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Attorneys for the Term Loan Lenders

[*additional counsel listed on signature page*]

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

_____)	
In re:	)	Chapter 11 Case
)	
MOTORS LIQUIDATION COMPANY, <i>et al.</i>,	)	Case No. 09-50026 (MG)
)	
Debtors.	)	(Jointly Administered)
_____)	
)	
MOTORS LIQUIDATION COMPANY)	
AVOIDANCE ACTION TRUST, by and through	)	Adversary Proceeding
Wilmington Trust Company, solely in its capacity as)	
Trust Administrator and Trustee,	)	Case No. 09-00504 (MG)
)	
Plaintiff,)	
)	
vs.)	
)	
JPMORGAN CHASE BANK, N.A., <i>et al.</i> ,)	
)	
Defendants.)	
_____)	

MOTION FOR RECONSIDERATION OF ORDER DENYING MOTION PURSUANT TO SECTION 107(b) OF THE BANKRUPTCY CODE AND BANKRUPTCY RULE 9018 FOR LEAVE TO FILE CORPORATE OWNERSHIP STATEMENTS UNDER SEAL

TO: THE HONORABLE MARTIN GLENN
UNITED STATES BANKRUPTCY JUDGE

Avery Point CLO, Limited; Chatham Light II CLO, Limited; Fidelity Central Investment Portfolios LLC: Fidelity Floating Rate Central Fund; Fidelity Central Investment Portfolios LLC: Fidelity High Income Central Fund 1; Fidelity Central Investment Portfolios LLC: Fidelity High Income Central Fund 2; FIAM Floating Rate High Income Commingled Pool (f/k/a Pyramis Floating Rate High Income Commingled Pool); FIAM High Yield Bond Commingled Pool (f/k/a Pyramis High Yield Bond Commingled Pool); FIAM High Yield Fund, LLC (f/k/a Pyramis High Yield Fund, LLC); Katonah III, Ltd.; Katonah IV Ltd.; Napier Park Distressed Debt Opportunity Master Fund Ltd. (f/k/a CAI Distressed Debt Opportunity Master Fund Ltd.); Nash Point CLO; Race Point II CLO, Limited; Race Point III CLO, Limited; Race Point IV CLO, Ltd.; and Sankaty High Yield Partners III Grantor Trust as successor in interest to Sankaty High Yield Partners III, L.P. (collectively, the “Moving Term Loan Lenders”), by and through their undersigned counsel, hereby submit this motion (the “Motion for Reconsideration”), pursuant to Rule 9023 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) and Rule 9023-1(a) of the Local Bankruptcy Rules for the Southern District of New York (the “Local Bankruptcy Rules”), for reconsideration of the Court’s September 1, 2016, *Order Denying Motion Pursuant to Section 107(b) of the Bankruptcy Code and Bankruptcy Rule 9018 for Leave to File Corporate Ownership Statements Under Seal* (the “Order”) [Adv. Dkt. No. 717]. In support of the Motion for Reconsideration, the Moving Term Loan Lenders respectfully state as follows:

JURISDICTION AND VENUE

1. This Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. This proceeding is statutorily “core” under 28 U.S.C. § 157(b). Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

BACKGROUND

2. On July 31, 2009, the Official Committee of Unsecured Creditors of Motors Liquidation Company f/k/a General Motors Corporation (the “Committee”) filed an *Adversary Complaint for (1) Avoidance of Unperfected Lien, (2) Avoidance and Recovery of Postpetition Transfers, (3) Avoidance and Recovery of Preferential Payments, and (4) Disallowance of Claims by Defendants* [Adv. Dkt. No. 1].

3. On March 29, 2011, the Court entered an order confirming the Debtors’ Second Amended Joint Chapter 11 Plan [Bankr. Dkt. No. 9941], at which time the Motors Liquidation Company Avoidance Action Trust (the “AAT”) succeeded to the Committee’s avoidance action claims.

4. On May 20, 2015, the AAT filed its *First Amended Adversary Complaint for (1) Avoidance of Unperfected Lien, (2) Avoidance and Recovery of Postpetition Transfers, (3) Avoidance and Recovery of Preferential Payments, and (4) Disallowance of Claims by Defendants* (the “Amended Complaint”) [Adv. Dkt. No. 91].

5. On November 16, 2015, the Term Loan Lenders, including the Moving Term Loan Lenders, answered the Amended Complaint [Adv. Dkt. No. 241].

6. On November 18, 2015, the Court entered an order granting each Defendant thirty (30) days following the date of its initial response to the Amended Complaint to

file the corporate ownership statements required by Bankruptcy Rule 7007.1 and Local Bankruptcy Rule 7007.1-1 (the “Corporate Ownership Statements”) [Adv. Dkt. No. 259].

