on the log—as protected “work product”—that is, as having been prepared “in anticipation of litigation.” For the below reasons, many of these documents should be produced.

Work product consists of “documents and tangible things that are prepared in anticipation of litigation or for trial by or for another party or its representative.” Fed. R. Civ. P. 26(b)(3). Cross-Claimants have represented to JPMorgan that they will not seek discovery of any litigation analysis documents generated after this adversary action was filed, or that involve communications with, or work product generated by, JPMorgan's litigation counsel—namely, Wachtell and Kelley Drye. But Cross-Claimants do seek to discover documents that contain historical facts concerning the error and the surrounding circumstances—including documents that JPMorgan has logged as “anticipation of litigation” materials involving its deal counsel, Simpson, Morgan Lewis, and Cravath. To the extent such historical/investigative information is contained in documents that constitute litigation work product, Cross-Claimants have agreed that JPMorgan can produce redacted versions that exclude any purely litigation-related analysis but include the portions of the documents involving “what happened and why.”

When a party raises an advice of counsel defense, the ordinary rule that an opposing party categorically may not discover work product absent substantial need, Fed. R. Civ. P. 26(b)(3), does not apply. Federal courts, including in this district, have squarely held that the waiver implicated by an advice of counsel defense applies to *both* attorney-client privilege *and* attorney work product. See *BNP Paribas v. Bank of New York Trust Co., N.A.*, 2013 WL 2434686, at \*3 (S.D.N.Y. June 5, 2013); *Coleco Inds., Inc. v. Universal City Studios, Inc.*, 110 F.R.D. 688, 690-91 (S.D.N.Y. 1986); see also *Carl Zeiss Jena GmbH v. Bio-Rad Labs., Inc.*, 2000 WL 1006371, at \*2 (S.D.N.Y. July 19, 2000); *Matsushita Elecs. Corp. v. Loral Corp.*, 1995 WL 527640, at \*2 (S.D.N.Y. Sept. 7, 1995).

Under these authorities, JPMorgan cannot defend its blanket assertion that it will withhold documents simply because they qualify as “anticipation of litigation” work product. Rather, work product documents on JPMorgan's log must be produced if they bear upon JPMorgan's advice of counsel defense. And here, factual information learned after the discovery of the UCC-3 error, at a time when JPMorgan and its counsel were investigating what happened and why, may well reveal information that bears upon, or calls into question, JPMorgan's current assertion that it was relying on Simpson to ensure that the UCC-3s for the Synthetic Lease termination had been properly identified.

JPMorgan's principal response is that some of the affected documents contain discussion of litigation strategy. During the meet and confer process, JPMorgan cited cases stating that

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“opinion” work product containing “an attorney’s thought processes” in connection with ongoing litigation is afforded substantial protection under the work product doctrine. *See In re Pfizer Inc. Sec. Litig.*, 1993 WL 561125, at \*4 (S.D.N.Y. Dec. 23, 1993); *Am. Home Assurance Co. v. Fremont Indem. Co.*, 1993 WL 426984, at \*6 (S.D.N.Y. Oct. 18, 1993) (pure litigation strategy materials generally are outside the scope of the waiver); *see also United States v. Adlman*, 134 F.3d 1194 (2d Cir. 1998). Cross-Claimants do not dispute these principles, which generally ensure “that each side relies on its own wit in preparing their respective cases.” *Pfizer*, 1993 WL 561125, at \*4. Accordingly, they have agreed that litigation strategy documents created in anticipation or in the course of the present adversary action need not be produced.

But the law does *not* support using litigation strategy documents, especially those generated before this adversary action was filed, to conceal factual or investigative information uncovered after the UCC-3 error was discovered—in other words, documents indicating what led to the underlying UCC-3 error and why. For example, JPMorgan has included on its privilege log certain June 2009 documents containing what JPM has called “backward-looking discussions of the errant UCC-3 filing or the Term Loan collateral.” JPMorgan also has *produced* other such post-discovery documents showing JPMorgan and its lawyers reacting to the discovery of the error. The only difference between the withheld and the produced documents appears to be that with the former, the backward-looking information appears with discussions of litigation strategy. This is not a valid distinction on which to make a production decision, given the effect of the waiver resulting from JPMorgan’s defense. The backward-looking documents may discuss, for example, whether Simpson was assigned certain UCC-related tasks in connection with the Synthetic Lease or its termination, and Cross-Claimants need these materials to assess the plausibility of JPMorgan’s defense. It is immaterial that some documents were generated after the UCC-3 filing, or included in materials prepared “in anticipation of litigation,” if they include discussions as to what counsel did or did not do (or was or was not asked to do) during the relevant time period.

JPMorgan has offered no case supporting its view that communications of this sort fall outside the waiver merely because they were created “in anticipation of litigation.” Such backward-looking documents are not the sort of “opinion work product” or “litigation strategy” that are protected from waiver. *See, e.g., BNP Paribas*, 2013 WL 2434686, at \*6 (certain documents, although work product, were not “opinion work product” and thus were within the waiver). Moreover, given the nature of the error in this case, the “advice” on which JPMorgan allegedly relied may not have been written down in documents created at the time of the error but may have been oral or implicit. Information bearing upon this type of advice may exist only in documents—such as the few that JPMorgan has chosen to produce—created *after* the discovery, when JPMorgan was investigating what went wrong with the UCC-3 filing and why. That is another strong reason why such investigatory documents should be produced.

Moreover, the fact that a document contains both litigation strategy and statements of historical fact does not warrant withholding the entire document. Cross-Claimants have proposed that JPMorgan simply redact any attorney opinions or litigation strategy—an approach

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followed in *Adam Friedman*, one of the cases on which JPMorgan relies. In that case, the Court found that the defendant waived privilege over a communication by putting “at issue” whether its attorney gave notice of a pending motion. 2012 WL 1563942, at \*5. The Court further found that privilege was not waived for statements in the document that contained “advice sought and provided on litigation strategy and settlement options.” *Id.* Rather than allowing the entire document to be withheld, the Court directed Plaintiff to produce a redacted copy to eliminate the portion relating to litigation strategy. *Id.*; *see also BNP Paribas*, 2013 WL 2434686, at \*8 (ordering production but excluding passages constituting opinion work product).

Despite this authority for the redaction approach, in the parties’ final meet and confer session conducted on July 1, JPMorgan rejected Cross-Claimants’ proposal for redaction as a means of resolving JPMorgan’s *only* stated concern with producing the historical work product—namely, the desire to protect confidential litigation strategy.

**III. Request for Ruling and Application to Existing Privilege Logs**

For the above reasons, Cross-Claimants request that the Court issue an order (1) defining JPMorgan’s waiver as including privileged communications with its counsel concerning the transactions in question—namely, the Synthetic Lease or Term Loan transactions; (2) holding that JPMorgan must produce work product materials containing statements of historical fact regarding the UCC-3 error (“what happened and why?”), including those contained in documents created during or in anticipation of litigation, and (3) compelling production of documents listed on JPMorgan’s current privilege log, with the exception of those involving communications with, or work generated by, JPMorgan’s current outside litigation counsel.

Respectfully submitted,

/s/ Kristin A. Linsley

Kristin A. Linsley

# EXHIBIT A

**From:** [Herring, Angela K.](#)  
**To:** [Lavoie, Craig](#); [XT Wilson, Lee](#); [Linsley, Kristin](#)  
**Cc:** [XT Krolewski, Martin](#); [XT Panarella, Nicholas](#); [Fram, Nicholas](#); [Barnett, Lauren](#); [Wolf, Amy R.](#)  
**Subject:** RE: Letter re JPM's Privilege Designations  
**Date:** Tuesday, July 05, 2016 4:31:22 PM

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All:

As discussed on Friday, below is a description of JPMorgan's reliance on counsel:

JPMorgan relied on outside counsel's advice with regard to perfecting, maintaining, verifying, and releasing the collateral for the Term Loan. In particular, this included:

- Reliance on JPMorgan's outside counsel's advice regarding the repayment of the synthetic lease, including the preparation and review of documentation related to the release of collateral associated with that transaction. Among other things, JPMorgan relied on its counsel's review and advice that the UCC-3 filings prepared in connection with the repayment of the synthetic lease should be filed.
- Reliance on JPMorgan's outside counsel's advice regarding whether it was necessary to perform any UCC searches or collateral reviews in advance of the Term Loan amendment or the GM bankruptcy filing.
- Reliance on JPMorgan's outside counsel's advice regarding the drafting, filing and maintaining of the Term Loan UCC-1s.

JPMorgan reserves all rights to supplement and/or amend this description as the litigation, including ongoing fact discovery, progresses.

Regards,

**Angela K. Herring**

**Wachtell, Lipton, Rosen & Katz**

51 West 52nd Street | New York, NY 10019

(212) 403-1141 (Direct) | (212) 403-2141 (Fax)

[AKHerring@wlrk.com](mailto:AKHerring@wlrk.com) | [www.wlrk.com](http://www.wlrk.com)

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**From:** Lavoie, Craig [<mailto:Craig.Lavoie@mto.com>]  
**Sent:** Friday, July 01, 2016 11:55 AM  
**To:** Wilson, Lee; Linsley, Kristin  
**Cc:** Krolewski, Martin (Kelley, Drye & Warren LLP); Panarella, Nicholas J. (Kelley, Drye & Warren LLP); Herring, Angela K.; Fram, Nicholas (Munger, Tolles & Olson LLP); Barnett, Lauren; Wolf, Amy R.  
**Subject:** RE: Letter re JPM's Privilege Designations

Lee,

That's no problem. We'll look forward to speaking to you then.

-Craig

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**From:** Wilson, Lee [<mailto:CLWilson@wlrk.com>]  
**Sent:** Friday, July 01, 2016 8:54 AM

**To:** Linsley, Kristin  
**Cc:** Lavoie, Craig; XT Krolewski, Martin; XT Panarella, Nicholas; XT Herring, Angela; Fram, Nicholas; Barnett, Lauren; Wolf, Amy R.  
**Subject:** RE: Letter re JPM's Privilege Designations

Thanks Kristin. I've had a time-sensitive issue arise on another matter. Could we please reschedule the call to 4 pm eastern today? Apologies for the hassle.

Regards,  
Lee

**Lee Wilson**  
**Wachtell, Lipton, Rosen & Katz**  
212-403-1322 (Direct Phone) | (212) 403-2322 (Direct Fax)

---

**From:** Linsley, Kristin [<mailto:Kristin.Linsley@mt.com>]  
**Sent:** Thursday, June 30, 2016 4:38 PM  
**To:** Wilson, Lee  
**Cc:** Lavoie, Craig (Munger, Tolles & Olsen LLP); Krolewski, Martin (Kelley, Drye & Warren LLP); Panarella, Nicholas J. (Kelley, Drye & Warren LLP); Herring, Angela K.; Fram, Nicholas (Munger, Tolles & Olson LLP); Barnett, Lauren; Wolf, Amy R.  
**Subject:** Re: Letter re JPM's Privilege Designations

Lee,

As we consider your various arguments about the scope of JPMorgan's waiver, we need JPMorgan to specify the “advice” upon which its reliance on counsel defense is based. To this point, JPMorgan has articulated *topics* that generally relate to the defense—namely, the repayment of the Synthetic Lease and the status of the Term Loan security interests—but those topics do not constitute “advice,” and, without knowing what the purported advice was, it is difficult for us to consider any compromise regarding what documents we need to test the defense.

We look forward to talking with you [tomorrow](#).

Best,  
Kristin

On Jun 30, 2016, at 9:02 AM, Wilson, Lee <[CLWilson@wlrk.com](mailto:CLWilson@wlrk.com)> wrote:

Craig –

Would your team be available to continue our meet and confer tomorrow at 1 pm eastern?

Thanks,

Lee

**Lee Wilson**

**Wachtell, Lipton, Rosen & Katz**

212-403-1322 (Direct Phone) | (212) 403-2322 (Direct Fax)

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**From:** Lavoie, Craig [<mailto:Craig.Lavoie@mto.com>]

**Sent:** Tuesday, June 28, 2016 6:57 PM

**To:** Wilson, Lee

**Cc:** Krolewski, Martin (Kelley, Drye & Warren LLP); Panarella, Nicholas J. (Kelley, Drye & Warren LLP); Herring, Angela K.; Linsley, Kristin; Fram, Nicholas (Munger, Tolles & Olson LLP); Barnett, Lauren; Wolf, Amy R.

**Subject:** RE: Letter re JPM's Privilege Designations

Lee,

Thank you. I will circulate a dial-in.

-Craig

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**From:** Wilson, Lee [<mailto:CLWilson@wrk.com>]

**Sent:** Tuesday, June 28, 2016 3:27 PM

**To:** Lavoie, Craig

**Cc:** XT Krolewski, Martin; XT Panarella, Nicholas; XT Herring, Angela; Linsley, Kristin; Fram, Nicholas; Barnett, Lauren; Wolf, Amy R.

**Subject:** RE: Letter re JPM's Privilege Designations

Craig –

We would be available at 5 pm eastern tomorrow if that still works for you.

**Lee Wilson**

**Wachtell, Lipton, Rosen & Katz**

212-403-1322 (Direct Phone) | (212) 403-2322 (Direct Fax)

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**From:** Lavoie, Craig [<mailto:Craig.Lavoie@mto.com>]

**Sent:** Tuesday, June 28, 2016 3:26 PM

**To:** Wilson, Lee

**Cc:** Krolewski, Martin (Kelley, Drye & Warren LLP); Panarella, Nicholas J. (Kelley, Drye & Warren LLP); Herring, Angela K.; Linsley, Kristin; Fram, Nicholas (Munger, Tolles & Olson LLP); Barnett, Lauren

**Subject:** RE: Letter re JPM's Privilege Designations

Lee,

Might your team be available to meet and confer sometime tomorrow? We could do 11:00am, 12:00pm, 5:00pm, or 6:00pm (Eastern).

-Craig

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**From:** Wilson, Lee [<mailto:CLWilson@wrk.com>]

**Sent:** Monday, June 27, 2016 8:11 PM

**To:** Lavoie, Craig

**Cc:** XT Krolewski, Martin; XT Panarella, Nicholas; XT Herring, Angela; Linsley, Kristin; Fram, Nicholas;



Barnett, Lauren  
**Subject:** RE: Letter re JPM's Privilege Designations

Craig –

Attached please see our reply.

Regards,  
Lee

**Lee Wilson**  
**Wachtell, Lipton, Rosen & Katz**  
212-403-1322 (Direct Phone) | (212) 403-2322 (Direct Fax)

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**From:** Lavoie, Craig [<mailto:Craig.Lavoie@mto.com>]  
**Sent:** Wednesday, June 22, 2016 11:21 PM  
**To:** Wilson, Lee  
**Cc:** Krolewski, Martin (Kelley, Drye & Warren LLP); Panarella, Nicholas J. (Kelley, Drye & Warren LLP); Herring, Angela K.; Linsley, Kristin; Fram, Nicholas (Munger, Tolles & Olson LLP); Barnett, Lauren  
**Subject:** Letter re JPM's Privilege Designations

Dear Lee:

Please see the attached correspondence.

Best,  
Craig

**Craig A. Lavoie | Munger, Tolles & Olson LLP**  
355 South Grand Avenue | Los Angeles, CA 90071  
Tel: 213.683.9224 | [craig.lavoie@mto.com](mailto:craig.lavoie@mto.com) | [www.mto.com](http://www.mto.com)

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Thank you in advance for your cooperation and assistance.

[www.wlrk.com](http://www.wlrk.com)

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# EXHIBIT B

**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)
<hr/>		
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.	:	

**PRIVILEGE LOG OF DEFENDANT AND  
CROSS-CLAIM DEFENDANT JPMORGAN CHASE BANK, N.A.**

Pursuant to Federal Rules of Bankruptcy Procedure 7026 and 7034 and Federal Rules of Civil Procedure 26 and 34 incorporated therein, and the Stipulation and Order Pursuant to Federal Rule of Evidence 502 entered by the Court on May 26, 2016 [Docket No. 623], JPMorgan Chase Bank, N.A., by and through its undersigned counsel, submits the following privilege log, dated July 6, 2016.

Dated: New York, New York  
July 6, 2016

By: /s/ C. Lee Wilson  
WACHTELL, LIPTON, ROSEN & KATZ  
Harold S. Novikoff  
Marc Wolinsky  
Emil A. Kleinhaus  
C. Lee Wilson  
51 W. 52nd St.  
New York, NY 10019  
(212) 403-1322

KELLEY DRYE & WARREN LLP

John M. Callagy  
Nicholas J. Panarella  
Martin A. Krolewski  
101 Park Avenue  
New York, NY 10178  
(212) 808-7800

*Attorneys for Defendant and Cross-Claim  
Defendant JPMorgan Chase Bank, N.A.*

Doc. Number	Bates Range for Redacted Documents	Type Of Document	Date and Time	From	To	CC	Privilege Description	Basis of Privilege
1								
2		E-mail	10/28/2008 11:05	John Swint	James Cooper, Esq. (Cravath)	Richard Duker	Confidential communication with counsel providing legal advice regarding break funding fee in Term Loan Agreement.	Attorney Client
3		E-mail	10/28/2008 11:16	Richard Duker	John K Swint	James Cooper, Esq. (Cravath)	Confidential communication with counsel providing information for the purpose of obtaining legal advice regarding break funding fee in Term Loan Agreement.	Attorney Client
4		E-mail	10/28/2008 14:55	John Swint	Richard Duker	James Cooper, Esq. (Cravath)	Confidential communication with counsel providing information for the purpose of obtaining legal advice regarding break funding fee in Term Loan Agreement.	Attorney Client
5		E-mail	10/28/2008 14:59	James Cooper, Esq. (Cravath)	John Swint	Richard Duker	Confidential communication with counsel providing legal advice regarding break funding fee in Term Loan Agreement.	Attorney Client
6		E-mail	10/28/2008 15:16	Richard Duker	John Swint	James Cooper, Esq. (Cravath)	Confidential communication with counsel requesting legal advice regarding break funding fee in Term Loan Agreement.	Attorney Client
7		E-mail	10/28/2008 15:22	James Cooper, Esq. (Cravath)	Richard Duker	John Swint	Confidential communication with counsel providing legal advice regarding break funding fee in Term Loan Agreement.	Attorney Client
8		E-mail with attachment	12/3/2008 16:48	James Cooper, Esq. (Cravath)	Donald Benson	Joe Lillis	Confidential communication with counsel providing legal advice regarding the default section of the Term Loan Agreement and attaching confidential document regarding the same.	Attorney Client
9		E-mail	12/12/2008 21:59	Donald Benson	James Cooper, Esq. (Cravath)		Confidential communication with counsel discussing legal advice regarding closing set for Term Loan.	Attorney Client
10		Email	12/20/2008 0:05	Richard Duker	Richard Duker		Confidential internal communication reflecting legal advice (James Cooper, Esq. (Cravath)) regarding working group list for Term Loan.	Attorney Client
11		E-mail with attachment	12/22/2008 14:54	Kevin Kelley, Esq.	Robert Scheibe, Esq. (Morgan Lewis)		Confidential communication with counsel discussing legal advice regarding term sheet for Treasury loan and attaching confidential document regarding the same.	Attorney Client
12		E-mail	12/24/2008 15:54	Robert Scheibe, Esq. (Morgan Lewis)	Ann Kurinskas; Richard Toder, Esq. (Morgan Lewis)		Confidential communication with counsel providing information for the purpose of obtaining legal advice regarding list of Term Loan Lenders.	Attorney Client
13		E-mail	12/26/2008 15:52	David Walker	Geoffrey Kirles	Donald Benson	Confidential communication with counsel providing legal advice (James Cooper Esq. (Cravath)) regarding Term Loan Agreement and potential implications.	Attorney Client
14		E-mail	1/21/2009 20:54	Ann Kurinskas	Robert Scheibe, Esq. (Morgan Lewis)	Richard Duker	Confidential communication with counsel requesting legal advice regarding status of Term Loan Agreement.	Attorney Client
15		E-mail with attachment	1/27/2009 18:19	Corinne A. Samon	Kevin Kelley, Esq.; Kyle Hall		Confidential communication with counsel requesting legal advice regarding organizational documents relating to General Motors accounts and attaching confidential document regarding the same.	Attorney Client
16		E-mail	1/29/2009 16:21	Geoffrey Kirles	David Walker		Confidential internal communication reflecting legal advice (Morgan Lewis) regarding status of Term Loan Amendment.	Attorney Client
17	JPMCB-2-00043795 - JPMCB-2-00043796	E-mail	1/29/2009 16:31	David Walker	Geoffrey Kirles		Confidential internal communication reflecting legal advice (Morgan Lewis) regarding status of Term Loan Amendment.	Attorney Client
18	JPMCB-2-00040527 - JPMCB-2-00040528	E-mail	2/4/2009 20:53	Angie Morgan	Donald Benson	Albertha Alcindore	Confidential internal communication reflecting legal advice regarding JPMorgan teams working on Term Loan Amendment.	Attorney Client
19		E-mail	2/5/2009 14:12	Ann Kurinskas	Richard Duker		Confidential internal communication reflecting legal advice (Kevin Kelley, Esq.) regarding review of legal documents.	Attorney Client

Doc. Number	Bates Range for Redacted Documents	Type Of Document	Date and Time	From	To	CC	Privilege Description	Basis of Privilege
20	JPMCB-2-00040605 - JPMCB-2-00040606	E-mail	2/5/2009 21:10	Geoffrey Kirles	Maria Blackwell	Gregory Maxon	Confidential internal communication reflecting legal advice (Morgan Lewis) regarding Term Loan Amendment proposal.	Attorney Client
21		E-mail with attachment	2/5/2009 21:38	Geoffrey Kirles	Donald Benson; David Walker		Confidential internal communication discussing legal advice (Robert Scheibe, Esq. (Morgan Lewis)) regarding Morgan Lewis' representation of JPMorgan involving General Motors and attaching confidential document regarding the same.	Attorney Client
22		E-mail	2/5/2009 21:43	Geoffrey Kirles	David Walker	Donald Benson	Confidential internal communication reflecting legal advice (Robert Scheibe, Esq. (Morgan Lewis)) regarding Morgan Lewis' representation of JPMorgan involving General Motors.	Attorney Client
23		E-mail	2/6/2009 15:53	Richard Duker	Ann Kurinskas		Confidential internal communication reflecting legal advice (Morgan Lewis and Kevin Kelley, Esq.) regarding the proposed terms for the Term Loan Amendment.	Attorney Client
24		E-mail	2/9/2009 15:26	Geoffrey Kirles	Robert Scheibe, Esq. (Morgan Lewis) Maria Blackwell		Confidential communication with counsel requesting legal advice regarding amendment to GM Term Loan Agreement	Attorney Client
25		E-mail	2/9/2009 16:34	Robert Scheibe, Esq. (Morgan Lewis)	Maria Blackwell; Geoffrey Kirles		Confidential communication with counsel providing legal advice regarding draft Amendment and Consent to the Term Loan Amendment.	Attorney Client
26		E-mail with attachment	2/10/2009 10:23	Emmeline Liu, Esq. (Morgan Lewis)	Geoffrey Kirles; Ann Kurinskas; David Walker; Donald Benson; Gregory Maxon; Kevin Kelley, Esq.; Maria Blackwell; Richard Duker	Andrew Gottfried, Esq. (Morgan Lewis); Richard Toder, Esq. (Morgan Lewis); Robert Scheibe, Esq. (Morgan Lewis); Christopher Owens, Esq. (Morgan Lewis)	Confidential communication with counsel providing legal advice regarding draft arrangement fee letter in connection with proposed Term Loan Amendment and attaching confidential document regarding the same.	Attorney Client
27		E-mail with attachment	2/10/2009 16:32	Geoffrey Kirles	David Walker	Donald Benson	Confidential internal communication reflecting legal advice (Emmeline Liu, Esq. (Morgan Lewis)) regarding draft arrangement fee letter in connection with proposed Term Loan Amendment and attaching confidential document regarding the same.	Attorney Client
28		E-mail	2/10/2009 17:23	David Walker	Geoffrey Kirles	Donald Benson	Confidential internal communication reflecting legal advice (Emmeline Liu, Esq. (Morgan Lewis)) regarding draft arrangement fee letter in connection with proposed Term Loan Amendment.	Attorney Client
29		E-mail with attachments	2/12/2009 16:37	Maria Blackwell	Desiree E. Szolnok		Confidential internal communication reflecting legal advice (Morgan Lewis) regarding comments to the draft Term Loan Amendment and attaching confidential documents regarding the same.	Attorney Client
30	JPMCB-2-00040668 - JPMCB-2-00040670	E-mail	2/12/2009 17:03	Gregory Maxon	Alice Chen, Esq.	Geoffrey Kirles; Maria Blackwell	Confidential communication with counsel requesting legal advice regarding General Motors borrower authorization letters.	Attorney Client
31	JPMCB-2-00040649 - JPMCB-2-00040652	E-mail	2/12/2009 17:14	Alice Chen, Esq.	Gregory Maxon	Geoffrey Kirles; Maria Blackwell	Confidential communication with counsel providing legal advice regarding General Motors borrower authorization letters.	Attorney Client
32	JPMCB-2-00040716 - JPMCB-2-00040720	E-mail	2/12/2009 18:00	Gregory Maxon	Alice Chen, Esq.	Geoffrey Kirles; Maria Blackwell	Confidential communication with counsel requesting legal advice regarding General Motors borrower authorization letters.	Attorney Client
33	JPMCB-2-00040678 - JPMCB-2-00040682	E-mail	2/12/2009 18:18	Geoffrey Kirles	Alice Chen, Esq.	Gregory Maxon; Maria Blackwell	Confidential communication with counsel requesting legal advice regarding General Motors borrower authorization letters.	Attorney Client

Doc. Number	Bates Range for Redacted Documents	Type Of Document	Date and Time	From	To	CC	Privilege Description	Basis of Privilege
34	JPMCB-2-00046458 - JPMCB-2-00046459	E-mail with attachment	2/13/2009 1:21	Gregory Maxon	Christopher Owens, Esq. (Morgan Lewis); Andrew Gottfried, Esq. (Morgan Lewis); Emmeline Liu, Esq. (Morgan Lewis); Richard Toder, Esq. (Morgan Lewis); Robert Scheibe, Esq. (Morgan Lewis)	Geoffrey Kirles; Maria Blackwell	Confidential communication with counsel requesting legal advice regarding draft General Motors Lender Presentation regarding proposed Term Loan Amendment and attaching confidential document regarding the same.	Attorney Client
35	JPMCB-2-00043763 - JPMCB-2-00043769	E-mail	2/13/2009 14:26	Robert Scheibe, Esq. (Morgan Lewis)	Geoffrey Kirles		Confidential communication with counsel providing legal advice regarding draft General Motors Lender Presentation regarding proposed Term Loan Amendment.	Attorney Client
36	JPMCB-2-00041027 - JPMCB-2-00041028	E-mail	2/14/2009 18:13	Ann Kurinskas	Robert Scheibe, Esq. (Morgan Lewis)	Geoffrey Kirles; Richard Duker; Emmeline Liu, Esq. (Morgan Lewis); Donald Benson	Confidential communications between attorney and client regarding draft language in intercreditor agreement relating to amendment to GM Term Loan Agreement.	Attorney Client
37	JPMCB-2-00045658 - JPMCB-2-00045659	E-mail	2/14/2009 23:42	Robert Scheibe, Esq. (Morgan Lewis)	Ann Kurinskas	Geoffrey Kirles; Richard Duker; Donald Benson; Emmeline Liu, Esq. (Morgan Lewis)	Confidential communications between attorney and client regarding draft language in intercreditor agreement relating to amendment to GM Term Loan Agreement.	Attorney Client
38	JPMCB-2-00041184 - JPMCB-2-00041185	E-mail	2/17/2009 21:22	Robert Scheibe, Esq. (Morgan Lewis)	Emmeline Liu, Esq. (Morgan Lewis); Ann Kurinskas; David Walker; Donald Benson; Gregory Maxon; Kevin Kelley, Esq.; Richard Duker; Maria Blackwell; Richard Toder, Esq. (Morgan Lewis); Andrew Gottfried, Esq. (Morgan Lewis); Christopher Owens, Esq. (Morgan Lewis)		Confidential communication with counsel providing legal advice regarding fee provision of draft Term Loan Amendment.	Attorney Client
39	JPMCB-2-00040582 - JPMCB-2-00040583	E-mail	2/18/2009 2:22	Geoffrey Kirles	Robert Scheibe, Esq. (Morgan Lewis); Donald Benson		Confidential communication with counsel requesting legal advice regarding fee provision of draft Term Loan Amendment.	Attorney Client
40	JPMCB-2-00040529 - JPMCB-2-00040531	E-mail	2/18/2009 2:29	Donald Benson	Robert Scheibe, Esq. (Morgan Lewis)	Christopher Owens, Esq. (Morgan Lewis); Emmeline Liu, Esq. (Morgan Lewis); Geoffrey Kirles	Confidential communication with counsel requesting legal advice regarding fee provision of draft Term Loan Amendment.	Attorney Client
41	JPMCB-2-00040535 - JPMCB-2-00040537	E-mail	2/18/2009 2:30	Geoffrey Kirles	Robert Scheibe, Esq. (Morgan Lewis); Donald Benson	Christopher Owens, Esq. (Morgan Lewis); Emmeline Liu, Esq. (Morgan Lewis)	Confidential communication with counsel requesting legal advice regarding fee provision of draft Term Loan Amendment.	Attorney Client
42	JPMCB-2-00040600 - JPMCB-2-00040604	E-mail	2/18/2009 3:49	Christopher Owens, Esq. (Morgan Lewis)	Maria Blackwell	Robert Scheibe, Esq. (Morgan Lewis); Emmeline Liu, Esq. (Morgan Lewis)	Confidential communication with counsel providing legal advice regarding posting of lender memo relating to draft Term Loan Amendment.	Attorney Client
43	JPMCB-2-00042265 - JPMCB-2-00042271	E-mail	2/18/2009 10:55	Christopher Owens, Esq. (Morgan Lewis)	Geoffrey Kirles	Ann Kurinskas; David Walker; Donald Benson; Emmeline Liu, Esq. (Morgan Lewis); Gregory Maxon; Kevin Kelley, Esq.; Maria Blackwell; Richard Duker; Robert Scheibe, Esq. (Morgan Lewis)	Confidential communication with counsel providing legal advice regarding memorandum to the Term Loan Lenders concerning the posting of the Term Loan Amendment.	Attorney Client
44		E-mail	2/19/2009 15:13	Maria Blackwell	Emmeline Liu, Esq. (Morgan Lewis)	Robert Scheibe, Esq. (Morgan Lewis)	Confidential communication with counsel providing legal advice regarding the execution of the Term Loan Amendment.	Attorney Client

Doc. Number	Bates Range for Redacted Documents	Type Of Document	Date and Time	From	To	CC	Privilege Description	Basis of Privilege
45	JPMCB-2-00040641 - JPMCB-2-00040643	E-mail	2/19/2009 17:53	Robert Scheibe, Esq. (Morgan Lewis)	Geoffrey Kirles; Andrew Gottfried, Esq. (Morgan Lewis); Christopher Owens, Esq. (Morgan Lewis); Emmeline Liu, Esq. (Morgan Lewis); Richard Toder, Esq. (Morgan Lewis)	Gregory Maxon; Maria Blackwell	Confidential communication with counsel providing legal advice regarding the execution of the Term Loan Amendment.	Attorney Client
46	JPMCB-2-00046372 - JPMCB-2-00046374	E-mail with attachment	2/19/2009 17:58	Maria Blackwell	Andrew Gottfried, Esq. (Morgan Lewis); Christopher Owens, Esq. (Morgan Lewis); Emmeline Liu, Esq. (Morgan Lewis); Gregory Maxon; Robert Scheibe, Esq. (Morgan Lewis); Richard Toder, Esq. (Morgan Lewis); Gregory Maxon		Confidential communication with counsel requesting legal advice regarding the execution of the Term Loan Amendment and attaching confidential document regarding the same.	Attorney Client
47		E-mail with attachment	2/19/2009 20:24	Emmeline Liu, Esq. (Morgan Lewis)	Maria Blackwell; Geoffrey Kirles; Gregory Maxon	Robert Scheibe, Esq. (Morgan Lewis); Christopher Owens, Esq. (Morgan Lewis); Richard Toder, Esq. (Morgan Lewis)	Confidential communication with counsel providing legal advice regarding the execution of the Term Loan Amendment and attaching confidential document regarding the same.	Attorney Client
48	JPMCB-2-00043131 - JPMCB-2-00043133	E-mail	2/19/2009 21:26	Mary Gherty	Robert Cole, Esq.		Confidential communication with counsel requesting legal advice regarding JPMorgan compliance matters relating to GM and related matters.	Attorney Client
49		E-mail with attachment	2/19/2009 21:34	Emmeline Liu, Esq. (Morgan Lewis)	Geoffrey Kirles; Gregory Maxon; Maria Blackwell	Robert Scheibe, Esq. (Morgan Lewis); Christopher Owens, Esq. (Morgan Lewis); Richard Toder, Esq. (Morgan Lewis)	Confidential communication with counsel providing legal advice regarding the execution of the Term Loan Amendment and attaching confidential document regarding the same.	Attorney Client
50	JPMCB-2-00043122 - JPMCB-2-00043125	E-mail	2/19/2009 21:41	Mary Gherty	Robert Cole, Esq.		Confidential communication with counsel requesting legal advice regarding JPMorgan compliance matters relating to GM and related matters.	Attorney Client
51	JPMCB-2-00043748 - JPMCB-2-00043749	E-mail	2/20/2009 20:00	Robert Scheibe, Esq. (Morgan Lewis)	Geoffrey Kirles	Christopher Owens, Esq. (Morgan Lewis); Emmeline Liu, Esq. (Morgan Lewis)	Confidential communication with counsel providing legal advice regarding the execution of the Intercreditor Agreement in connection with the Term Loan Amendment.	Attorney Client
52	JPMCB-2-00043752 - JPMCB-2-00043754	E-mail	2/20/2009 20:21	Robert Scheibe, Esq. (Morgan Lewis)	Geoffrey Kirles	Christopher Owens, Esq. (Morgan Lewis); Emmeline Liu, Esq. (Morgan Lewis)	Confidential communication with counsel providing legal advice regarding the execution of the Intercreditor Agreement in connection with the Term Loan Amendment.	Attorney Client
53		E-mail	2/20/2009 21:43	Emmeline Liu, Esq. (Morgan Lewis)	Dawn Bartolotta	Maria Blackwell; Virginia Conway; Thomas Sawyer	Confidential communication with counsel providing legal advice regarding the execution of the Term Loan Amendment.	Attorney Client
54		E-mail with attachment	2/20/2009 21:49	Emmeline Liu, Esq. (Morgan Lewis)	Maria Blackwell; Geoffrey Kirles; Gregory Maxon	Richard Toder, Esq. (Morgan Lewis); Robert Scheibe, Esq. (Morgan Lewis); Christopher Owens, Esq. (Morgan Lewis)	Confidential communication with counsel providing legal advice regarding the execution of the Term Loan Amendment and attaching confidential document regarding the same.	Attorney Client
55	JPMCB-2-00040903 - JPMCB-2-00040906	E-mail	2/22/2009 17:58	Maria Blackwell	Robert Scheibe, Esq. (Morgan Lewis)	Geoffrey Kirles; Gregory Maxon	Confidential communication with counsel providing legal advice regarding the execution of the Intercreditor Agreement in connection with the Term Loan Amendment.	Attorney Client
56		E-mail	2/23/2009 20:25	Robert Scheibe, Esq. (Morgan Lewis)	Geoffrey Kirles; Gregory Maxon; Maria Blackwell	Christopher Owens, Esq. (Morgan Lewis); Emmeline Liu, Esq. (Morgan Lewis)	Confidential communication with counsel providing legal advice regarding inquiry from a Term Loan Lender relating to Intercreditor Agreement and Term Loan Amendment terms.	Attorney Client



Doc. Number	Bates Range for Redacted Documents	Type Of Document	Date and Time	From	To	CC	Privilege Description	Basis of Privilege
57		E-mail with attachment	2/23/2009 21:49	Emmeline Liu, Esq. (Morgan Lewis)	Gregory Maxon; Geoffrey Kirles; Maria Blackwell	Robert Scheibe, Esq. (Morgan Lewis); Richard Toder, Esq. (Morgan Lewis); Christopher Owens, Esq. (Morgan Lewis)	Confidential communication with counsel providing legal advice regarding the execution of the Term Loan Amendment and attaching confidential document regarding the same.	Attorney Client
58		E-mail	2/23/2009 21:55	Maria Blackwell	Gregory Maxon		Confidential communication reflecting legal advice (Emmeline Liu, Esq. (Morgan Lewis)) regarding the execution of the Term Loan Amendment.	Attorney Client
59		E-mail with attachment	2/24/2009 1:40	Emmeline Liu, Esq. (Morgan Lewis)	Gregory Maxon; Geoffrey Kirles; Maria Blackwell	Robert Scheibe, Esq. (Morgan Lewis); Christopher Owens, Esq. (Morgan Lewis)	Confidential communication with counsel providing legal advice regarding the execution of the Term Loan Amendment and attaching confidential document regarding the same.	Attorney Client
60	JPMCB-2-00040731 - JPMCB-2-00040732	E-mail	2/24/2009 1:58	Maria Blackwell	Nicholas C. Fersen	Gregory Maxon	Confidential internal communication reflecting legal advice (Emmeline Liu, Esq. (Morgan Lewis)) regarding the execution of the Term Loan Amendment.	Attorney Client
61		E-mail with attachment	2/24/2009 15:36	Emmeline Liu, Esq. (Morgan Lewis)	Maria Blackwell; Robert Scheibe, Esq. (Morgan Lewis); Christopher Owens, Esq. (Morgan Lewis)	Geoffrey Kirles; Gregory Maxon	Confidential communication with counsel providing legal advice regarding the execution of the Term Loan Amendment and attaching confidential document regarding the same.	Attorney Client
62		E-mail with attachment	2/24/2009 16:00	Robert Scheibe, Esq. (Morgan Lewis)	Maria Blackwell	Geoffrey Kirles; Gregory Maxon; Ann Kurinkas; Richard Duker; Kevin Kelley, Esq.; Richard Toder, Esq. (Morgan Lewis); Christopher Owens, Esq. (Morgan Lewis); Emmeline Liu, Esq. (Morgan Lewis)	Confidential communication with counsel providing legal advice regarding Morgan Lewis' representation of JPMorgan involving General Motors and attaching confidential document regarding the same.	Attorney Client
63		E-mail with attachment	2/24/2009 16:41	Emmeline Liu, Esq. (Morgan Lewis)	Maria Blackwell; Gregory Maxon; Geoffrey Kirles	Robert Scheibe, Esq. (Morgan Lewis); Christopher Owens, Esq. (Morgan Lewis)	Confidential communication with counsel providing legal advice regarding the execution of the Term Loan Amendment and attaching confidential document regarding the same.	Attorney Client
64	JPMCB-2-00040935 - JPMCB-2-00040936	E-mail	2/24/2009 19:57	Emmeline Liu, Esq. (Morgan Lewis)	Geoffrey Kirles; Gregory Maxon; Maria Blackwell	Robert Scheibe, Esq. (Morgan Lewis)	Confidential communication with counsel providing legal advice regarding the execution of the Term Loan Amendment.	Attorney Client
65	JPMCB-2-00040644 - JPMCB-2-00040645	E-mail	2/24/2009 19:59	Gregory Maxon	Emmeline Liu, Esq. (Morgan Lewis)	Geoffrey Kirles; Maria Blackwell; Robert Scheibe, Esq. (Morgan Lewis)	Confidential communication with counsel requesting legal advice regarding the execution of the Term Loan Amendment.	Attorney Client
66	JPMCB-2-00040631 - JPMCB-2-00040632	E-mail	2/24/2009 20:12	Gregory Maxon	Emmeline Liu, Esq. (Morgan Lewis)	Geoffrey Kirles; Maria Blackwell; Robert Scheibe, Esq. (Morgan Lewis)	Confidential communication with counsel requesting legal advice regarding the execution of the Term Loan Amendment.	Attorney Client
67	JPMCB-2-00040907 - JPMCB-2-00040909	E-mail	2/24/2009 20:21	Emmeline Liu, Esq. (Morgan Lewis)	Gregory Maxon	Geoffrey Kirles; Maria Blackwell; Robert Scheibe, Esq. (Morgan Lewis)	Confidential communication with counsel providing legal advice regarding the execution of the Term Loan Amendment.	Attorney Client
68		E-mail with attachment	2/24/2009 20:38	Emmeline Liu, Esq. (Morgan Lewis)	Gregory Maxon; Geoffrey Kirles; Maria Blackwell	Robert Scheibe, Esq. (Morgan Lewis); Christopher Owens, Esq. (Morgan Lewis)	Confidential communication with counsel providing legal advice regarding the execution of the Term Loan Amendment and attaching confidential document regarding the same.	Attorney Client
69	JPMCB-2-00046330 - JPMCB-2-00046331	E-mail with attachment	2/24/2009 21:27	Emmeline Liu, Esq. (Morgan Lewis)	Maria Blackwell; Gregory Maxon; Geoffrey Kirles	Robert Scheibe, Esq. (Morgan Lewis)	Confidential communication with counsel providing legal advice regarding the execution of the Term Loan Amendment and attaching confidential document regarding the same.	Attorney Client