7. The Court again extended Defendants’ time to file Corporate Ownership Statements on December 28, 2015, setting January 20, 2016, as the deadline for doing so [Adv. Dkt. No. 338].

8. On January 20, 2016, the Moving Term Loan Lenders filed a motion pursuant to section 107(b) of title 11 of the United States Code (the “Bankruptcy Code”) and Bankruptcy Rule 9018 for leave to (1) redact the names of the business entities that own 10% or more of the equity interests in the Moving Term Loan Lenders, which constitute the Moving Term Loan Lenders’ customers (the “Investors”) or otherwise reveal the composition of the Moving Term Loan Lenders’ owner base, in the Corporate Ownership Statements filed publicly with the Court, and (2) file unredacted copies of such Corporate Ownership Statements with the Court under seal in accordance with the procedures outlined in this Court’s General Order 399 (the “Motion to Seal”) [Adv. Dkt. No. 371]. At the same time, the Moving Term Loan Lenders provided the Court with both unredacted and redacted versions of the Corporate Ownership Statements.¹

9. On February 3, 2016, several other defendants (the “Blackrock Defendants”) filed a motion seeking the same relief. *See Motion Pursuant to 11 U.S.C. 107(b) and Rule 9018 of the Federal Rules of Bankruptcy Procedure to File Rule 7007.1 Disclosure Under Seal* [Adv. Dkt. No. 408].

10. On February 16, 2016, the Court granted the Blackrock Defendants’ motion [Adv. Dkt. No. 413].

¹ The redacted Corporate Ownership Statements provided to the Court are attached hereto as Exhibits B–D.

11. On September 1, 2016, the Court denied the Moving Term Loan Lenders' substantively identical motion [Adv. Dkt. No. 717].

RELIEF REQUESTED

12. By this Motion, the Moving Term Loan Lenders request that this Court enter an order, substantially in the form attached hereto as Exhibit A, pursuant to Bankruptcy Rule 9023, Local Bankruptcy Rule 9023-1, Section 107(b) of the Bankruptcy Code, and Bankruptcy Rule 9018, granting reconsideration of the Order and leave for the Moving Term Loan Lenders to (1) redact the names of the business entities that own 10% or more of the equity interests in the Moving Term Loan Lenders in the Corporate Ownership Statements filed publicly with the Court, and (2) file unredacted copies of such Corporate Ownership Statements with the Court under seal.

BASIS FOR RELIEF REQUESTED

13. Bankruptcy Rule 9023 and Local Bankruptcy Rule 9023-1 allow a bankruptcy court to grant reconsideration of orders it has previously entered. To obtain relief pursuant to Bankruptcy Rule 9023 and Local Bankruptcy Rule 9023-1, “[t]he movant must show that the court overlooked controlling decisions or factual matters ‘that might materially have influenced its earlier decision.’” *In re Randall’s Island Family Golf Ctrs., Inc.*, 290 B.R. 55, 61 (Bankr. S.D.N.Y. 2003) (quoting *Anglo Am. Ins. Grp. v. CalFed Inc.*, 940 F. Supp. 554, 557 (S.D.N.Y. 1996)). “Alternatively, the movant must demonstrate the need to correct a clear error or prevent a manifest injustice.” *Randall’s Island*, 290 B.R. at 61 (quoting *Griffin Indus., Inc. v. Petrojam, Ltd.*, 72 F. Supp. 2d 365, 368 (S.D.N.Y. 1999)); accord *In re Best Payphones, Inc.*, No. 01 15472 SMB, 2007 WL 203980, at *5 (Bankr. S.D.N.Y. Jan. 24, 2007). Courts enjoy “considerable discretion” in granting motions for reconsideration. *Anglo-Iberia Underwriting*

Mgmt. Co. v. Lodderhose, 282 F. Supp. 2d 126, 131 (S.D.N.Y. 2003) (quoting 11 Charles Alan Wright et al., *Federal Practice and Procedure* § 2810.1 (2d ed. 1995)).²

14. Reconsideration of the Order is appropriate based on the fact that the Court granted the Blackrock Defendants' February 3, 2016, motion, which sought the identical relief sought by the Moving Term Loan Lenders and presented the same arguments in support thereof. Significantly, there do not appear to be any material differences between the Moving Term Loan Lenders' motion to seal and the motion to seal filed by the Blackrock Defendants. Both motions asserted that filing the Corporate Ownership Statements under seal was warranted under Section 107(b) of the Bankruptcy Code and Bankruptcy Rule 9018 because the Corporate Disclosure Statements contained "confidential . . . commercial information." 11 U.S.C. § 107(b). *See* Adv. Dkt. No. 371, at 4-5; Adv. Dkt. No. 408, at 5. Both motions explained that the moving defendants are investment entities that are retained by customers who purchase, either directly or indirectly, interests in investment vehicles. *See* Adv. Dkt. No. 371, at 5; Adv. Dkt. No. 408, at 4-5. Both motions argued that disclosure of the names of business entities that own more than 10% of the interests in the moving defendants would reveal confidential commercial information by allowing the moving defendants' competitors to solicit their customers, compromising the privacy of the Investors, and disclosing confidential information about the structure of the moving defendants' business. *See* Adv. Dkt. No. 371, at 5-8; Adv. Dkt. No. 408, at 5. And both motions explained that no party would be prejudiced by the redaction of customer identities because the purpose of the Corporate Ownership Statements is to put the