Doc. Number	Bates Range for Redacted Documents	Type Of Document	Date and Time	From	To	CC	Privilege Description	Basis of Privilege
70		E-mail with attachment	2/24/2009 22:20	Emmeline Liu, Esq. (Morgan Lewis)	Geoffrey Kirles; Gregory Maxon; Maria Blackwell	Robert Scheibe, Esq. (Morgan Lewis); Christopher Owens, Esq. (Morgan Lewis)	Confidential communication with counsel providing legal advice regarding the execution of the Term Loan Amendment and attaching confidential document regarding the same.	Attorney Client
71		E-mail with attachment	2/24/2009 23:25	Emmeline Liu, Esq. (Morgan Lewis)	Maria Blackwell; Robert Scheibe, Esq. (Morgan Lewis); Christopher Owens, Esq. (Morgan Lewis)	Geoffrey Kirles; Gregory Maxon	Confidential communication with counsel providing legal advice regarding the execution of the Term Loan Amendment and attaching confidential document regarding the same.	Attorney Client
72		E-mail with attachment	2/25/2009 17:02	Emmeline Liu, Esq. (Morgan Lewis)	Geoffrey Kirles; Robert Scheibe, Esq. (Morgan Lewis); Christopher Owens, Esq. (Morgan Lewis)	Gregory Maxon; Maria Blackwell	Confidential communication with counsel providing legal advice regarding the execution of the Term Loan Amendment and attaching confidential document regarding the same.	Attorney Client
73		E-mail	2/25/2009 19:58	Geoffrey Kirles	Ann Kurinskas; Andrew O'Brien; Donald Benson; David Walker; Douglas Antonacci; Richard Duker; Kevin Kelley, Esq.; Maria Blackwell; Gregory Maxon	Robert Scheibe, Esq. (Morgan Lewis); Christopher Owens, Esq. (Morgan Lewis); Emmeline Liu, Esq. (Morgan Lewis)	Confidential communication with counsel regarding lender comments to amendment to GM Term Loan Agreement.	Attorney Client
74		E-mail with attachment	2/26/2009 0:05	Emmeline Liu, Esq. (Morgan Lewis)	Gregory Maxon; Geoffrey Kirles; Maria Blackwell	Robert Scheibe, Esq. (Morgan Lewis); Christopher Owens, Esq. (Morgan Lewis)	Confidential communication with counsel providing legal advice regarding the execution of the Term Loan Amendment and attaching confidential document regarding the same.	Attorney Client
75		E-mail with attachments	2/26/2009 19:25	Geoffrey Kirles	Andrew O'Brien; Ann Kurinskas; Richard Duker; David Walker; Donald Benson; Kevin Kelley, Esq.	Gregory Maxon; Maria Blackwell; Robert Scheibe, Esq. (Morgan Lewis)	Confidential communication with counsel requesting legal advice regarding provisions of revised Term Loan Amendment relating to assignment and prepayment, and attaching confidential documents regarding the same.	Attorney Client
76		E-mail with attachment	2/26/2009 21:57	Emmeline Liu, Esq. (Morgan Lewis)	Gregory Maxon; Geoffrey Kirles; Maria Blackwell	Robert Scheibe, Esq. (Morgan Lewis); Christopher Owens, Esq. (Morgan Lewis)	Confidential communication with counsel providing legal advice regarding the execution of the Term Loan Amendment and attaching confidential document regarding the same.	Attorney Client
77		E-mail with attachments	2/27/2009 0:17	Emmeline Liu, Esq. (Morgan Lewis)	Geoffrey Kirles; Gregory Maxon; Maria Blackwell	Robert Scheibe, Esq. (Morgan Lewis); Christopher Owens, Esq. (Morgan Lewis)	Confidential communication with counsel providing legal advice regarding provisions of revised Term Loan Amendment relating to assignment and prepayment, and attaching confidential documents regarding the same.	Attorney Client
78		E-mail	2/27/2009 0:31	Andrew O'Brien	Geoffrey Kirles		Confidential internal communication reflecting legal advice (Robert Scheibe, Esq. (Morgan Lewis) and Kevin Kelley, Esq. (JPMorgan)) regarding provisions of revised Term Loan Amendment relating to assignment and prepayment.	Attorney Client
79		E-mail	2/27/2009 1:27	Geoffrey Kirles	Emmeline Liu, Esq. (Morgan Lewis); Gregory Maxon; Maria Blackwell	Robert Scheibe, Esq. (Morgan Lewis); Christopher Owens, Esq. (Morgan Lewis)	Confidential internal communication reflecting legal advice (Robert Scheibe, Esq. (Morgan Lewis) and Kevin Kelley, Esq. (JPMorgan)) regarding provisions of revised Term Loan Amendment relating to assignment and prepayment.	Attorney Client
80		E-mail	2/27/2009 2:03	Geoffrey Kirles	Andrew O'Brien		Confidential internal communication reflecting legal advice (Robert Scheibe, Esq. (Morgan Lewis) and Kevin Kelley, Esq. (JPMorgan)) regarding provisions of revised Term Loan Amendment relating to assignment and prepayment.	Attorney Client
81		E-mail	2/27/2009 3:12	Andrew O'Brien	Geoffrey Kirles		Confidential internal communication reflecting legal advice (Robert Scheibe, Esq. (Morgan Lewis)) regarding revised Posting Memorandum for the Term Loan Amendment.	Attorney Client
82		E-mail	2/27/2009 3:14	Geoffrey Kirles	Andrew O'Brien		Confidential internal communication reflecting legal advice (Robert Scheibe, Esq. (Morgan Lewis)) regarding revised Posting Memorandum for the Term Loan Amendment.	Attorney Client

Doc. Number	Bates Range for Redacted Documents	Type Of Document	Date and Time	From	To	CC	Privilege Description	Basis of Privilege
83		E-mail	2/27/2009 14:34	Emmeline Liu, Esq. (Morgan Lewis)	Robert Scheibe, Esq. (Morgan Lewis); Geoffrey Kirles; Maria Blackwell	Gregory Maxon; Christopher Owens, Esq. (Morgan Lewis)	Confidential communication with counsel providing legal advice regarding the execution of the Term Loan Amendment.	Attorney Client
84		E-mail	2/27/2009 16:37	Geoffrey Kirles	Andrew O'Brien; Douglas Antonacci		Confidential internal communication reflecting legal advice (Emmeline Liu, Esq. (Morgan Lewis)) regarding lender response to Term Loan Amendment.	Attorney Client
85		E-mail	2/27/2009 17:30	Robert Scheibe, Esq. (Morgan Lewis)	Geoffrey Kirles	Christopher Owens, Esq. (Morgan Lewis); Emmeline Liu, Esq. (Morgan Lewis)	Confidential communications with counsel requesting information for the purposes of providing legal advice regarding lender response to revised Term Loan Amendment.	Attorney Client
86		E-mail with attachment	2/27/2009 17:39	Geoffrey Kirles	Douglas Antonacci		Confidential internal communication reflecting legal advice (Emmeline Liu, Esq. (Morgan Lewis)) regarding lender response to Term Loan Amendment and attaching confidential document regarding the same.	Attorney Client
87	JPMCB-2-00043743 - JPMCB-2-00043744	E-mail	2/27/2009 17:49	Geoffrey Kirles	Andrew O'Brien; Douglas Antonacci		Confidential internal communication reflecting legal advice (Emmeline Liu, Esq. (Morgan Lewis)) regarding Term Loan Amendment signature pages.	Attorney Client
88	JPMCB-2-00040924 - JPMCB-2-00040925	E-mail	2/27/2009 18:00	Geoffrey Kirles	Emmeline Liu, Esq. (Morgan Lewis); Maria Blackwell; Gregory Maxon	Robert Scheibe, Esq. (Morgan Lewis); Christopher Owens, Esq. (Morgan Lewis)	Confidential communication with counsel providing legal advice regarding Term Loan Amendment signature pages.	Attorney Client
89		E-mail	2/27/2009 19:15	Geoffrey Kirles	Chris Bonner; Maria Blackwell		Confidential internal communication reflecting legal advice (Emmeline Liu, Esq. (Morgan Lewis)) regarding lender responses to Term Loan Amendment.	Attorney Client
90		E-mail with attachment	2/27/2009 20:32	Geoffrey Kirles	Douglas Antonacci		Confidential internal communication reflecting legal advice (Emmeline Liu, Esq. (Morgan Lewis)) regarding lender responses to Term Loan Amendment and attaching confidential document regarding the same.	Attorney Client
91		E-mail with attachment	2/27/2009 20:52	Emmeline Liu, Esq. (Morgan Lewis)	Geoffrey Kirles; Gregory Maxon; Maria Blackwell	Robert Scheibe, Esq. (Morgan Lewis); Christopher Owens, Esq. (Morgan Lewis)	Confidential communication with counsel providing legal advice regarding lender responses to Term Loan Amendment and attaching confidential document regarding the same.	Attorney Client
92		E-mail	2/27/2009 21:05	Emmeline Liu, Esq. (Morgan Lewis)	Geoffrey Kirles; Gregory Maxon; Maria Blackwell	Robert Scheibe, Esq. (Morgan Lewis); Christopher Owens, Esq. (Morgan Lewis)	Confidential communication with counsel providing legal advice regarding lender responses to Term Loan Amendment.	Attorney Client
93	JPMCB-2-00042484 - JPMCB-2-00042486	E-mail	3/1/2009 15:04	Emmeline Liu, Esq. (Morgan Lewis)	Robert Scheibe, Esq. (Morgan Lewis); Geoffrey Kirles	Richard Duker; Christopher Owens, Esq. (Morgan Lewis)	Confidential communication with counsel providing legal advice regarding reporting requirements for revolving credit facility.	Attorney Client
94		E-mail with attachment	3/2/2009 23:23	Geoffrey Kirles	Andrew O'Brien; Douglas Antonacci; David Walker		Confidential internal communication reflecting legal advice (Emmeline Liu, Esq. (Morgan Lewis)) regarding lender responses to Term Loan Amendment and attaching confidential document regarding the same.	Attorney Client
95		E-mail	3/2/2009 23:26	Douglas Antonacci	Geoffrey Kirles	Andrew O'Brien; David Walker	Confidential internal communication reflecting legal advice (Emmeline Liu, Esq. (Morgan Lewis)) regarding lender responses to Term Loan Amendment.	Attorney Client
96	JPMCB-2-00046568 - JPMCB-2-00046570	E-mail with attachments	3/3/2009 13:52	Geoffrey Kirles	Emmeline Liu, Esq. (Morgan Lewis)	Richard Duker	Confidential communication with counsel providing legal advice regarding lender responses to Term Loan Amendment and attaching confidential documents regarding revised amendment.	Attorney Client
97	JPMCB-2-00042406 - JPMCB-2-00042409	E-mail	3/3/2009 13:55	Emmeline Liu, Esq. (Morgan Lewis)	Geoffrey Kirles	Richard Duker	Confidential communication with counsel providing legal advice regarding lender responses to Term Loan Amendment.	Attorney Client

Doc. Number	Bates Range for Redacted Documents	Type Of Document	Date and Time	From	To	CC	Privilege Description	Basis of Privilege
98	JPMCB-2-00043706 - JPMCB-2-00043707	E-mail	3/3/2009 14:31	Gregory Maxon	Christopher Owens, Esq. (Morgan Lewis)	Geoffrey Kirles	Confidential communication with counsel requesting legal advice regarding Term Loan Amendment.	Attorney Client
99		E-mail with attachments	3/3/2009 14:41	Geoffrey Kirles	Douglas Antonacci; Benjamin Thompson; Katherine Flynn; Chris Bonner	Gregory Maxon; Maria Blackwell; David Walker	Confidential internal communication reflecting legal advice (Morgan Lewis) regarding draft of Term Loan Amendment and attaching confidential documents regarding the same.	Attorney Client
100		E-mail with attachment	3/3/2009 14:49	Robert Scheibe, Esq. (Morgan Lewis)	Maria Blackwell	Geoffrey Kirles; Gregory Maxon; Ann Kurinkas; Richard Duker; Kevin Kelley, Esq.; Richard Toder, Esq. (Morgan Lewis); Andrew Gottfried, Esq. (Morgan Lewis); Christopher Owens, Esq. (Morgan Lewis); Emmeline Liu, Esq. (Morgan Lewis)	Confidential communication with counsel discussing legal advice regarding Morgan Lewis' representation of JPMorgan involving General Motors and attaching confidential document regarding the same.	Attorney Client
101	JPMCB-2-00040854 - JPMCB-2-00040855	E-mail	3/3/2009 15:31	Emmeline Liu, Esq. (Morgan Lewis)	Geoffrey Kirles; Gregory Maxon; Maria Blackwell	Robert Scheibe, Esq. (Morgan Lewis); Christopher Owens, Esq. (Morgan Lewis)	Confidential communication with counsel providing legal advice regarding lender inquiry relating to revised Term Loan Amendment.	Attorney Client
102		E-mail with attachments	3/3/2009 18:07	Emmeline Liu, Esq. (Morgan Lewis)	Geoffrey Kirles; Gregory Maxon; Maria Blackwell	Robert Scheibe, Esq. (Morgan Lewis); Christopher Owens, Esq. (Morgan Lewis)	Confidential communication with counsel providing legal advice regarding revised Posting Memorandum for the Term Loan Amendment and attaching confidential documents regarding the same.	Attorney Client
103	JPMCB-2-00042493 - JPMCB-2-00042494	E-mail	3/3/2009 18:52	Geoffrey Kirles	Emmeline Liu, Esq. (Morgan Lewis)	Richard Duker	Confidential communication with counsel requesting legal advice regarding lender responses to Term Loan Amendment.	Attorney Client
104	JPMCB-2-00042489 - JPMCB-2-00042492	E-mail	3/3/2009 19:09	Emmeline Liu, Esq. (Morgan Lewis)	Richard Duker	Geoffrey Kirles; Robert Scheibe, Esq. (Morgan Lewis)	Confidential communication with counsel requesting legal advice regarding JPMorgan signatures for revised Term Loan Amendment.	Attorney Client
105		E-mail with attachment	3/3/2009 21:02	Emmeline Liu, Esq. (Morgan Lewis)	Geoffrey Kirles; Gregory Maxon; Maria Blackwell	Robert Scheibe, Esq. (Morgan Lewis); Christopher Owens, Esq. (Morgan Lewis)	Confidential communication with counsel providing legal advice regarding revised Posting Memorandum for the Term Loan Amendment and attaching confidential document regarding the same.	Attorney Client
106	JPMCB-2-00043704 - JPMCB-2-00043705	E-mail	3/3/2009 21:02	Geoffrey Kirles	Emmeline Liu, Esq. (Morgan Lewis)		Confidential communication with counsel providing legal advice regarding lender posting relating to revised Term Loan Amendment.	Attorney Client
107	JPMCB-2-00046662 - JPMCB-2-00046663	E-mail with attachment	3/3/2009 21:04	Emmeline Liu, Esq. (Morgan Lewis)	Geoffrey Kirles		Confidential communication with counsel providing legal advice regarding lender posting relating to revised Term Loan Amendment and attaching confidential document regarding the same.	Attorney Client
108	JPMCB-2-00043678 - JPMCB-2-00043681	E-mail	3/3/2009 21:10	Geoffrey Kirles	Emmeline Liu, Esq. (Morgan Lewis)		Confidential communication with counsel providing legal advice regarding lender posting relating to revised Term Loan Amendment.	Attorney Client
109		E-mail with attachments	3/3/2009 23:24	Emmeline Liu, Esq. (Morgan Lewis)	Maria Blackwell; Geoffrey Kirles; Gregory Maxon	Robert Scheibe, Esq. (Morgan Lewis); Christopher Owens, Esq. (Morgan Lewis)	Confidential communication with counsel providing legal advice regarding lender responses to Term Loan Amendment and attaching confidential document regarding the same.	Attorney Client
110		E-mail	3/4/2009 2:58	Robert Scheibe, Esq. (Morgan Lewis)	Geoffrey Kirles	Christopher Owens, Esq. (Morgan Lewis); Emmeline Liu, Esq. (Morgan Lewis)	Confidential communication with counsel providing legal advice regarding revised Term Loan Amendment.	Attorney Client

Doc. Number	Bates Range for Redacted Documents	Type Of Document	Date and Time	From	To	CC	Privilege Description	Basis of Privilege
111		E-mail	3/4/2009 15:16	Emmeline Liu, Esq. (Morgan Lewis)	Maria Blackwell; Robert Scheibe, Esq. (Morgan Lewis); Christopher Owens, Esq. (Morgan Lewis)	Geoffrey Kirles; Gregory Maxon	Confidential communications with counsel providing information for the purpose of obtaining legal advice regarding lender responses to revised Term Loan Amendment.	Attorney Client
112		E-mail with attachments	3/4/2009 17:37	Desiree E. Szolnok	Maria Blackwell	Gregory Maxon	Confidential internal communication regarding Morgan Lewis' representation of JPMorgan involving General Motors and attaching confidential documents regarding the same.	Attorney Client
113		E-mail with attachment	3/4/2009 18:51	Geoffrey Kirles	Richard Duker		Confidential internal communication reflecting legal advice (Robert Scheibe, Esq. (Morgan Lewis), Emmeline Liu, Esq. (Morgan Lewis) and Christopher Owen, Esq. (Morgan Lewis)) regarding hiring of a financial advisor for General Motors and attaching confidential document regarding the same.	Attorney Client
114		E-mail	3/4/2009 20:10	Geoffrey Kirles	Robert Scheibe, Esq. (Morgan Lewis); Christopher Owens, Esq. (Morgan Lewis); Emmeline Liu, Esq. (Morgan Lewis)		Confidential communication with counsel requesting legal advice regarding posting of the Term Loan Amendment.	Attorney Client
115		E-mail with attachment	3/4/2009 20:17	Emmeline Liu, Esq. (Morgan Lewis)	Geoffrey Kirles; Gregory Maxon; Maria Blackwell	Robert Scheibe, Esq. (Morgan Lewis); Christopher Owens, Esq. (Morgan Lewis)	Confidential communication with counsel providing legal advice regarding General Motors posting of the Term Loan Amendment and attaching confidential document regarding the same.	Attorney Client
116		E-mail with attachments	3/4/2009 20:37	Geoffrey Kirles	Maria Blackwell		Confidential internal communication reflecting legal advice (Emmeline Liu, Esq. (Morgan Lewis)) regarding posting of Term Loan Amendment and attaching confidential documents regarding the same.	Attorney Client
117	JPMCB-2-00043711 - JPMCB-2-00043712	E-mail	3/4/2009 20:51	Geoffrey Kirles	Robert Scheibe, Esq. (Morgan Lewis)		Confidential communication with counsel requesting information for the purpose of providing legal advice regarding posting of Term Loan Amendment.	Attorney Client
118	JPMCB-2-00043691 - JPMCB-2-00043692	E-mail	3/4/2009 20:54	Robert Scheibe, Esq. (Morgan Lewis)	Geoffrey Kirles	Christopher Owens, Esq. (Morgan Lewis); Emmeline Liu, Esq. (Morgan Lewis)	Confidential communication with counsel providing legal advice regarding posting of Term Loan Amendment.	Attorney Client
119		E-mail with attachment	3/4/2009 22:47	Emmeline Liu, Esq. (Morgan Lewis)	Maria Blackwell; Gregory Maxon; Geoffrey Kirles	Robert Scheibe, Esq. (Morgan Lewis); Christopher Owens, Esq. (Morgan Lewis)	Confidential communication with counsel providing legal advice regarding Signature Page Tracker for Term Loan Amendment and attaching confidential document regarding the same.	Attorney Client
120		E-mail with attachment	3/5/2009 0:12	Emmeline Liu, Esq. (Morgan Lewis)	Geoffrey Kirles; Maria Blackwell; Gregory Maxon	Robert Scheibe, Esq. (Morgan Lewis); Christopher Owens, Esq. (Morgan Lewis)	Confidential communication with counsel providing legal advice regarding Signature Page Tracker for Term Loan Amendment and attaching confidential document regarding the same.	Attorney Client
121		E-mail with attachments	3/5/2009 1:56	Geoffrey Kirles	Andrew O'Brien; Douglas Antonacci; David Walker		Confidential internal communication reflecting legal advice (Emmeline Liu Esq., (Morgan Lewis)) regarding execution of Term Loan Amendment and attaching confidential documents regarding the same.	Attorney Client
122	JPMCB-2-00043750 - JPMCB-2-00043751	E-mail	3/5/2009 2:11	Geoffrey Kirles	Andrew O'Brien; David Walker; Douglas Antonacci		Confidential internal communication reflecting legal advice (Emmeline Liu Esq., (Morgan Lewis)) regarding execution of Term Loan Amendment and attaching confidential documents regarding the same.	Attorney Client
123	JPMCB-2-00046405 - JPMCB-2-00046406	E-mail with attachment	3/5/2009 16:20	Emmeline Liu, Esq. (Morgan Lewis)	Maria Blackwell; Gregory Maxon; Geoffrey Kirles	Robert Scheibe, Esq. (Morgan Lewis); Christopher Owens, Esq. (Morgan Lewis)	Confidential communication with counsel providing legal advice regarding lender consent and account reconciliation relating to Term Loan Amendment and attaching confidential document regarding the same.	Attorney Client

Doc. Number	Bates Range for Redacted Documents	Type Of Document	Date and Time	From	To	CC	Privilege Description	Basis of Privilege
124		E-mail with attachments	3/5/2009 18:24	Maria Blackwell	Desiree E. Szolnok		Confidential internal communication reflecting legal advice (Emmeline Liu, Esq. (Morgan Lewis)) regarding lender signatures to Term Loan Amendment and attaching confidential documents regarding the same.	Attorney Client
125		E-mail with attachments	3/5/2009 19:06	Emmeline Liu, Esq. (Morgan Lewis)	Geoffrey Kirles; Gregory Maxon; Maria Blackwell	Robert Scheibe, Esq. (Morgan Lewis); Christopher Owens, Esq. (Morgan Lewis)	Confidential communication with counsel providing legal advice regarding lender signatures to Term Loan Amendment and attaching confidential documents regarding the same.	Attorney Client
126	JPMCB-2-00040866 - JPMCB-2-00040869	E-mail	3/5/2009 22:06	Maria Blackwell	Desiree Szolnok		Confidential internal communication reflecting legal advice (Robert Scheibe, Esq. (Morgan Lewis)) regarding fee and professional payments in connection with Term Loan Amendment.	Attorney Client
127	JPMCB-2-00040915 - JPMCB-2-00040918	E-mail	3/5/2009 22:09	Robert Scheibe, Esq. (Morgan Lewis)	Maria Blackwell	Christopher Owens, Esq. (Morgan Lewis); Emmeline Liu, Esq. (Morgan Lewis)	Confidential communication with counsel providing legal advice regarding fee and professional payments in connection with Term Loan Amendment.	Attorney Client
128	J116480_0330331 - JPMCB-2-00040826	E-mail	3/5/2009 22:43	Robert Scheibe, Esq. (Morgan Lewis)	Maria Blackwell		Confidential communication with counsel providing legal advice regarding fee and professional payments in connection with Term Loan Amendment.	Attorney Client
129	JPMCB-2-00040864 - JPMCB-2-00040865	E-mail	3/6/2009 15:06	Geoffrey Kirles	Emmeline Liu, Esq. (Morgan Lewis); Gregory Maxon; Maria Blackwell	Robert Scheibe, Esq. (Morgan Lewis); Christopher Owens, Esq. (Morgan Lewis)	Confidential communication with counsel requesting legal advice regarding lender responses to Term Loan Amendment.	Attorney Client
130		E-mail	3/30/2009 18:05	Maria Blackwell	Emmeline Liu, Esq. (Morgan Lewis)		Confidential communication with counsel requesting legal advice regarding fee letter for Term Loan Amendment.	Attorney Client
131		E-mail	4/1/2009 14:43	Geoffrey Kirles	Maria Blackwell	David Walker	Confidential internal communication reflecting legal advice (Christopher Owens, Esq. (Morgan Lewis)) regarding proposed amendment to Term Loan regarding repurchase.	Attorney Client
132		E-mail	4/16/2009 18:43	Geoffrey Kirles	Jenny Lee		Confidential internal communication reflecting legal advice (Christopher Owens, Esq. (Morgan Lewis)) regarding proposed amendment to Term Loan regarding repurchase.	Attorney Client
133		E-mail	4/17/2009 14:42	Robbins Kiessling, Esq. (Cravath)	Rajesh Kapadia	Earl Dowling; Robbins Kiessling, Esq. (Cravath); Stephen Berenson; Timothy Geoffrion; Varun Rastogi	Confidential communication with counsel providing legal advice regarding non-GM term loan.	Attorney Client
134	JPMCB-2-00040819 - JPMCB-2-00040822	E-mail	4/25/2009 0:57	Geoffrey Kirles	Douglas Antonacci	Maria Blackwell; David Walker	Confidential internal communication reflecting legal advice from counsel for JPMorgan (Morgan Lewis) regarding lender signature pages for Term Loan Amendment.	Attorney Client
135		E-mail with attachments	4/29/2009 14:35	Maria Blackwell	Christopher Owens, Esq. (Morgan Lewis)		Confidential communication with counsel requesting legal advice regarding General Motors credit agreement and attaching confidential documents regarding the same.	Attorney Client
136		E-mail with attachment	4/30/2009 19:01	Emmeline Liu, Esq. (Morgan Lewis)	Geoffrey Kirles; Christopher Owens, Esq. (Morgan Lewis)	Maria Blackwell	Confidential communication with counsel providing legal advice regarding lender signature tracker for Term Loan Amendment and attaching confidential document regarding the same.	Attorney Client
137		E-mail	4/30/2009 19:49	Geoffrey Kirles	Maria Blackwell		Confidential internal communication reflecting legal advice (Emmeline Liu, Esq. (Morgan Lewis)) regarding the Fidelity signature pages for the Term Loan Amendment.	Attorney Client

Doc. Number	Bates Range for Redacted Documents	Type Of Document	Date and Time	From	To	CC	Privilege Description	Basis of Privilege
138		E-mail with attachment	5/4/2009 12:10	Ann Silva (on behalf of Richard Toder, Esq. (Morgan Lewis))	Maria Blackwell; Geoffrey Kirles; Gregory Maxon; Richard Duker; Kevin Kelley, Esq.; Ann Kurinskas	Andrew Gottfried, Esq. (Morgan Lewis); Richard Petretti, Esq. (Morgan Lewis); Christopher Owens, Esq. (Morgan Lewis)	Confidential communication with counsel discussing legal advice regarding Morgan Lewis' representation of JPMorgan involving General Motors and attaching confidential document regarding the same.	Attorney Client
139		E-mail with attachment	5/4/2009 16:18	Geoffrey Kirles	David Walker		Confidential internal communication reflecting legal advice (Ann Silva (on behalf of Richard Toder, Esq. (Morgan Lewis)) regarding Morgan Lewis' representation of JPMorgan involving General Motors and attaching confidential document regarding the same.	Attorney Client
140		E-mail with attachment	5/4/2009 17:39	Geoffrey Kirles	Maria Blackwell		Confidential internal communication reflecting legal advice (Ann Silva (on behalf of Richard Toder, Esq. (Morgan Lewis)) regarding Morgan Lewis' representation of JPMorgan involving General Motors and attaching confidential document regarding the same.	Attorney Client
141		E-mail with attachment	5/5/2009 11:47	Richard Duker	Geoffrey Kirles		Confidential internal communication reflecting legal advice (Ann Silva (on behalf of Richard Toder, Esq. (Morgan Lewis)) regarding Morgan Lewis' representation of JPMorgan involving General Motors and attaching confidential document regarding the same.	Attorney Client
142		E-mail	5/5/2009 13:03	Geoffrey Kirles	Richard Duker		Confidential internal communication reflecting legal advice (Ann Silva (on behalf of Richard Toder, Esq. (Morgan Lewis)) regarding Morgan Lewis' representation of JPMorgan involving General Motors.	Attorney Client
143		E-mail	5/5/2009 19:31	Ann Kurinskas	Patrick Daniello		Confidential internal communication reflecting legal advice (Richard Petretti, Esq. (Morgan Lewis)) regarding proposed Term Loan buyback terms.	Attorney Client
144		E-mail	5/5/2009 20:05	Christopher Owens, Esq. (Morgan Lewis)	Geoffrey Kirles; Richard Petretti, Esq. (Morgan Lewis); Andrew O'Brien; David Walker; Jenny Lee; Ann Kurinskas; Richard Toder, Esq. (Morgan Lewis); Andrew Gottfried, Esq. (Morgan Lewis)	Gregory Maxon; Maria Blackwell	Confidential communication with counsel discussing legal advice regarding proposed Term Loan buyback terms.	Attorney Client
145		E-mail	5/12/2009 15:29	Richard Duker	Matthew Merlo		Confidential communication with supervisory regulator, Federal Deposit Insurance Corporation.	Confidential Supervisory Information
146		E-mail	5/15/2009 12:28	Stephen Eichenberger	Richard Duker; Timothy Storms; Mary Gherty		Confidential communication with counsel (Richard Toder, Esq. (Morgan Lewis)) providing legal advice regarding negotiations with GM and Treasury.	Attorney Client / Work Product
147		E-mail	5/15/2009 12:42	Donald Benson	Andrew O'Brien; Jenny Lee		Confidential communication with counsel (Richard Toder, Esq. (Morgan Lewis)) providing legal advice regarding negotiations with GM and Treasury.	Attorney Client / Work Product
148		E-mail	5/16/2009 1:55	Richard Duker	Donald Benson; David Walker		Confidential internal communication reflecting legal advice (Richard Toder, Esq. (Morgan Lewis)) regarding negotiations with GM and Treasury.	Attorney Client / Work Product
149	JPMCB-2-00041017 - JPMCB-2-00041017	E-mail	5/18/2009 19:02	Richard Duker	Ann Kurinskas; Kevin Kelley, Esq.; Richard Toder, Esq. (Morgan Lewis)		Confidential communication with counsel providing legal advice regarding Term Loan interest payment.	Attorney Client
150		E-mail	5/18/2009 20:46	Richard Duker	Stephen Eichenberger; Timothy Storms; Mary Gherty		Confidential communication reflecting legal advice (Richard Toder, Esq. (Morgan Lewis)) regarding proposed Term Loan repayment.	Attorney Client

Doc. Number	Bates Range for Redacted Documents	Type Of Document	Date and Time	From	To	CC	Privilege Description	Basis of Privilege
151		E-mail	5/18/2009 21:13	Richard Duker	us_control_room@jpmorgan.com		Confidential communication reflecting legal advice (Richard Toder, Esq. (Morgan Lewis)) regarding proposed Term Loan repayment.	Attorney Client
152		E-mail	5/18/2009 21:29	Richard Duker	Mary Gherty		Confidential communication reflecting legal advice (Richard Toder, Esq. (Morgan Lewis)) regarding proposed Term Loan repayment.	Attorney Client
153		E-mail	5/18/2009 22:58	Richard Duker	Stephen Eichenberger		Confidential communication reflecting legal advice (Richard Toder, Esq. (Morgan Lewis)) regarding proposed Term Loan repayment.	Attorney Client
154		E-mail	5/18/2009 23:08	Stephen Eichenberger	John Hogan; Brian Sankey		Confidential communication reflecting legal advice (Richard Toder, Esq. (Morgan Lewis)) regarding proposed Term Loan repayment.	Attorney Client
155		E-mail	5/19/2009 0:04	Timothy Storms	Richard Duker; Stephen Eichenberger; Mary Gherty		Confidential communication reflecting legal advice (Richard Toder, Esq. (Morgan Lewis)) regarding proposed Term Loan repayment.	Attorney Client
156		E-mail	5/19/2009 12:28	Stephen Eichenberger	Patrick Daniello		Confidential communication reflecting legal advice (Richard Toder, Esq. (Morgan Lewis)) regarding proposed Term Loan repayment.	Attorney Client
157		E-mail with attachments	5/20/2009 20:25	Emmeline Liu, Esq. (Morgan Lewis)	Maria Blackwell; Geoffrey Kirles; Gregory Maxon; Richard Duker; Kevin Kelley, Esq.; Ann Kurinkas; Debbie Faust	Andrew Gottfried, Esq. (Morgan Lewis); Richard Petretti, Esq. (Morgan Lewis); Christopher Owens, Esq. (Morgan Lewis); Richard Toder, Esq. (Morgan Lewis)	Confidential communication with counsel providing legal advice regarding proposed changes to draft Cash Management Order and attaching confidential documents regarding the same.	Attorney Client / Work Product
158		E-mail with attachments	5/20/2009 20:27	Richard Duker	Ric Huttenlocher; Debbie Faust		Confidential internal communication reflecting legal advice (Emmeline Liu, Esq. (Morgan Lewis)) regarding proposed changes to draft Cash Management Order and attaching confidential documents regarding the same.	Attorney Client / Work Product
159		E-mail with attachments	5/21/2009 5:59	Ric Huttenlocher	Linda Kind; Bill Bitonti; Thomas Switalski	Debbie Faust; Richard Duker; Ann Kurinkas; Kevin Kelley, Esq.	Confidential communication with counsel requesting legal advice regarding proposed changes to draft Cash Management Order and attaching confidential documents regarding the same.	Attorney Client / Work Product
160		E-mail with attachments	5/21/2009 13:10	Emmeline Liu, Esq. (Morgan Lewis)	Richard Duker; Kevin Kelley, Esq.; Ann Kurinkas; Debbie Faust	Richard Toder, Esq. (Morgan Lewis)	Confidential communication with counsel providing legal advice regarding proposed revisions to draft adequate protection order and attaching confidential document regarding the same.	Attorney Client / Work Product
161		E-mail with attachment	5/21/2009 15:29	Richard Duker	Richard Toder, Esq. (Morgan Lewis)	Ann Kurinkas	Confidential communication with counsel requesting legal advice regarding interest payments under Term Loan and revolving credit facility and attaching confidential document regarding the same.	Attorney Client
162		E-mail with attachment	5/21/2009 16:21	Richard Duker	Richard Toder, Esq. (Morgan Lewis); Kevin Kelley, Esq.; Ann Kurinkas; Debbie Faust	Andrew Gottfried, Esq. (Morgan Lewis); Emmeline Liu, Esq. (Morgan Lewis); Christopher Owens, Esq. (Morgan Lewis); Richard Petretti, Esq. (Morgan Lewis); Matthew Merlo	Confidential communication with counsel requesting legal advice regarding interest payments under Term Loan and revolving credit facility and attaching confidential document regarding the same.	Attorney Client
163		E-mail	5/21/2009 17:13	Ann Silva (on behalf of Richard Toder, Esq. (Morgan Lewis))	Kevin Kelley, Esq.; Emmeline Liu, Esq. (Morgan Lewis); Richard Duker; Kevin Kelley, Esq.; Ann Kurinkas; Debbie Faust; Robert Lynch, Esq.	Andrew Gottfried, Esq. (Morgan Lewis); Richard Petretti, Esq. (Morgan Lewis); Christopher Owens, Esq. (Morgan Lewis); Richard Toder, Esq. (Morgan Lewis)	Confidential communication with counsel providing legal advice regarding modifying Cash Management Order.	Attorney Client / Work Product
164		E-mail with attachment	5/21/2009 18:18	Richard Duker	Ann Kurinkas		Confidential internal communication reflecting legal advice (Richard Toder, Esq. (Morgan Lewis) and Kevin Kelley, Esq. (JPMorgan)) regarding interest payments under Term Loan and revolving credit facility and attaching confidential document regarding the same.	Attorney Client



Doc. Number	Bates Range for Redacted Documents	Type Of Document	Date and Time	From	To	CC	Privilege Description	Basis of Privilege
165		E-mail	5/22/2009 4:46	Kevin Kelley, Esq.	Debbie Faust		Confidential communication with counsel providing legal advice regarding proposed changes to draft Cash Management Order.	Attorney Client
166		E-mail	5/22/2009 16:23	Richard Duker	Ann Kurinskas		Confidential internal communication reflecting legal advice (Andrew Gottfried, Esq. (Morgan Lewis)) regarding proposed changes to draft Adequate Protection Order and Term Loan interest.	Attorney Client
167	JPMCB-2-00044787 - JPMCB-2-00044787	E-mail	5/22/2009 18:44	Ann Kurinskas	David Walker; Richard Duker; Geoffrey Kirles		Confidential internal communication reflecting legal advice (Morgan Lewis) regarding interest payable under Term Loan and draft Adequate Protection Order.	Attorney Client / Work Product
168		E-mail	5/23/2009 2:58	Richard Duker	David Walker		Confidential internal communication reflecting legal advice (Andrew Gottfried, Esq. (Morgan Lewis)) regarding interest payable under Term Loan and draft Adequate Protection Order.	Attorney Client / Work Product
169		E-mail	5/26/2009 9:23	Richard Duker	Richard Toder, Esq. (Morgan Lewis); Kevin Kelley, Esq.; Ann Kurinskas	Andrew Gottfried, Esq. (Morgan Lewis); Emmeline Liu, Esq. (Morgan Lewis); Christopher Owens, Esq. (Morgan Lewis); Richard Petretti, Esq. (Morgan Lewis)	Confidential communication with counsel requesting legal advice regarding interest payable under Term Loan.	Attorney Client
170		E-mail	5/27/2009 11:02	Ann Silva (on behalf of Richard Toder, Esq. (Morgan Lewis))	Kevin Kelley, Esq.; Ann Kurinskas; Debbie Faust; Richard Duker; Robert Lynch, Esq.	Richard Toder, Esq. (Morgan Lewis); Andrew Gottfried, Esq. (Morgan Lewis); Richard Petretti, Esq. (Morgan Lewis)	Confidential communication with counsel providing legal advice regarding draft Adequate Protection Order.	Attorney Client / Work Product
171		E-mail with attachments	5/27/2009 16:05	Richard Toder, Esq. (Morgan Lewis)	Kevin Kelley, Esq.; Robert Lynch, Esq.	Richard Toder, Esq. (Morgan Lewis); Andrew Gottfried, Esq. (Morgan Lewis)	Confidential communication with counsel requesting legal advice regarding proposed changes to draft Cash Management Order and attaching confidential documents regarding the same.	Attorney Client / Work Product
172	JPMCB-2-00041808 - JPMCB-2-00041809	E-mail	5/28/2009 8:44	Richard Duker	Ric Huttenlocher; Bill Bitonti		Confidential internal communication reflecting legal advice (Richard Toder, Esq. (Morgan Lewis)) regarding revised draft Cash Management Motion.	Attorney Client / Work Product
173		E-mail	5/28/2009 12:29	Richard Duker	Todd Bator (Federal Deposit Insurance Corporation)		Confidential communication with supervisory regulator, Federal Deposit Insurance Corporation.	Confidential Supervisory Information
174	JPMCB-2-00043584 - JPMCB-2-00043585	E-mail	5/28/2009 13:44	Richard Duker	Richard Toder, Esq. (Morgan Lewis); Ann Kurinskas; Debbie Faust; Kevin Kelley, Esq.; Robert Lynch, Esq.	Andrew Gottfried, Esq. (Morgan Lewis); Emmeline Liu, Esq. (Morgan Lewis); Christopher Owens, Esq. (Morgan Lewis); Richard Petretti, Esq. (Morgan Lewis)	Confidential communication with counsel requesting legal advice regarding proposed changes to draft Cash Management Motion.	Attorney Client / Work Product
175		E-mail	5/28/2009 16:29	Richard Duker	Todd Bator (Federal Deposit Insurance Corporation)		Confidential communication with supervisory regulator, Federal Deposit Insurance Corporation.	Confidential Supervisory Information
176		E-mail	5/29/2009 15:26	Peter J. Wasserman, Esq.	Kevin Kelley, Esq.		Confidential communication with counsel discussing legal advice regarding JPMorgan credit trading.	Attorney Client
177	JPMCB-2-00043461 - JPMCB-2-00043463	E-mail	5/30/2009 15:13	Debbie Faust	Kevin Kelley, Esq.		Confidential communication with counsel requesting legal advice regarding charges relating to cash management system.	Attorney Client
178	JPMCB-2-00043170 - JPMCB-2-00043172	E-mail	5/30/2009 15:13	Debbie Faust	Ric Huttenlocher; Bill Bitonti		Confidential internal communication reflecting legal advice (Richard Toder, Esq. (Morgan Lewis)) providing information for the purpose of obtaining legal advice regarding charges relating to cash management system.	Attorney Client

Doc. Number	Bates Range for Redacted Documents	Type Of Document	Date and Time	From	To	CC	Privilege Description	Basis of Privilege
179	JPMCB-2-00043204 - JPMCB-2-00043206	E-mail	5/30/2009 22:46	Richard Toder, Esq. (Morgan Lewis)	Kevin Kelley, Esq.		Confidential communication with counsel providing legal advice regarding Cash Collateral and Adequate Protection Orders.	Attorney Client / Work Product
180		E-mail	5/31/2009 2:15	Kevin Kelley, Esq.	Richard Toder, Esq. (Morgan Lewis)		Confidential communication with counsel requesting legal advice regarding Adequate Protection Order.	Attorney Client / Work Product
181	JPMCB-2-00043167 - JPMCB-2-00043169	E-mail	5/31/2009 23:10	Bill Bitonti	Ric Huttenlocher		Confidential internal communication reflecting legal advice (Richard Toder, Esq. (Morgan Lewis)) regarding charges relating to cash management system.	Attorney Client
182	JPMCB-2-00041714 - JPMCB-2-00041718	E-mail	6/1/2009 7:44	Richard Toder, Esq. (Morgan Lewis)	Ann Kurinskas; Debbie Faust; Kevin Kelley, Esq.; Richard Duker; Robert Lynch, Esq.	Andrew Gottfried, Esq. (Morgan Lewis); Emmeline Liu, Esq. (Morgan Lewis); Christopher Owens, Esq. (Morgan Lewis); Richard Petretti, Esq. (Morgan Lewis)	Confidential communication with counsel providing legal advice regarding negotiations related to revised draft DIP Order.	Attorney Client / Work Product
183	JPMCB-2-00041085 - JPMCB-2-00041089	E-mail	6/1/2009 8:26	Richard Duker	Debbie Faust; Richard Toder, Esq. (Morgan Lewis); Ann Kurinskas; Kevin Kelley, Esq.; Robert Lynch, Esq.	Andrew Gottfried, Esq. (Morgan Lewis); Emmeline Liu, Esq. (Morgan Lewis); Christopher Owens, Esq. (Morgan Lewis); Richard Petretti, Esq. (Morgan Lewis)	Confidential communication with counsel providing legal advice regarding negotiations related to revised DIP Order and GM bankruptcy filing.	Attorney Client / Work Product
184	JPMCB-2-00041688 - JPMCB-2-00041693	E-mail	6/1/2009 8:38	Andrew Gottfried, Esq. (Morgan Lewis)	Debbie Faust; Richard Toder, Esq. (Morgan Lewis); Ann Kurinskas; Kevin Kelley, Esq.; Richard Duker; Robert Lynch, Esq.	Emmeline Liu, Esq. (Morgan Lewis); Christopher Owens, Esq. (Morgan Lewis); Richard Petretti, Esq. (Morgan Lewis)	Confidential communication with counsel providing legal advice regarding negotiations related to revised DIP Order and GM bankruptcy filing.	Attorney Client / Work Product
185	JPMCB-2-00041079 - JPMCB-2-00041084	E-mail	6/1/2009 8:39	Andrew Gottfried, Esq. (Morgan Lewis)	Debbie Faust; Richard Toder, Esq. (Morgan Lewis); Ann Kurinskas; Kevin Kelley, Esq.; Richard Duker; Robert Lynch, Esq.	Emmeline Liu, Esq. (Morgan Lewis); Christopher Owens, Esq. (Morgan Lewis); Richard Petretti, Esq. (Morgan Lewis)	Confidential communication with counsel providing legal advice regarding negotiations related to revised DIP Order and GM bankruptcy filing.	Attorney Client / Work Product
186	JPMCB-2-00041073 - JPMCB-2-00041078	E-mail	6/1/2009 8:46	Richard Duker	Debbie Faust; Richard Toder, Esq. (Morgan Lewis); Ann Kurinskas; Kevin Kelley, Esq.; Robert Lynch, Esq.	Andrew Gottfried, Esq. (Morgan Lewis); Emmeline Liu, Esq. (Morgan Lewis); Christopher Owens, Esq. (Morgan Lewis); Richard Petretti, Esq. (Morgan Lewis)	Confidential communication with counsel providing legal advice regarding negotiations related to revised DIP Order and GM bankruptcy filing.	Attorney Client / Work Product
187	JPMCB-2-00041658 - JPMCB-2-00041663	E-mail	6/1/2009 8:47	Andrew Gottfried, Esq. (Morgan Lewis)	Debbie Faust; Richard Toder, Esq. (Morgan Lewis); Ann Kurinskas; Kevin Kelley, Esq.; Richard Duker; Robert Lynch, Esq.	Emmeline Liu, Esq. (Morgan Lewis); Christopher Owens, Esq. (Morgan Lewis); Richard Petretti, Esq. (Morgan Lewis)	Confidential communication with counsel providing legal advice regarding negotiations related to revised DIP Order and GM bankruptcy filing.	Attorney Client / Work Product
188	JPMCB-2-00046465 - JPMCB-2-00046515	E-mail with attachment	6/1/2009 10:42	Richard Duker	Richard Toder, Esq. (Morgan Lewis); Debbie Faust; Ann Kurinskas; Kevin Kelley, Esq.; Robert Lynch, Esq.	Andrew Gottfried, Esq. (Morgan Lewis); Emmeline Liu, Esq. (Morgan Lewis); Christopher Owens, Esq. (Morgan Lewis); Richard Petretti, Esq. (Morgan Lewis)	Confidential communication with counsel requesting legal advice regarding negotiations related to revised DIP Order and attaching confidential document regarding the same.	Attorney Client / Work Product

Doc. Number	Bates Range for Redacted Documents	Type Of Document	Date and Time	From	To	CC	Privilege Description	Basis of Privilege
189		E-mail	6/1/2009 11:47	Christopher Owens, Esq. (Morgan Lewis)	Andrew Gottfried, Esq. (Morgan Lewis); Ann Kurinskas; Kevin Kelley, Esq.; Robert Lynch, Esq.; Debbie Faust; Richard Duker; Richard Petretti, Esq. (Morgan Lewis); Emmeline Liu, Esq. (Morgan Lewis)	Richard Toder, Esq. (Morgan Lewis)	Confidential communication with counsel discussing legal advice regarding Cash Collateral and Adequate Protection Motion.	Attorney Client / Work Product
190		E-mail	6/1/2009 11:55	Christopher Owens, Esq. (Morgan Lewis)	Andrew Gottfried, Esq. (Morgan Lewis); Ann Kurinskas; Kevin Kelley, Esq.; Debbie Faust; Richard Duker; Richard Petretti, Esq. (Morgan Lewis); Emmeline Liu, Esq. (Morgan Lewis)	Richard Toder, Esq. (Morgan Lewis)	Confidential communication with counsel discussing legal advice regarding Interim DIP Motion.	Attorney Client / Work Product
191	JPMCB-2-00043193 - JPMCB-2-00043197	E-mail	6/1/2009 12:34	Andrew Gottfried, Esq. (Morgan Lewis)	Richard Toder, Esq. (Morgan Lewis); Debbie Faust; Ann Kurinskas; Kevin Kelley, Esq.; Richard Duker; Robert Lynch, Esq.	Emmeline Liu, Esq. (Morgan Lewis); Christopher Owens, Esq. (Morgan Lewis); Richard Petretti, Esq. (Morgan Lewis)	Confidential communication with counsel providing legal advice regarding negotiations related to revised DIP Order and GM bankruptcy filing.	Attorney Client / Work Product
192		E-mail	6/1/2009 16:28	Andrew Gottfried, Esq. (Morgan Lewis)	Kevin Kelley, Esq.; Ann Kurinskas	Richard Toder, Esq. (Morgan Lewis)	Confidential communication with counsel providing legal advice regarding DIP Order.	Attorney Client / Work Product
193		E-mail with attachment	6/2/2009 10:15	Ann Silva (on behalf of Richard Toder, Esq. (Morgan Lewis))	Ann Kurinskas	Kevin Kelley, Esq.; Richard Duker; Debbie Faust; Robert Lynch, Esq.; Andrew Laughlin; Richard Toder, Esq. (Morgan Lewis); Andrew Gottfried, Esq. (Morgan Lewis)	Confidential communication with counsel providing legal advice regarding draft update memorandum for the Term Loan Lenders relating to bankruptcy hearings and attaching confidential document regarding the same.	Attorney Client / Work Product
194		E-mail	6/4/2009 13:48	Andrew Gottfried, Esq. (Morgan Lewis)	Ann Kurinskas; Andrew Laughlin; Kevin Kelley, Esq.	Richard Toder, Esq. (Morgan Lewis)	Confidential communication with counsel providing legal advice regarding entry of Interim DIP Order.	Attorney Client / Work Product
195		E-mail	6/4/2009 13:50	Andrew Laughlin	Andrew Gottfried, Esq. (Morgan Lewis); Ann Kurinskas; Kevin Kelley, Esq.	Richard Toder, Esq. (Morgan Lewis)	Confidential communication with counsel requesting legal advice regarding entry of Interim DIP Order.	Attorney Client / Work Product
196		E-mail	6/4/2009 13:53	Kevin Kelley, Esq.	Stephen Cutler, Esq.; Diane Genova, Esq.; Jonathan I. Walcoff, Esq.		Confidential communications with counsel providing information for the purpose of obtaining legal advice regarding status of GM bankruptcy and other matters.	Attorney Client / Work Product
197		E-mail	6/4/2009 20:15	Andrew Laughlin	Richard Duker		Confidential internal communication reflecting legal advice (Andrew Gottfried, Esq. (Morgan Lewis)) regarding entry of Interim DIP Order.	Attorney Client / Work Product
198	JPMCB-2-00041568 - JPMCB-2-00041570	E-mail	6/9/2009 15:20	Richard Duker	Richard Toder, Esq. (Morgan Lewis)	Ann Kurinskas	Confidential internal communication reflecting legal advice regarding professional expenses relating to Term Loan Amendment.	Attorney Client
199	JPMCB-2-00044993 - JPMCB-2-00044995	E-mail	6/9/2009 20:07	Richard Toder, Esq. (Morgan Lewis)	Richard Duker	Ann Kurinskas	Confidential internal communication reflecting legal advice regarding professional expenses relating to Term Loan Amendment.	Attorney Client

Doc. Number	Bates Range for Redacted Documents	Type Of Document	Date and Time	From	To	CC	Privilege Description	Basis of Privilege
200		E-mail with attachments	6/16/2009 16:35	Andrew Gottfried, Esq. (Morgan Lewis)	Ann Kurinskas; Richard Duker; Kevin Kelley, Esq.	Richard Toder, Esq. (Morgan Lewis); Emmeline Liu, Esq. (Morgan Lewis); Richard Petretti, Esq. (Morgan Lewis); Christopher Owens, Esq. (Morgan Lewis)	Confidential communication with counsel providing legal advice regarding draft Adequate Protection Order for Term Loan Lenders and attaching confidential documents regarding the same.	Attorney Client / Work Product
201		E-mail with attachment	6/17/2009 12:37	Ann Silva (on behalf of Richard Toder, Esq. (Morgan Lewis))	Ann Kurinskas; Kevin Kelley, Esq.; Richard Duker	Richard Toder, Esq. (Morgan Lewis); Andrew Gottfried, Esq. (Morgan Lewis)	Confidential communication with counsel providing legal advice regarding UCC termination statement and anticipated litigation relating thereto, and attaching confidential draft Mayer Brown affidavit regarding the same.	Attorney Client / Work Product
202		E-mail	6/17/2009 13:23	Ann Kurinskas	Richard Toder, Esq. (Morgan Lewis)	Andrew Gottfried, Esq. (Morgan Lewis); Kevin Kelley, Esq.; Richard Duker	Confidential communications between attorney and client discussing confidential draft Mayer Brown affidavit prepared in anticipation of litigation regarding GM Term Loan UCC termination statement.	Attorney Client / Work Product
203		E-mail with attachment	6/18/2009 16:32	Richard Toder, Esq. (Morgan Lewis)	Ann Kurinskas; Kevin Kelley, Esq.; Richard Duker	Richard Toder, Esq. (Morgan Lewis); Andrew Gottfried, Esq. (Morgan Lewis)	Confidential communications between attorney and client discussing confidential draft Mayer Brown affidavit prepared in anticipation of litigation regarding GM Term Loan UCC termination statement.	Attorney Client / Work Product
204		E-mail	6/18/2009 18:27	Kevin Kelley, Esq.	Richard Duker		Confidential communications between attorney and client discussing confidential draft Mayer Brown affidavit prepared in anticipation of litigation regarding GM Term Loan UCC termination statement.	Attorney Client / Work Product
205		E-mail with attachment	6/19/2009 8:24	Richard Toder, Esq. (Morgan Lewis)	Ann Kurinskas; Andrew Laughlin; Kevin Kelley, Esq.; Richard Duker	Andrew Gottfried, Esq. (Morgan Lewis); Richard Petretti, Esq.; (Morgan Lewis); Christopher Owens, Esq. (Morgan Lewis)	Confidential communication with counsel providing legal advice regarding UCC termination statement and anticipated litigation relating thereto, and attaching executed Mayer Brown affidavit.	Attorney Client / Work Product
206		E-mail	6/19/2009 10:11	Richard Toder, Esq. (Morgan Lewis)	Ann Kurinskas; Andrew Laughlin; Kevin Kelley, Esq.; Richard Duker		Confidential communications between attorney and client discussing confidential draft Mayer Brown affidavit prepared in anticipation of litigation regarding GM Term Loan UCC termination statement.	Attorney Client / Work Product
207		E-mail	6/19/2009 13:57	Kevin Kelley, Esq.	Richard Toder, Esq. (Morgan Lewis); Andrew Gottfried, Esq. (Morgan Lewis); Richard Petretti, Esq. (Morgan Lewis)	Mark Segall, Esq.; Lawrence Chanen, Esq.	Confidential communication with counsel seeking advice relating to anticipated litigation regarding UCC termination statement.	Attorney Client / Work Product
208		E-mail with attachments	6/19/2009 20:54	Diane Genova, Esq.	Stephen Cutler, Esq.	Kevin Kelley, Esq.	Confidential communication with counsel discussing legal advice provided by outside counsel regarding UCC termination statement and anticipated litigation relating thereto, and attaching confidential Morgan Lewis memorandum regarding the same.	Attorney Client / Work Product
209		E-mail with attachments	6/19/2009 21:04	Stephen Cutler, Esq.	Diane Genova, Esq.	Kevin Kelley, Esq.	Confidential communication with counsel discussing legal advice regarding UCC termination statement and anticipated litigation relating thereto, and attaching confidential Morgan Lewis memorandum regarding the same.	Attorney Client / Work Product
210		E-mail	6/19/2009 22:17	Kevin Kelley, Esq.	Andrew Gottfried, Esq. (Morgan Lewis)	Ann Kurinskas; Richard Toder, Esq. (Morgan Lewis)	Confidential communication with counsel requesting legal advice regarding Adequate Protection Order for Term Loan Lenders.	Attorney Client / Work Product
211		E-mail	6/19/2009 23:12	Kevin Kelley, Esq.	Mark Segall, Esq.; Lawrence Chanen, Esq.		Confidential communication with counsel discussing legal advice provided by outside counsel regarding anticipated litigation regarding UCC termination statement.	Attorney Client / Work Product

Doc. Number	Bates Range for Redacted Documents	Type Of Document	Date and Time	From	To	CC	Privilege Description	Basis of Privilege
212		E-mail with attachment	6/19/2009 23:53	Kevin Kelley, Esq.	Jonathan Walcoff, Esq.		Confidential communication with counsel discussing legal advice regarding UCC termination statement and anticipated litigation relating thereto, and attaching confidential Morgan Lewis memorandum regarding the same.	Attorney Client / Work Product
213		E-mail with attachment	6/20/2009 2:04	Kevin Kelley, Esq.	Patrick Daniello; Ann Kurinskas		Confidential communication with counsel forwarding confidential Morgan Lewis memorandum providing legal advice regarding UCC termination statement and anticipated litigation related thereto.	Attorney Client / Work Product
214		E-mail	6/20/2009 11:30	Kevin Kelley, Esq.	Patrick Daniello		Confidential communication with counsel providing legal advice regarding GM court filings and anticipated litigation regarding UCC termination statement.	Attorney Client / Work Product
215		E-mail	6/20/2009 16:52	Lawrence Chanen, Esq.	Kevin Kelley, Esq.	Mark Segall, Esq.	Confidential communication with counsel discussing legal advice provided by outside counsel in anticipation of litigation regarding UCC termination statement.	Attorney Client / Work Product
216		E-mail	6/20/2009 17:14	Kevin Kelley, Esq.	Richard Duker		Confidential communications between attorney and client in anticipation of litigation regarding GM Term Loan UCC termination statement.	Attorney Client / Work Product
217		E-mail with attachment	6/20/2009 17:15	Kevin Kelley, Esq.	Richard Duker		Confidential communications between attorney and client attaching confidential Morgan Lewis memorandum prepared in anticipation of litigation regarding GM Term Loan UCC termination statement.	Attorney Client / Work Product
218		E-mail with attachment	6/20/2009 17:32	Kevin Kelley, Esq.	Lawrence Chanen, Esq.; Mark Segall, Esq.		Confidential communication with counsel forwarding confidential Morgan Lewis memorandum providing legal advice regarding UCC termination statement and anticipated litigation related thereto.	Attorney Client / Work Product
219	JPMCB-2-00043201 - JPMCB-2-00043202	E-mail	6/20/2009 18:40	Richard Toder, Esq. (Morgan Lewis)	Lawrence Chanen, Esq.; Kevin Kelley, Esq.; Andrew Gottfried, Esq. (Morgan Lewis)		Confidential communication with counsel providing legal advice on the Term Loan Adequate Protection Order and anticipated litigation regarding UCC termination statement.	Attorney Client / Work Product
220	JPMCB-2-00043183 - JPMCB-2-00043184	E-mail	6/20/2009 19:13	Kevin Kelley, Esq.	Andrew Gottfried, Esq. (Morgan Lewis)	Lawrence Chanen, Esq.; Richard Toder, Esq. (Morgan Lewis)	Confidential communication with counsel requesting legal advice on the Term Loan Adequate Protection Order and anticipated litigation relating to the UCC termination statement.	Attorney Client / Work Product
221		E-mail with attachment	6/21/2009 20:33	Richard Duker	Richard Duker		Confidential internal communication forwarding confidential Morgan Lewis memorandum regarding UCC termination statement and anticipated litigation relating thereto.	Attorney Client / Work Product
222		E-mail with attachment	6/21/2009 20:34	Richard Duker	Richard Duker		Confidential internal communication reflecting legal advice (Christopher Owens, Esq. (Morgan Lewis)) regarding payoff letter relating to Term Loan Agreement and attaching confidential document regarding the same.	Attorney Client / Work Product
223		E-mail with attachment	6/22/2009 9:20	Dean Falconer	TCP Corporates; Richard Duker	John Swint; Ashley Berry	Confidential internal communication reflecting legal advice (Christopher Owens, Esq. (Morgan Lewis)) regarding payoff letter relating to Term Loan Agreement and attaching confidential document regarding the same.	Attorney Client / Work Product
224		E-mail	6/22/2009 10:18	Richard Toder, Esq. (Morgan Lewis)	Kevin Kelley, Esq.; Ann Kurinskas; Richard Duker	Richard Toder, Esq. (Morgan Lewis); Andrew Gottfried, Esq. (Morgan Lewis)	Confidential communications between attorney and client regarding GM court filings and anticipated litigation regarding UCC termination statement.	Attorney Client / Work Product
225		E-mail	6/22/2009 13:43	Richard Duker	Ann Kurinskas		Confidential internal communication reflecting legal advice (Kevin Kelley, Esq. (JPMorgan) and Christopher Owens, Esq. (Morgan Lewis)) regarding payoff letter relating to Term Loan Agreement.	Attorney Client / Work Product

Doc. Number	Bates Range for Redacted Documents	Type Of Document	Date and Time	From	To	CC	Privilege Description	Basis of Privilege
226		E-mail with attachments	6/22/2009 17:10	Ann Silva (on behalf of Richard Toder, Esq. (Morgan Lewis))	Stephen Cutler, Esq.; Diane Genova, Esq.; Kevin Kelley, Esq.; Lawrence Chanen, Esq.	Ann Kurinskas; Richard Duker; Richard Toder, Esq. (Morgan Lewis); Andrew Gottfried, Esq. (Morgan Lewis)	Confidential communication between attorney and client attaching confidential draft Merjian and Duker affidavits prepared in anticipation of litigation regarding GM Term Loan UCC termination statement.	Attorney Client / Work Product
227		E-mail	6/22/2009 17:26	Stephen Cutler, Esq.	Richard Toder, Esq. (Morgan Lewis); Diane Genova, Esq.; Kevin Kelley, Esq.; Lawrence Chanen, Esq.	Ann Kurinskas; Richard Duker; Andrew Gottfried, Esq. (Morgan Lewis)	Confidential communications between attorney and client discussing confidential draft Merjian affidavit prepared in anticipation of litigation regarding GM Term Loan UCC termination statement.	Attorney Client / Work Product
228		E-mail	6/22/2009 17:28	Stephen Cutler, Esq.	Richard Toder, Esq. (Morgan Lewis); Diane Genova, Esq.; Kevin Kelley, Esq.; Lawrence Chanen, Esq.	Ann Kurinskas; Richard Duker; Andrew Gottfried, Esq. (Morgan Lewis)	Confidential communications between attorney and client discussing confidential draft Duker affidavit prepared in anticipation of litigation regarding GM Term Loan UCC termination statement.	Attorney Client / Work Product
229		E-mail	6/22/2009 17:59	Diane Genova, Esq.	Richard Toder, Esq. (Morgan Lewis)	Andrew Gottfried, Esq. (Morgan Lewis); Ann Kurinskas; Ann Silva (Morgan Lewis); Kevin Kelley, Esq.; Lawrence Chanen, Esq.; Richard Duker; Richard Toder, Esq. (Morgan Lewis); Stephen Cutler, Esq.	Confidential communication between attorney and client discussing confidential draft Merjian affidavit prepared in anticipation of litigation regarding GM Term Loan UCC termination statement.	Attorney Client / Work Product
230		E-mail with attachment	6/22/2009 18:14	Ann Silva (on behalf of Richard Toder, Esq. (Morgan Lewis))	P. Pantaleo, Esq.	Richard Toder, Esq. (Morgan Lewis); Andrew Gottfried, Esq. (Morgan Lewis)	Confidential communication between attorney and client attaching confidential draft Merjian affidavit prepared in anticipation of litigation regarding GM Term Loan UCC termination statement.	Attorney Client / Work Product
231		E-mail with attachment	6/22/2009 18:24	Ann Silva (on behalf of Richard Toder, Esq. (Morgan Lewis))	Richard Duker	Stephen Cutler, Esq.; Diane Genova, Esq.; Kevin Kelley, Esq.; Lawrence Chanen, Esq.; Ann Kurinskas; Richard Toder, Esq. (Morgan Lewis); Andrew Gottfried, Esq. (Morgan Lewis)	Confidential communication with counsel providing legal advice regarding UCC termination statement and attaching confidential draft Duker affidavit prepared in anticipation of litigation regarding the same.	Attorney Client / Work Product
232		E-mail	6/22/2009 19:49	Diane Genova, Esq.	Kevin Kelley, Esq.		Confidential communication with counsel discussing legal advice regarding objections to Final DIP order.	Attorney Client / Work Product
233		E-mail with attachment	6/22/2009 20:26	Richard Toder, Esq. (Morgan Lewis)	Stephen Cutler, Esq.; Diane Genova, Esq.; Kevin Kelley, Esq.; Lawrence Chanen, Esq.	Richard Toder, Esq. (Morgan Lewis)	Confidential communication with outside counsel providing legal advice regarding anticipated litigation relating to UCC termination statement and attaching confidential Morgan Lewis memorandum regarding the same.	Attorney Client / Work Product
234		E-mail	6/22/2009 21:26	Stephen Cutler, Esq.	Richard Toder, Esq. (Morgan Lewis); Diane Genova, Esq.; Kevin Kelley, Esq.; Lawrence Chanen, Esq.	Ann Kurinskas; Richard Duker; Andrew Gottfried, Esq. (Morgan Lewis)	Confidential communications between attorney and client discussing confidential draft Merjian affidavit prepared in anticipation of litigation regarding GM Term Loan UCC termination statement.	Attorney Client / Work Product
235		E-mail with attachments	6/22/2009 22:00	Kevin Kelley, Esq.	Ann Kurinskas; Patrick Daniello		Confidential communication with counsel forwarding correspondence from outside counsel attaching confidential draft Merjian and Duker affidavits prepared in anticipation of litigation regarding UCC termination statement.	Attorney Client / Work Product

Doc. Number	Bates Range for Redacted Documents	Type Of Document	Date and Time	From	To	CC	Privilege Description	Basis of Privilege
236		E-mail with attachment	6/23/2009 6:47	Richard Duker	Stephen Cutler, Esq.; Diane Genova, Esq.; Kevin Kelley, Esq.; Ann Kurinskas		Confidential communication between attorney and client seeking legal advice and attaching confidential draft Duker affidavit prepared in anticipation of litigation regarding GM Term Loan UCC termination statement.	Attorney Client / Work Product
237	JPMCB-2-00041057 - JPMCB-2-00041066	E-mail	6/23/2009 9:25	Ann Kurinskas	Richard Toder, Esq. (Morgan Lewis); Kevin Kelley, Esq.; Richard Duker; Lawrence Chanen, Esq.	Andrew Gottfried, Esq. (Morgan Lewis)	Confidential communication with counsel requesting legal advice regarding negotiations related to revised DIP Order.	Attorney Client / Work Product
238	JPMCB-2-00041047 - JPMCB-2-00041056	E-mail	6/23/2009 9:37	Ann Kurinskas	Richard Toder, Esq. (Morgan Lewis); Kevin Kelley, Esq.; Richard Duker; Lawrence Chanen, Esq.	Andrew Gottfried, Esq. (Morgan Lewis)	Confidential communication with counsel requesting legal advice regarding negotiations related to revised DIP Order.	Attorney Client / Work Product
239	JPMCB-2-00041036 - JPMCB-2-00041046	E-mail	6/23/2009 9:47	Lawrence Chanen, Esq.	Ann Kurinskas; Richard Toder, Esq. (Morgan Lewis); Kevin Kelley, Esq.; Richard Duker	Andrew Gottfried, Esq. (Morgan Lewis)	Confidential communication with counsel requesting legal advice regarding DIP Order.	Attorney Client / Work Product
240	JPMCB-2-00041029 - JPMCB-2-00041035	E-mail	6/23/2009 10:07	Kevin Kelley, Esq.	Ann Kurinskas	Andrew Gottfried, Esq. (Morgan Lewis); Lawrence Chanen, Esq.; Richard Duker; Richard Toder, Esq. (Morgan Lewis)	Confidential communication with counsel providing legal advice regarding DIP Order.	Attorney Client / Work Product
241		E-mail with attachment	6/23/2009 13:09	Ann Silva (on behalf of Richard Toder, Esq. (Morgan Lewis))	Ann Kurinskas; Kevin Kelley, Esq.; Lawrence Chanen, Esq.; Richard Duker; Andrew Laughlin	Richard Toder, Esq. (Morgan Lewis); Andrew Gottfried, Esq. (Morgan Lewis)	Confidential communication with counsel providing legal advice regarding Motion to Approve Sale of Assets and attaching confidential document regarding the same.	Attorney Client / Work Product
242		E-mail	6/23/2009 13:50	Kevin Kelley, Esq.	Richard Duker	Ann Kurinskas; Diane Genova, Esq.; Stephen Cutler, Esq.	Confidential communication with counsel providing legal advice regarding draft Duker affidavit prepared in anticipation of litigation regarding GM Term Loan UCC termination statement.	Attorney Client / Work Product
243	JPMCB-2-00043185 - JPMCB-2-00043192	E-mail	6/23/2009 14:07	Kevin Kelley, Esq.	Ann Kurinskas	Andrew Gottfried, Esq. (Morgan Lewis); Lawrence Chanen, Esq.; Richard Duker; Richard Toder, Esq. (Morgan Lewis)	Confidential communication with counsel providing legal advice regarding DIP Order.	Attorney Client / Work Product
244		E-mail with attachment	6/23/2009 14:36	Ann Silva (on behalf of Richard Toder, Esq. (Morgan Lewis))	Stephen Cutler, Esq.; Diane Genova, Esq.	Kevin Kelley, Esq.; Lawrence Chanen, Esq.; Ann Kurinskas; Richard Duker; Andrew Gottfried, Esq. (Morgan Lewis)	Confidential communication between attorney and client attaching confidential draft Duker affidavit prepared in anticipation of litigation regarding GM Term Loan UCC termination statement.	Attorney Client / Work Product
245		E-mail with attachment	6/23/2009 16:29	Lawrence Chanen, Esq.	Richard Duker	Kevin Kelley, Esq.	Confidential communication with counsel providing information for the purpose of obtaining legal advice relating to investigation in anticipation of litigation regarding UCC termination statement and attaching results of investigation.	Attorney Client / Work Product
246		E-mail with attachment	6/23/2009 16:51	Lawrence Chanen, Esq.	Richard Duker		Confidential communications between attorney and client relating to investigation in anticipation of litigation regarding GM Term Loan UCC termination statement and attaching results of investigation.	Attorney Client / Work Product
247		E-mail	6/23/2009 17:26	Richard Duker	Richard Toder, Esq. (Morgan Lewis); Andrew Gottfried, Esq. (Morgan Lewis); Kevin Kelley, Esq.; Ann Kurinskas		Confidential communication with counsel providing information for the purpose of obtaining legal advice regarding responses to adequate protection order.	Attorney Client / Work Product

Doc. Number	Bates Range for Redacted Documents	Type Of Document	Date and Time	From	To	CC	Privilege Description	Basis of Privilege
248		E-mail	6/23/2009 17:27	Lawrence Chanen, Esq.	Richard Toder, Esq. (Morgan Lewis)	Kevin Kelley, Esq.	Confidential communication with counsel requesting legal advice regarding UCC termination statement and anticipated litigation relating thereto.	Attorney Client / Work Product
249		E-mail with attachment	6/23/2009 18:36	Lawrence Chanen, Esq.	Richard Toder, Esq. (Morgan Lewis); Richard Gottfried, Esq. (Morgan Lewis)	Kevin Kelley, Esq.; Ann Kurinskas	Confidential communication with counsel providing information for the purpose of obtaining legal advice relating to investigation in anticipation of litigation regarding UCC termination statement and attaching results of investigation.	Attorney Client / Work Product
250		E-mail	6/23/2009 18:40	Ann Kurinskas	Christopher Owens, Esq. (Morgan Lewis); Richard Duker; Patrick Daniello; Ann Kurinskas; Kevin Kelley, Esq.	Richard Toder, Esq. (Morgan Lewis); Andrew Gottfried, Esq. (Morgan Lewis); Richard Petretti, Esq. (Morgan Lewis); Emmeline Liu, Esq. (Morgan Lewis)	Confidential communication with counsel providing information for the purpose of obtaining legal advice regarding payoff letter relating to Term Loan Agreement.	Attorney Client / Work Product
251		E-mail with attachment	6/23/2009 18:50	Lawrence Chanen, Esq.	Stephen Cutler, Esq.	Diane Genova, Esq.; Kevin Kelley, Esq.	Confidential communication between attorney and client discussing and attaching confidential draft Duker affidavit prepared in anticipation of litigation regarding GM Term Loan UCC termination statement.	Attorney Client / Work Product
252		E-mail	6/23/2009 19:08	Lawrence Chanen, Esq.	Diane Genova, Esq.	Kevin Kelley, Esq.; Stephen Cutler, Esq.	Confidential communication with counsel discussing legal advice regarding UCC termination statement and anticipated litigation relating thereto.	Attorney Client / Work Product
253		E-mail with attachment	6/23/2009 19:09	Lawrence Chanen, Esq.	Diane Genova, Esq.	Stephen Cutler, Esq.; Kevin Kelley, Esq.	Confidential communication with counsel providing information for the purpose of obtaining legal advice regarding UCC termination statement and anticipated litigation relating thereto, and attaching results of investigation.	Attorney Client / Work Product
254		E-mail	6/23/2009 19:25	Lawrence Chanen, Esq.	Andrew Gottfried, Esq. (Morgan Lewis)	Kevin Kelley, Esq.; Richard Toder, Esq. (Morgan Lewis)	Confidential communication with counsel requesting legal advice regarding UCC termination statement in anticipation of litigation relating thereto.	Attorney Client / Work Product
255		E-mail with attachment	6/23/2009 20:29	Lawrence Chanen, Esq.	Richard Duker	Kevin Kelley, Esq.	Confidential communication with counsel providing legal advice relating to investigation in anticipation of litigation regarding UCC termination statement and attaching results of investigation.	Attorney Client / Work Product
256		E-mail with attachments	6/23/2009 20:44	Christopher Owens, Esq. (Morgan Lewis)	Richard Duker; Christopher Owens, Esq. (Morgan Lewis); Patrick Daniello; Ann Kurinskas; Kevin Kelley, Esq.	Richard Toder, Esq. (Morgan Lewis); Andrew Gottfried, Esq. (Morgan Lewis); Richard Petretti, Esq. (Morgan Lewis); Emmeline Liu, Esq. (Morgan Lewis)	Confidential communication with counsel providing legal advice regarding payoff letter relating to Term Loan Agreement and attaching confidential documents regarding the same.	Attorney Client / Work Product
257		E-mail with attachment	6/23/2009 20:44	Lawrence Chanen, Esq.	Richard Toder, Esq. (Morgan Lewis); Andrew Gottfried, Esq. (Morgan Lewis)	Stephen Cutler, Esq.; Diane Genova, Esq.; Kevin Kelley, Esq.	Confidential communication with counsel providing information for the purpose of obtaining legal advice regarding investigation in anticipation of litigation relating to UCC termination statement and attaching results of investigation.	Attorney Client / Work Product
258		E-mail with attachment	6/23/2009 20:51	Lawrence Chanen, Esq.	Richard Duker		Confidential communication with counsel providing legal advice regarding investigation relating to UCC termination statement and anticipated litigation relating thereto, and attaching results of investigation.	Attorney Client / Work Product
259		E-mail with attachment	6/23/2009 20:54	Lawrence Chanen, Esq.	Stephen Cutler, Esq.	Kevin Kelley, Esq.	Confidential communication with counsel discussing legal advice regarding UCC termination statement and anticipated litigation relating thereto, and attaching confidential draft Duker affidavit regarding the same.	Attorney Client / Work Product



Doc. Number	Bates Range for Redacted Documents	Type Of Document	Date and Time	From	To	CC	Privilege Description	Basis of Privilege
260		E-mail with attachment	6/23/2009 21:05	Richard Duker	John Swint		Confidential internal communication reflecting legal advice (Christopher Owens, Esq. (Morgan Lewis)) regarding payoff letter relating to Term Loan Agreement and attaching confidential document regarding the same.	Attorney Client / Work Product
261		E-mail	6/23/2009 22:31	Christopher Owens, Esq. (Morgan Lewis)	Richard Duker; Patrick Daniello; Ann Kurinskas; Kevin Kelley, Esq.	Richard Toder, Esq. (Morgan Lewis); Andrew Gottfried, Esq. (Morgan Lewis); Richard Petretti, Esq. (Morgan Lewis); Emmeline Liu, Esq. (Morgan Lewis)	Confidential communication with counsel providing legal advice regarding payoff letter relating to Term Loan Agreement.	Attorney Client / Work Product
262		E-mail	6/23/2009 22:36	Lawrence Chanen, Esq.	Stephen Cutler, Esq.	Kevin Kelley, Esq.	Confidential communication with counsel discussing legal advice regarding General Motors 363 sale and DIP financing, and anticipated litigation regarding the UCC termination statement.	Attorney Client / Work Product
263		E-mail with attachment	6/24/2009 1:05	Lawrence Chanen, Esq.	Richard Toder, Esq. (Morgan Lewis); Andrew Gottfried, Esq. (Morgan Lewis); Kevin Kelley, Esq.	Stephen Cutler, Esq.; Diane Genova, Esq.	Confidential communication with counsel providing information for the purpose of obtaining legal advice relating to investigation in anticipation of litigation regarding UCC termination statement and attaching results of investigation.	Attorney Client / Work Product
264		E-mail	6/24/2009 2:25	Lawrence Chanen, Esq.	Richard Toder, Esq. (Morgan Lewis); Andrew Gottfried, Esq. (Morgan Lewis); Kevin Kelley, Esq.	Stephen Cutler, Esq.; Diane Genova, Esq.	Confidential communication with counsel providing information for the purpose of obtaining legal advice relating to investigation in anticipation of litigation regarding UCC termination statement.	Attorney Client / Work Product
265		E-mail	6/24/2009 13:35	Lawrence Chanen, Esq.	Richard Toder, Esq. (Morgan Lewis); Andrew Gottfried, Esq. (Morgan Lewis); Kevin Kelley, Esq.		Confidential communication with counsel providing information for the purpose of obtaining legal advice relating to investigation in anticipation of litigation regarding UCC termination statement.	Attorney Client / Work Product
266		E-mail	6/24/2009 20:37	Kevin Kelley, Esq.	Diane Genova, Esq.		Confidential communication with counsel discussing legal advice regarding the negotiations of the DIP financing and the DIP Order, and anticipated litigation regarding the UCC termination statement.	Attorney Client / Work Product
267		E-mail	6/24/2009 22:16	Lawrence Chanen, Esq.	Kevin Kelley, Esq.		Confidential communication with counsel discussing legal advice regarding the negotiations of the DIP financing and the DIP Order, and anticipated litigation regarding the UCC termination statement.	Attorney Client / Work Product
268		E-mail	6/24/2009 22:18	Kevin Kelley, Esq.	Brian Sankey; Bill Winters; Patrick Daniello; Ann Kurinskas; Steven Black; Diane Genova, Esq.; Jamie Dimon; Michael Cavanagh; John Hogan; Douglas Braunstein; Andrew O'Brien; Lawrence Chanen, Esq.; Patrick Daniello; Ann Kurinskas	Stephen Cutler, Esq.	Confidential communication with counsel providing legal advice regarding the negotiations of the DIP financing and the DIP Order, and anticipated litigation regarding the UCC termination statement.	Attorney Client / Work Product
269		E-mail	6/24/2009 23:55	Richard Toder, Esq. (Morgan Lewis)	Ann Kurinskas		Confidential communication with counsel providing legal advice regarding repayment of the secured facilities after entry of DIP Order.	Attorney Client / Work Product

Doc. Number	Bates Range for Redacted Documents	Type Of Document	Date and Time	From	To	CC	Privilege Description	Basis of Privilege
270	JPMCB-2-00041393 - JPMCB-2-00041405	E-mail	6/25/2009 7:55	Richard Toder, Esq. (Morgan Lewis)	Andrew Laughlin; Ann Kurinskas; Andrew Gottfried, Esq. (Morgan Lewis); Kevin Kelley, Esq.; Lawrence Chanen, Esq.; Emmeline Liu, Esq. (Morgan Lewis); Christopher Owens, Esq. (Morgan Lewis); Richard Petretti, Esq. (Morgan Lewis); Richard Duker; Richard Toder, Esq. (Morgan Lewis)		Confidential communication with counsel providing legal advice regarding negotiations related to revised DIP Order.	Attorney Client / Work Product
271		E-mail	6/25/2009 8:58	Richard Duker	Richard Petretti, Esq. (Morgan Lewis); Christopher Owens, Esq. (Morgan Lewis); Patrick Daniello; Ann Kurinskas; Kevin Kelley, Esq.	Richard Toder, Esq. (Morgan Lewis); Andrew Gottfried, Esq. (Morgan Lewis); Emmeline Liu, Esq. (Morgan Lewis)	Confidential communication with counsel providing information for the purpose of obtaining legal advice regarding payoff letter relating to the Term Loan Agreement.	Attorney Client / Work Product
272	JPMCB-2-00041378 - JPMCB-2-00041381	E-mail with attachments	6/25/2009 9:14	Richard Duker	Christopher Owens, Esq. (Morgan Lewis)		Confidential communication with counsel providing information for the purpose of obtaining legal advice regarding payoff letter relating to the Term Loan Agreement.	Attorney Client / Work Product
273		E-mail	6/25/2009 9:28	Richard Duker	Richard Petretti, Esq. (Morgan Lewis)	Patrick Daniello; Ann Kurinskas; Kevin Kelley, Esq.; Richard Toder, Esq. (Morgan Lewis); Andrew Gottfried, Esq. (Morgan Lewis); Emmeline Liu, Esq. (Morgan Lewis); Christopher Owens, Esq. (Morgan Lewis)	Confidential communication with counsel providing information for the purpose of obtaining legal advice regarding payoff letter relating to the Term Loan Agreement.	Attorney Client / Work Product
274		E-mail	6/25/2009 9:29	Christopher Owens, Esq. (Morgan Lewis)	Richard Petretti, Esq. (Morgan Lewis); Richard Duker	Patrick Daniello; Ann Kurinskas; Kevin Kelley, Esq.; Richard Toder, Esq. (Morgan Lewis); Andrew Gottfried, Esq. (Morgan Lewis); Emmeline Liu, Esq. (Morgan Lewis)	Confidential communication with counsel providing information for the purpose of obtaining legal advice regarding payoff letter relating to the Term Loan Agreement.	Attorney Client / Work Product
275		E-mail	6/25/2009 9:30	Richard Duker	John Swint		Confidential internal communication reflecting legal advice (Christopher Owens, Esq. (Morgan Lewis)) regarding comments on draft of the payoff letter relating to the Term Loan Agreement.	Attorney Client / Work Product
276		E-mail	6/25/2009 9:51	Lawrence Chanen, Esq.	Ann Kurinskas; Richard Toder, Esq. (Morgan Lewis); Kevin Kelley, Esq.; Andrew Gottfried, Esq. (Morgan Lewis)		Confidential communication with counsel requesting legal advice regarding negotiations related to the DIP Order and anticipated litigation relating to the UCC termination statement.	Attorney Client / Work Product
277		E-mail with attachment	6/25/2009 9:55	Ann Silva (on behalf of Richard Toder, Esq. (Morgan Lewis))	Ann Kurinskas; Kevin Kelley, Esq.; Richard Duker; Andrew Laughlin; Lawrence Chanen, Esq.	Richard Toder, Esq. (Morgan Lewis); Andrew Gottfried, Esq. (Morgan Lewis)	Confidential communication with counsel providing information for the purpose of obtaining legal advice regarding draft memorandum to Term Loan Lenders on Final DIP Order and attaching confidential document regarding the same.	Attorney Client / Work Product

Doc. Number	Bates Range for Redacted Documents	Type Of Document	Date and Time	From	To	CC	Privilege Description	Basis of Privilege
278		E-mail	6/25/2009 13:27	Richard Petretti, Esq. (Morgan Lewis)	Richard Duker	Patrick Daniello; Ann Kurinskas; Kevin Kelley, Esq.; Richard Toder, Esq. (Morgan Lewis); Andrew Gottfried, Esq. (Morgan Lewis); Emmeline Liu, Esq. (Morgan Lewis); Christopher Owens, Esq. (Morgan Lewis)	Confidential communication with counsel providing legal advice regarding payoff letter relating to Term Loan Agreement.	Attorney Client / Work Product
279		E-mail	6/25/2009 13:30	Richard Duker	John Swint		Confidential internal communication reflecting legal advice (Christopher Owens, Esq. (Morgan Lewis)) regarding payoff letter relating to Term Loan Agreement.	Attorney Client / Work Product
280		E-mail with attachment	6/25/2009 14:29	Ann Kurinskas	Richard Duker		Confidential internal communication reflecting legal advice (Kevin Kelley, Esq. (JPMorgan) and Andrew Gottfried, Esq. (Morgan Lewis)) regarding revised memorandum to Term Loan Lenders on the Final DIP Order and attaching confidential document regarding the same.	Attorney Client / Work Product
281		E-mail with attachments	6/25/2009 14:34	Ann Kurinskas	Richard Duker		Confidential internal communication reflecting legal advice (Kevin Kelley, Esq. (JPMorgan) and Andrew Gottfried, Esq. (Morgan Lewis)) regarding revised memorandum on the Final DIP Order and Term Loan Adequate Protection Order and attaching confidential documents regarding the same.	Attorney Client / Work Product
282		E-mail	6/25/2009 14:50	Richard Duker	Richard Petretti, Esq. (Morgan Lewis)		Confidential communication with counsel requesting legal advice regarding comments on the initial draft of the payoff letter related to the Term Loan Agreement.	Attorney Client / Work Product
283		E-mail with attachments	6/25/2009 15:07	Richard Duker	Kevin Kelley, Esq.	Ann Kurinskas	Confidential communication with counsel requesting legal advice regarding Term Loan Intralinks posting and attaching confidential documents regarding the same.	Attorney Client / Work Product
284		E-mail	6/25/2009 15:50	Richard Duker	Richard Duker; Richard Petretti, Esq. (Morgan Lewis)	Patrick Daniello; Ann Kurinskas; Kevin Kelley, Esq.; Richard Toder, Esq. (Morgan Lewis); Andrew Gottfried, Esq. (Morgan Lewis); Emmeline Liu, Esq. (Morgan Lewis); Christopher Owens, Esq. (Morgan Lewis)	Confidential communication with counsel providing information for the purpose of obtaining legal advice regarding comments on draft of the payoff letter related to Term Loan Agreement.	Attorney Client / Work Product
285		E-mail with attachments	6/25/2009 15:51	Carolyn Danisi, Esq. (Morgan Lewis)	Kevin Kelley, Esq.	Ann Kurinskas; Richard Duker; Andrew Laughlin; Richard Toder, Esq. (Morgan Lewis); Andrew Gottfried, Esq. (Morgan Lewis); Christopher Owens, Esq. (Morgan Lewis)	Confidential communication with counsel providing information for the purpose of obtaining legal advice regarding comments on draft of the payoff letter related to Term Loan Agreement and attaching confidential documents regarding the same.	Attorney Client / Work Product
286		E-mail with attachments	6/25/2009 16:03	Ann Kurinskas	Richard Duker		Confidential internal communication reflecting legal advice (Kevin Kelley, Esq. (JPMorgan) and Andrew Gottfried, Esq. (Morgan Lewis)) regarding proposed DIP Order and Term Loan Adequate Protection Order and attaching confidential documents regarding the same.	Attorney Client / Work Product
287		E-mail with attachments	6/25/2009 16:13	Richard Duker	Andrew Laughlin; Matthew Merlo	Kevin Kelley, Esq.	Confidential internal communication reflecting legal advice (Kevin Kelley, Esq. (JPMorgan)) regarding Intralinks posting about DIP Order and Term Loan Adequate Protection Order and attaching confidential documents regarding the same.	Attorney Client / Work Product

Doc. Number	Bates Range for Redacted Documents	Type Of Document	Date and Time	From	To	CC	Privilege Description	Basis of Privilege
288		E-mail	6/25/2009 16:15	Andrew Laughlin	Richard Duker; Matthew Merlo	Kevin Kelley, Esq.	Confidential internal communication reflecting legal advice (Kevin Kelley, Esq. (JPMorgan)) regarding Intralinks posting about DIP Order and Term Loan Adequate Protection Order.	Attorney Client / Work Product
289		E-mail	6/25/2009 16:16	Richard Duker	Richard Petretti, Esq. (Morgan Lewis)		Confidential communication with counsel requesting legal advice regarding payoff letter related to Term Loan Agreement.	Attorney Client / Work Product
290		E-mail	6/25/2009 16:18	Richard Duker	Richard Petretti, Esq. (Morgan Lewis)		Confidential communication with counsel requesting legal advice regarding payoff letter related to Term Loan Agreement.	Attorney Client / Work Product
291		E-mail with attachments	6/25/2009 16:52	Ann Kurinskas	Richard Duker		Confidential internal communication reflecting legal advice (Andrew Gottfried, Esq. (Morgan Lewis)) regarding entry of Final DIP Order and Term Loan Adequate Protection Order and attaching confidential documents regarding the same.	Attorney Client / Work Product
292		E-mail	6/25/2009 16:56	Richard Duker	Andrew Laughlin; Matthew Merlo		Confidential internal communication reflecting legal advice (Kevin Kelley, Esq. (JPMorgan)) regarding posting on Intralinks in connection with Term Loan.	Attorney Client / Work Product
293		E-mail with attachments	6/25/2009 17:29	Kevin Kelley, Esq.	Richard Duker		Confidential communication with counsel providing legal advice regarding DIP Order and Term Loan Adequate Protection Order and attaching confidential documents regarding the same.	Attorney Client / Work Product
294		E-mail	6/25/2009 17:30	Richard Duker	Kevin Kelley, Esq.		Confidential communication with counsel requesting legal advice regarding DIP Order and Term Loan Adequate Protection Order.	Attorney Client / Work Product
295		E-mail with attachments	6/25/2009 18:32	Andrew Gottfried, Esq. (Morgan Lewis)	Ann Kurinskas; Kevin Kelley, Esq.		Confidential communication with counsel providing legal advice regarding revised memorandum on Final DIP Order and Final Term Loan Adequate Protection Order and attaching the confidential documents regarding the same.	Attorney Client / Work Product
296		E-mail	6/25/2009 18:50	Richard Duker	Richard Petretti, Esq. (Morgan Lewis)		Confidential communication with counsel requesting legal advice regarding payoff letter related to Term Loan Agreement.	Attorney Client / Work Product
297		E-mail	6/25/2009 19:36	Ann Kurinskas	Andrew Laughlin	Richard Duker	Confidential internal communication reflecting legal advice (Kevin Kelley, Esq. (JPMorgan) and Andrew Gottfried Esq., (Morgan Lewis)) regarding Final DIP Order and Final Term Loan Adequate Protection Order.	Attorney Client / Work Product
298		E-mail	6/25/2009 19:36	Richard Duker	Richard Petretti, Esq. (Morgan Lewis)	Patrick Daniello; Ann Kurinskas; Kevin Kelley, Esq.; Richard Toder, Esq. (Morgan Lewis); Andrew Gottfried, Esq. (Morgan Lewis); Emmeline Liu, Esq. (Morgan Lewis); Christopher Owens, Esq. (Morgan Lewis)	Confidential communication with counsel requesting legal advice regarding payoff letter related to Term Loan Agreement.	Attorney Client / Work Product
299		E-mail with attachments	6/25/2009 20:13	Richard Duker	Andrew Laughlin; Matthew Merlo	Kevin Kelley, Esq.	Confidential communication with counsel providing information for the purpose of obtaining legal advice regarding posting of Term Loan materials on Intralinks and attaching confidential documents regarding the same.	Attorney Client / Work Product
300		E-mail	6/25/2009 20:16	Richard Duker	Richard Petretti, Esq. (Morgan Lewis)		Confidential communication with counsel requesting legal advice regarding payoff letter related to Term Loan Agreement.	Attorney Client / Work Product
301		E-mail	6/25/2009 20:18	Richard Duker	Richard Petretti, Esq. (Morgan Lewis)		Confidential communication with counsel requesting legal advice regarding payoff letter related to Term Loan Agreement.	Attorney Client / Work Product

Doc. Number	Bates Range for Redacted Documents	Type Of Document	Date and Time	From	To	CC	Privilege Description	Basis of Privilege
302		E-mail	6/25/2009 21:25	Kevin Kelley, Esq.	Richard Petretti, Esq. (Morgan Lewis)	Ann Kurinskas; Richard Duker; Andrew Laughlin; Richard Toder, Esq. (Morgan Lewis); Andrew Gottfried, Esq. (Morgan Lewis); Christopher Owens, Esq. (Morgan Lewis)	Confidential communication with counsel providing legal advice regarding payoff letter related to Term Loan Agreement.	Attorney Client / Work Product
303		E-mail	6/26/2009 9:15	Kevin Kelley, Esq.	Ann Kurinskas; Andrew Laughlin	Richard Duker	Confidential communication with counsel providing legal advice regarding revised Memorandum on Final DIP Order and Final Term Loan Adequate Protection Order.	Attorney Client / Work Product
304		E-mail with attachments	6/26/2009 14:10	Kevin Kelley, Esq.	John Callagy, Esq. (Kelley Drye)	Lawrence Chanen, Esq.	Confidential communication with counsel providing information for the purpose of obtaining legal advice regarding UCC termination statement and attaching confidential documents regarding the same.	Attorney Client / Work Product
305		E-mail with attachment	6/26/2009 14:50	Lawrence Chanen, Esq.	John Callagy, Esq. (Kelley Drye)	Kevin Kelley, Esq.	Confidential communication with counsel providing information for the purpose of obtaining legal advice regarding UCC termination statement and attaching confidential document regarding the same.	Attorney Client / Work Product
306		E-mail with attachment	6/26/2009 15:02	Lawrence Chanen, Esq.	John Callagy, Esq. (Kelley Drye)	Kevin Kelley, Esq.	Confidential communication with counsel providing information for the purpose of obtaining legal advice regarding UCC termination statement and attaching confidential document regarding the same.	Attorney Client / Work Product
307		E-mail with attachment	6/26/2009 15:04	Lawrence Chanen, Esq.	John Callagy, Esq. (Kelley Drye)	Kevin Kelley, Esq.	Confidential communication with counsel providing information for the purpose of obtaining legal advice regarding UCC termination statement and attaching confidential document regarding the same.	Attorney Client / Work Product
308	JPMCB-2-00041072 - JPMCB-2-00041072	E-mail	6/29/2009 12:56	Ann Kurinskas	Richard Duker; Geoffrey Kirles; Andrew Laughlin		Confidential internal communication reflecting legal advice (Morgan Lewis) regarding Term Loan expenses.	Attorney Client / Work Product
309		E-mail	6/29/2009 14:33	Ann Kurinskas	Richard Duker		Confidential internal communication reflecting legal advice (Kevin Kelley, Esq. (JPMorgan), Richard Toder, Esq. (Morgan Lewis), Andrew Gottfried, Esq. (Morgan Lewis) and Richard Petretti, Esq. (Morgan Lewis)) regarding updates on the payoff letter related to Term Loan Agreement.	Attorney Client / Work Product
310		E-mail with attachments	6/29/2009 15:56	Carolyn Danisi, Esq. (Morgan Lewis)	Richard Duker	Kevin Kelley, Esq.	Confidential communication with counsel providing legal advice regarding payoff letter related to Term Loan and attaching confidential documents regarding the same.	Attorney Client / Work Product
311	JPMCB-2-00042622 - JPMCB-2-00042623	E-mail	6/29/2009 16:43	Richard Duker	Andrew Laughlin		Confidential internal communication reflecting legal advice (Morgan Lewis) regarding Term Loan expenses.	Attorney Client / Work Product
312	JPMCB-2-00042594 - JPMCB-2-00042597	E-mail	6/29/2009 17:23	Richard Duker	John Swint		Confidential internal communication reflecting legal advice (Richard Petretti, Esq. (Morgan Lewis)) regarding loan payment obligations of General Motors.	Attorney Client / Work Product
313		E-mail	6/29/2009 18:50	Richard Duker	Richard Petretti, Esq. (Morgan Lewis); Kevin Kelley, Esq.		Confidential communication with counsel requesting legal advice regarding updates on the payoff letter related to Term Loan.	Attorney Client / Work Product
314		E-mail	6/29/2009 20:20	Kevin Kelley, Esq.	Mandu N. Sen		Confidential communication with counsel providing legal advice regarding update on DIP Order filed with the Court.	Attorney Client / Work Product
315		E-mail with attachment	6/30/2009 9:30	Richard Petretti, Esq. (Morgan Lewis)	Richard Duker	Kevin Kelley, Esq.	Confidential communication with counsel providing legal advice regarding revised payoff letter related to Term Loan and attaching confidential document regarding the same.	Attorney Client / Work Product

Doc. Number	Bates Range for Redacted Documents	Type Of Document	Date and Time	From	To	CC	Privilege Description	Basis of Privilege
316		E-mail	6/30/2009 12:49	Richard Duker	Richard Petretti, Esq. (Morgan Lewis)		Confidential communication with counsel requesting legal advice regarding revised payoff letter related to Term Loan.	Attorney Client / Work Product
317		E-mail with attachment	6/30/2009 13:30	Richard Petretti, Esq. (Morgan Lewis)	Richard Duker	Kevin Kelley, Esq.	Confidential communication with counsel providing legal advice regarding revised payoff letter related to Term Loan and attaching confidential document regarding the same.	Attorney Client / Work Product
318		E-mail	6/30/2009 13:58	Richard Duker	Richard Petretti, Esq. (Morgan Lewis)	Kevin Kelley, Esq.	Confidential communication with counsel requesting legal advice regarding revised payoff letter related to Term Loan.	Attorney Client / Work Product
319	JPMCB-2-00043175 - JPMCB-2-00043178	E-mail	6/30/2009 16:10	Kevin Kelley, Esq.	Richard Duker	Ann Kurinskas	Confidential communication with counsel providing legal advice regarding letters of credit.	Attorney Client / Work Product
320		E-mail	6/30/2009 20:27	Richard Duker	Richard Petretti, Esq. (Morgan Lewis)		Confidential communication with counsel requesting legal advice regarding sending funds to the Term Loan Lenders.	Attorney Client / Work Product
321		E-mail	7/1/2009 17:47	Lawrence Chanen, Esq.	Kevin Kelley, Esq.		Confidential communication with counsel discussing legal advice regarding General Motors bankruptcy and anticipated litigation relating to UCC termination statement.	Attorney Client / Work Product
322		E-mail	7/1/2009 22:17	Lawrence Chanen, Esq.	Joanne E. Enea	Kevin Kelley, Esq.	Confidential communication with counsel discussing legal advice regarding General Motors bankruptcy and anticipated litigation relating to UCC termination statement.	Attorney Client / Work Product
323		E-mail	7/2/2009 9:58	John Swint	Richard Petretti, Esq. (Morgan Lewis); Richard Duker	Ann Kurinskas; Kevin Kelley, Esq.; Richard Toder, Esq. (Morgan Lewis); Andrew Gottfried, Esq. (Morgan Lewis)	Confidential communication with counsel providing information for the purpose of obtaining legal advice regarding notice of repayment of the Term Loan.	Attorney Client / Work Product
324		E-mail with attachment	7/6/2009 12:28	Lawrence Chanen, Esq.	Richard Duker	Kevin Kelley, Esq.	Confidential communication with counsel providing information for the purpose of obtaining legal advice relating to investigation in anticipation of litigation regarding UCC termination statement and attaching confidential document regarding the same.	Attorney Client / Work Product
325		E-mail with attachment	7/6/2009 12:29	Lawrence Chanen, Esq.	Richard Duker	Kevin Kelley, Esq.	Confidential communication with counsel providing information for the purpose of obtaining legal advice relating to investigation in anticipation of litigation regarding UCC termination statement and attaching results of investigation.	Attorney Client / Work Product
326		E-mail with attachment	7/6/2009 16:10	Lawrence Chanen, Esq.	Kevin Kelley, Esq.		Confidential communication with counsel discussing legal advice regarding UCC termination statement and anticipated litigation relating thereto, and attaching results of investigation.	Attorney Client / Work Product
327		E-mail with attachment	7/6/2009 16:11	Lawrence Chanen, Esq.	Kevin Kelley, Esq.		Confidential communication with counsel providing information for the purpose of obtaining legal advice regarding investigation relating to anticipated litigation relating to UCC termination statement and attaching results of investigation.	Attorney Client / Work Product
328		E-mail with attachment	7/6/2009 16:33	Lawrence Chanen, Esq.	Stephen Cutler, Esq.	Kevin Kelley, Esq.	Confidential communication with counsel discussing legal advice regarding UCC termination statement and anticipated litigation relating thereto, and attaching results of investigation.	Attorney Client / Work Product
329		E-mail with attachment	7/6/2009 23:52	Lawrence Chanen, Esq.	Stephen Cutler, Esq.	Kevin Kelley, Esq.; Lawrence Chanen, Esq.	Confidential communication with counsel discussing legal advice regarding UCC termination statement and anticipated litigation relating thereto, and attaching results of investigation.	Attorney Client / Work Product
330		E-mail with attachments	7/7/2009 0:29	Lawrence Chanen, Esq.	Stephen Cutler, Esq.	Kevin Kelley, Esq.; Lawrence Chanen, Esq.	Confidential communication with counsel discussing legal advice regarding UCC termination statement and anticipated litigation relating thereto, and attaching results of investigation.	Attorney Client / Work Product

Doc. Number	Bates Range for Redacted Documents	Type Of Document	Date and Time	From	To	CC	Privilege Description	Basis of Privilege
331		E-mail with attachment	7/7/2009 17:23	Lawrence Chanen, Esq.	Kevin Kelley, Esq.; Andrew Gottfried, Esq. (Morgan Lewis)	Stephen Cutler, Esq.; Mark Segall, Esq.	Confidential communication with counsel requesting legal advice regarding investigation relating to anticipated litigation relating to UCC termination statement and attaching results of investigation.	Attorney Client / Work Product
332		E-mail with attachment	7/8/2009 14:12	Andrew Gottfried, Esq. (Morgan Lewis)	Kevin Kelley, Esq.	Richard Toder, Esq. (Morgan Lewis)	Confidential communication with counsel providing legal advice regarding approval of amended DIP Loan Agreement and attaching confidential document regarding the same.	Attorney Client / Work Product
333		E-mail with attachment	7/9/2009 13:22	Nancy E. Olavarria	Richard Duker	Kevin Kelley, Esq.	Confidential communication with counsel providing information for the purpose of obtaining legal advice regarding draft Cash Collateral Agreement and attaching confidential document regarding the same.	Attorney Client / Work Product
334		E-mail with attachments	7/9/2009 15:38	Kevin Kelley, Esq.	Richard Duker; Nancy E. Olavarria		Confidential communication with counsel providing information for the purpose of obtaining legal advice regarding draft Cash Collateral Agreement and attaching confidential documents regarding the same.	Attorney Client / Work Product
335		E-mail with attachment	7/9/2009 16:20	Matthew Merlo	Richard Toder, Esq. (Morgan Lewis); Andrew Gottfried, Esq. (Morgan Lewis)	Richard Duker; Ann Kurinskas; Andrew Laughlin	Confidential communication with counsel providing information for the purpose of obtaining legal advice regarding US Treasury loan amounts and DIP loan and attaching confidential document regarding the same.	Attorney Client / Work Product
336		E-mail	7/9/2009 19:38	Andrew Gottfried, Esq. (Morgan Lewis)	Matthew Merlo; Richard Toder, Esq. (Morgan Lewis)	Richard Duker; Ann Kurinskas; Andrew Laughlin	Confidential communication with counsel providing legal advice regarding US Treasury loan amounts and DIP loan.	Attorney Client / Work Product
337		E-mail with attachments	7/10/2009 7:59	Andrew Gottfried, Esq. (Morgan Lewis)	Andrew Laughlin; Matthew Merlo; Richard Toder, Esq. (Morgan Lewis)	Richard Duker; Ann Kurinskas	Confidential communication with counsel providing legal advice regarding US Treasury loan amounts and DIP Loan Agreement and attaching confidential documents regarding the same.	Attorney Client / Work Product
338		E-mail	7/20/2009 22:58	Lawrence Chanen, Esq.	Mark Segall, Esq.	Kevin Kelley, Esq.	Confidential communication with counsel providing information for the purpose of obtaining legal advice regarding the Committee of Unsecured Creditors seeking time for investigation of the UCC termination statement.	Attorney Client / Work Product
339	JPMCB-2-00043594 - JPMCB-2-00043596	E-mail	7/20/2009 23:12	Kevin Kelley, Esq.	Patrick Daniello		Confidential communication with counsel providing legal advice regarding communication with the Term Loan Lenders.	Attorney Client / Work Product
340		E-mail	7/20/2009 23:15	Kevin Kelley, Esq.	Patrick Daniello	Ann Kurinskas; Lawrence Chanen, Esq.	Confidential communication with counsel providing information for the purpose of obtaining legal advice regarding the Committee of Unsecured Creditors seeking time for investigation of the UCC termination statement.	Attorney Client / Work Product
341	JPMCB-2-00041118 - JPMCB-2-00041120	E-mail	7/21/2009 9:16	Kevin Kelley, Esq.	Ann Kurinskas; Richard Duker		Confidential communication with counsel providing legal advice regarding communication with Term Loan Lenders.	Attorney Client / Work Product
342		E-mail with attachment	7/21/2009 9:50	Andrew Gottfried, Esq. (Morgan Lewis)	Ann Kurinskas; Richard Duker; Kevin Kelley, Esq.; Lawrence Chanen, Esq.; Richard Toder, Esq. (Morgan Lewis)		Confidential communication with counsel providing legal advice regarding communication with the Term Loan Lenders and attaching confidential document regarding the same.	Attorney Client / Work Product
343		E-mail with attachment	7/21/2009 12:33	Kevin Kelley, Esq.	Ann Kurinskas; Lawrence Chanen, Esq.; Peter Wasserman; Edward McLaren; Richard Toder, Esq. (Morgan Lewis); Richard Duker; Andrew Gottfried, Esq. (Morgan Lewis)		Confidential communication with counsel requesting legal advice regarding notice to Term Loan Lenders via Intralinks and attaching confidential document regarding the same.	Attorney Client / Work Product

Doc. Number	Bates Range for Redacted Documents	Type Of Document	Date and Time	From	To	CC	Privilege Description	Basis of Privilege
344		E-mail	7/21/2009 12:47	Andrew Gottfried, Esq. (Morgan Lewis)	Richard Duker; Kevin Kelley, Esq.; Ann Kurinskas; Lawrence Chanen, Esq.; Peter Wasserman; Edward McLaren; Richard Toder, Esq. (Morgan Lewis)		Confidential communication with counsel providing legal advice regarding notice to Term Loan Lenders via Intralinks.	Attorney Client / Work Product
345		E-mail	7/21/2009 12:51	Ann Kurinskas	Richard Duker		Confidential internal communication reflecting legal advice (Kevin Kelley, Esq. (JPMorgan)) regarding the Committee of Unsecured Creditors seeking time for investigation of the UCC termination statement.	Attorney Client / Work Product
346		E-mail with attachments	7/21/2009 15:13	Andrew Gottfried, Esq. (Morgan Lewis)	Ann Kurinskas; Richard Duker; Kevin Kelley, Esq.; Lawrence Chanen, Esq.; Richard Toder, Esq. (Morgan Lewis)		Confidential communication with counsel providing legal advice regarding communication with the Term Loan Lenders relating to anticipated litigation and attaching confidential documents regarding the same.	Attorney Client / Work Product
347		E-mail with attachment	7/21/2009 16:20	Kevin Kelley, Esq.	Ann Kurinskas; Lawrence Chanen, Esq.; Peter Wasserman; Andrew O'Brien; Patrick Daniello; Richard Duker; Andrew Laughlin	Andrew Gottfried, Esq. (Morgan Lewis); Richard Toder, Esq. (Morgan Lewis)	Confidential communication with counsel providing legal advice regarding communication with the Term Loan Lenders relating to anticipated litigation and attaching confidential document regarding the same.	Attorney Client / Work Product
348		E-mail with attachment	7/21/2009 16:39	Kevin Kelley, Esq.	Jonathan Walcoff, Esq.		Confidential communication with counsel providing legal advice regarding communication with the Term Loan Lenders relating to anticipated litigation and attaching confidential document regarding the same.	Attorney Client / Work Product
349		E-mail with attachment	7/21/2009 16:55	Ann Kurinskas	Richard Duker	Andrew Laughlin; Kevin Kelley, Esq.	Confidential communication with counsel providing legal advice regarding communication with the Term Loan Lenders and attaching confidential document regarding the same.	Attorney Client / Work Product
350	JPMCB-2-00043575 - JPMCB-2-00043576	E-mail	7/21/2009 20:38	Kevin Kelley, Esq.	John Callagy, Esq. (Kelley Drye)		Confidential communication with counsel requesting legal advice regarding the Committee of Unsecured Creditors seeking time for investigation of the UCC termination statement.	Attorney Client / Work Product
351		E-mail with attachment	7/21/2009 20:55	Ann Kurinskas	Richard Duker	Andrew Laughlin; Kevin Kelley, Esq.	Confidential communication with counsel providing legal advice regarding communication with the Term Loan Lenders and attaching confidential document regarding the same.	Attorney Client / Work Product
352	JPMCB-2-00040999 - JPMCB-2-00041000	E-mail	7/23/2009 13:25	Richard Duker	Ann Kurinskas	Kevin Kelley, Esq.	Confidential communication with counsel requesting legal advice regarding call with Term Loan Lenders.	Attorney Client / Work Product
353	JPMCB-2-00040997 - JPMCB-2-00040998	E-mail	7/23/2009 15:15	Robert Cole, Esq.	Kevin Kelley, Esq.; Richard Duker; Ann Kurinskas		Confidential communication with counsel requesting legal advice regarding call with Term Loan Lenders.	Attorney Client / Work Product
354		E-mail with attachment	7/23/2009 23:04	Richard Duker	Ann Kurinskas; Kevin Kelley, Esq.		Confidential communication with counsel requesting legal advice regarding Consent Form from Term Loan Lenders relating to Term Loan and attaching confidential document regarding the same.	Attorney Client / Work Product
355		E-mail with attachment	7/24/2009 0:29	Andrew Laughlin	Kim Raulsome (Morgan Lewis)		Confidential communication with counsel providing information for the purpose of obtaining legal advice regarding Term Loan Lender list and attaching confidential document regarding the same.	Attorney Client / Work Product
356	JPMCB-2-00043173 - JPMCB-2-00043174	E-mail	7/24/2009 13:33	Kevin Kelley, Esq.	Stephen Cutler, Esq.; Diane Genova, Esq.; Ann Kurinskas; Patrick Daniello; Richard Duker; Jonathan Walcoff, Esq.	Lawrence Chanen, Esq.; Robert Cole, Esq.	Confidential communication with counsel providing legal advice regarding the Committee of Unsecured Creditors seeking time for investigation of the UCC termination statement.	Attorney Client / Work Product



Doc. Number	Bates Range for Redacted Documents	Type Of Document	Date and Time	From	To	CC	Privilege Description	Basis of Privilege
357	JPMCB-2-00044188 - JPMCB-2-00044189	E-mail	7/24/2009 14:36	Andrew Laughlin	Richard Prada	Ann Kurinskas	Confidential internal communication reflecting legal advice (Morgan Lewis) regarding Term Loan payout.	Attorney Client / Work Product
358		E-mail with attachment	7/24/2009 14:44	Andrew Laughlin	Kim Raulsome (Morgan Lewis)		Confidential communication with counsel providing information for the purpose of obtaining legal advice regarding list of Term Loan Lenders and attaching confidential document regarding the same.	Attorney Client / Work Product
359		E-mail	7/24/2009 15:35	Ann Kurinskas	Richard Duker; Kevin Kelley, Esq.	Andrew Laughlin	Confidential communication with counsel requesting legal advice regarding Consent Form from Term Loan Lenders relating to Term Loan.	Attorney Client / Work Product
360	JPMCB-2-00046302 - JPMCB-2-00046304	E-mail	7/24/2009 19:43	Andrew Gottfried, Esq. (Morgan Lewis)	Andrew Laughlin		Confidential communication with counsel providing legal advice regarding negotiation related to DIP Order.	Attorney Client / Work Product
361		E-mail with attachment	7/24/2009 19:54	Andrew Gottfried, Esq. (Morgan Lewis)	Ann Kurinskas; Andrew Laughlin; Kevin Kelley, Esq.; Lawrence Chanen, Esq.; Richard Toder, Esq. (Morgan Lewis)		Confidential communication with counsel providing legal advice regarding revised version of Consent Forms from Term Loan Lenders and attaching confidential document regarding the same.	Attorney Client / Work Product
362		E-mail with attachment	7/27/2009 15:02	Lawrence Chanen, Esq.	John Callagy, Esq. (Kelley Drye)	Kevin Kelley, Esq.; Mark Segall, Esq.	Confidential communication with counsel requesting legal advice regarding Consent Forms from Term Loan Lenders and attaching confidential document regarding the same.	Attorney Client / Work Product
363	JPMCB-2-00043179 - JPMCB-2-00043182	E-mail	7/27/2009 15:13	Kevin Kelley, Esq.	Lawrence Chanen, Esq.; John Callagy, Esq. (Kelley Drye)		Confidential communication with counsel requesting legal advice regarding the Committee of Unsecured Creditors seeking time for investigation of the UCC termination statement.	Attorney Client / Work Product
364		E-mail with attachment	7/27/2009 21:44	Andrew Laughlin	Andrew Gottfried, Esq. (Morgan Lewis)	Ann Kurinskas	Confidential communication with counsel requesting legal advice regarding payments to Term Loan Lenders and consents to extension requested by Committee of Unsecured Creditors and attaching confidential document regarding the same.	Attorney Client / Work Product
365		E-mail	7/29/2009 0:34	Lawrence Chanen, Esq.	Kevin Kelley, Esq.		Confidential communication with counsel discussing legal advice regarding draft language for a press release regarding the filing of suit related to the Term Loan.	Attorney Client / Work Product
366		E-mail	7/29/2009 2:18	Lawrence Chanen, Esq.	Kevin Kelley, Esq.		Confidential communication with counsel discussing legal advice regarding draft language for a press release regarding the filing of suit related to the Term Loan.	Attorney Client / Work Product
367	JPMCB-2-00043577 - JPMCB-2-00043581	E-mail	7/29/2009 2:23	John Callagy, Esq. (Kelley Drye)	Lawrence Chanen, Esq.	Kevin Kelley, Esq.; Mark Segall, Esq.	Confidential communication with counsel providing legal advice regarding Term Loan Lenders.	Attorney Client / Work Product
368	JPMCB-2-00040991 - JPMCB-2-00040994	E-mail	7/29/2009 11:10	Andrew Gottfried, Esq. (Morgan Lewis)	Richard Duker; Ann Kurinskas; Richard Toder, Esq. (Morgan Lewis)		Confidential communication with counsel providing legal advice regarding Term Loan expenses.	Attorney Client / Work Product
369		E-mail with attachment	7/29/2009 17:21	Lawrence Chanen, Esq.	John Callagy, Esq. (Kelley Drye)	Kevin Kelley, Esq.	Confidential communication with counsel providing information for the purpose of obtaining legal advice regarding UCC termination statement and attaching confidential document regarding the same.	Attorney Client / Work Product
370		E-mail with attachment	7/29/2009 17:22	Lawrence Chanen, Esq.	John Callagy, Esq. (Kelley Drye)	Kevin Kelley, Esq.	Confidential communication with counsel providing information for the purpose of obtaining legal advice regarding filing of lawsuit against JPMorgan and Term Loan Lenders and attaching confidential document regarding the same.	Attorney Client / Work Product
371		E-mail with attachment	7/29/2009 17:22	Lawrence Chanen, Esq.	John Callagy, Esq. (Kelley Drye)	Kevin Kelley, Esq.	Confidential communication with counsel providing information for the purpose of obtaining legal advice regarding filing of lawsuit against JPMorgan and Term Loan Lenders and attaching confidential document regarding the same.	Attorney Client / Work Product

Doc. Number	Bates Range for Redacted Documents	Type Of Document	Date and Time	From	To	CC	Privilege Description	Basis of Privilege
372		E-mail with attachment	7/29/2009 17:23	Lawrence Chanen, Esq.	John Callagy, Esq. (Kelley Drye)	Kevin Kelley, Esq.	Confidential communication with counsel providing information for the purpose of obtaining legal advice regarding filing of lawsuit against JPMorgan and Term Loan Lenders and attaching confidential document regarding the same.	Attorney Client / Work Product
373		E-mail with attachment	7/29/2009 17:25	Lawrence Chanen, Esq.	John Callagy, Esq. (Kelley Drye)	Kevin Kelley, Esq.	Confidential communication with counsel providing information for the purpose of obtaining legal advice regarding filing of lawsuit against JPMorgan and Term Loan Lenders and attaching confidential document regarding the same.	Attorney Client / Work Product
374		E-mail with attachment	7/29/2009 17:27	Lawrence Chanen, Esq.	John Callagy, Esq. (Kelley Drye)	Kevin Kelley, Esq.	Confidential communication with counsel providing information for the purpose of obtaining legal advice regarding filing of lawsuit against JPMorgan and Term Loan Lenders and attaching confidential document regarding the same.	Attorney Client / Work Product
375		E-mail with attachment	7/29/2009 17:53	Kevin Kelley, Esq.	Lawrence Chanen, Esq.; Brian Marchiony		Confidential communication with counsel requesting legal advice regarding draft press statement relating to filing of lawsuit against JPMorgan and Term Loan Lenders and attaching confidential markup of same.	Attorney Client / Work Product
376		E-mail	7/29/2009 19:17	Lawrence Chanen, Esq.	Stephen Cutler, Esq.; Kevin Kelley, Esq.; Kristin Lemkau; Diane Genova, Esq.	Brian Marchiony	Confidential communication with counsel providing legal advice regarding press statement relating to filing of lawsuit against JPMorgan and Term Loan Lenders.	Attorney Client / Work Product
377		E-mail with attachment	7/29/2009 21:21	Andrew Laughlin	Andrew Gottfried, Esq. (Morgan Lewis)		Confidential communication with counsel providing information for the purpose of obtaining legal advice regarding list of Term Loan Lenders and attaching confidential document regarding the same.	Attorney Client / Work Product
378		E-mail	7/30/2009 0:33	Kevin Kelley, Esq.	Stephen Cutler, Esq.; Kristin Lemkau; Lawrence Chanen, Esq.; Diane Genova, Esq.	Brian Marchiony	Confidential communication with counsel requesting legal advice regarding press statement relating to filing of lawsuit against JPMorgan and Term Loan Lenders.	Attorney Client / Work Product
379		E-mail	7/30/2009 0:42	Lawrence Chanen, Esq.	Stephen Cutler, Esq.; Kristin Lemkau; Kevin Kelley, Esq.; Diane Genova, Esq.	Brian Marchiony	Confidential communication with counsel providing legal advice regarding press statement relating to filing of lawsuit against JPMorgan and Term Loan Lenders.	Attorney Client / Work Product
380		E-mail	7/30/2009 15:43	Lawrence Chanen, Esq.	John Callagy, Esq. (Kelley Drye)	Kevin Kelley, Esq.	Confidential communication with counsel requesting legal advice regarding filing of lawsuit against JPMorgan and Term Loan Lenders.	Attorney Client / Work Product
381		E-mail	7/31/2009 11:42	Patrick Daniello	Kevin Kelley, Esq.; Ann Kurinskas; Richard Duker	Lawrence Chanen, Esq.	Confidential communication with counsel requesting legal advice regarding press statement relating to filing of lawsuit against JPMorgan and Term Loan Lenders.	Attorney Client / Work Product
382		E-mail	7/31/2009 14:05	Kevin Kelley, Esq.	Andrew Gottfried, Esq. (Morgan Lewis); Richard Toder, Esq. (Morgan Lewis)		Confidential communication with counsel requesting legal advice regarding press statement relating to filing of lawsuit against JPMorgan and Term Loan Lenders.	Attorney Client / Work Product
383		E-mail	7/31/2009 14:07	Kevin Kelley, Esq.	Patrick Daniello; Ann Kurinskas; Richard Duker		Confidential communication with counsel providing legal advice regarding press statement relating to filing of lawsuit against JPMorgan and Term Loan Lenders.	Attorney Client / Work Product
384		E-mail with attachments	7/31/2009 14:42	Kevin Kelley, Esq.	John Callagy, Esq. (Kelley Drye)		Confidential communication with counsel providing information for the purpose of obtaining legal advice regarding filing of lawsuit against JPMorgan and Term Loan Lenders and attaching confidential document regarding the same.	Attorney Client / Work Product
385		E-mail	7/31/2009 15:44	Patrick Daniello	Brian Sankey; John Hogan; Stephen Eichenberger		Confidential internal communication reflecting legal advice (Kevin Kelley, Esq. (JPMorgan)) regarding press statement relating to filing of lawsuit against JPMorgan and Term Loan Lenders.	Attorney Client / Work Product

Doc. Number	Bates Range for Redacted Documents	Type Of Document	Date and Time	From	To	CC	Privilege Description	Basis of Privilege
386	JPMCB-2-00043582 - JPMCB-2-00043583	E-mail	7/31/2009 21:03	Mark Segall, Esq.	Lawrence Chanen, Esq.; Kevin Kelley, Esq.		Confidential communication with counsel discussing legal advice regarding filing of lawsuit against JPMorgan and Term Loan Lenders.	Attorney Client / Work Product
387		E-mail	7/31/2009 21:40	Andrew Gottfried, Esq. (Morgan Lewis)	Kevin Kelley, Esq.; Lawrence Chanen, Esq.		Confidential communication with counsel providing legal advice regarding filing of lawsuit against JPMorgan and Term Loan Lenders.	Attorney Client / Work Product
388		E-mail	7/31/2009 22:03	Kevin Kelley, Esq.	Andrew Gottfried, Esq. (Morgan Lewis); Richard Toder, Esq. (Morgan Lewis)	Lawrence Chanen, Esq.	Confidential communication with counsel requesting legal advice regarding filing of lawsuit against JPMorgan and Term Loan Lenders.	Attorney Client / Work Product
389		E-mail	7/31/2009 22:07	Patrick Daniello	John Hogan; Brian Sankey; Stephen Eichenberger		Confidential internal communication reflecting legal advice (Kevin Kelley, Esq. (JPMorgan), Stephen Cutler, Esq. (JPMorgan) and Diane Genova, Esq. (JPMorgan)) regarding press statement relating to filing of lawsuit against JPMorgan and Term Loan Lenders.	Attorney Client / Work Product
390		E-mail	7/31/2009 22:18	John Callagy, Esq. (Kelley Drye)	Martin Krolewski, Esq. (Kelley Drye); Kevin Kelley, Esq.; Lawrence Chanen, Esq.; Nicholas Panarella, Esq. (Kelley Drye)	Shari Auer, Esq. (Kelley Drye)	Confidential communication with counsel providing legal advice regarding filing of lawsuit against JPMorgan and Term Loan Lenders.	Attorney Client / Work Product