² "Local Rule 9023-1(a) is an adaptation of Civil Rule 6.3 of the Local District Court Rules, and the standards governing motions to alter or amend judgments pursuant to Federal Rule 59(e) and motions for reconsideration or reargument pursuant to Local Rule 6.3 are the same." *In re Interbank Funding Corp.*, No. 02-41590(BRL), 2007 WL 2080512, at *2 (Bankr. S.D.N.Y. July 19, 2007).

Court on notice of the information contained therein, not to disclose the information to the other parties in the case. *See* Adv. Dkt. No. 371, at 8; Adv. Dkt. No. 408, at 5-6.

15. Nor is there any relevant difference in terms of the timing of the Moving Term Loan Lenders' motion and the Blackrock Defendants' motion. The Moving Term Loan Lenders filed their motion two weeks *before* the Blackrock Defendants' motion was filed. Thus, although the Court did not take action on the Moving Term Loan Lenders' motion until six months after the Court granted the Blackrock Defendants' motion, the Moving Term Loan Lenders were diligent in timely filing their motion to seal.

16. In short, the reasons supporting the granting of the Blackrock Defendants' motion should likewise compel the Court to grant the Moving Term Loan Lenders' motion, as there is no apparent difference between the motions.

17. The existence of the Court's order granting the Blackrock Defendants' motion is a "factual matter[] 'that might materially have influenced its earlier decision,'" *Randall's Island*, 290 B.R. at 61 (quoting *Anglo Am. Ins. Grp.*, 940 F. Supp. at 557), and provides a basis for reconsideration of the Order. The existence of the order granting the Blackrock Defendants' motion also makes it appropriate for the Court to reconsider its Order to ensure that similarly situated defendants are treated equally with respect to the disclosure of their confidential commercial information. Indeed, courts have held that reconsideration and alteration of a prior order can be necessary to prevent a manifest injustice where the failure to do so would mean that similarly situated defendants are treated differently. *See Hood v. Cent. United Life Ins. Co.*, 664 F. Supp. 2d 672, 675 (N.D. Miss. 2009) (granting reconsideration in order to avoid the "injustice" that would result from treating a class representative and members of a class differently).

18. Finally, as explained in the Motion to Seal, granting this Motion will not prejudice any of the parties to this proceeding. This is because the salient purpose of filing corporate ownership statements “is to place judges on notice of the financial affiliations of a nongovernmental corporate party that appears before them,” *Ha v. Deutsche Bank N.J. Servs., Inc.*, No. 03Civ.8180, 2005 WL 589408, at *2 (S.D.N.Y. Mar. 11, 2005), thereby allowing them “to make an informed decision whether to disqualify by reason of having a financial interest in one of the parties to the adversary proceeding,” 10 *Collier on Bankruptcy* ¶ 7007.1.01 (15th ed. 2015). Thus, by filing unredacted Corporate Ownership Statements under seal, the Moving Term Loan Lenders will satisfy the reason Bankruptcy Rule 7007.1 was enacted—namely, “to give the Judges of this Court information by which they can determine whether or not they need to recuse themselves.” Local Bankruptcy Rule 7007.1-1, comment; *accord Am. Produce, LLC v. Rivera (In re Rivera)*, No. 12-1327, 2013 WL 595538, at *1 (Bankr. D. Colo. Feb. 15, 2013) (“[Rule] 7007.1 was instituted . . . to allow judges to determine whether they ha[ve] conflicts of interest requiring disqualification.”).

19. Notably, in the seven months since the Moving Term Lenders filed their Motion to Seal, neither the AAT nor any of the other defendants in this adversary proceeding has objected to the relief sought in the Motion to Seal. Nor has any party expressed concern with the fact that the Blackrock Defendants were permitted to file their Corporate Ownership Statements under seal. Indeed, after discussions with the AAT and a determination that the AAT is not a competitor of the Moving Term Loan Lenders, the Moving Term Loan Lenders provided the AAT with unredacted versions of the Corporate Ownership Statements on January 28, 2016, subject to an agreement that the AAT will keep the unredacted information confidential. Thus,

the possibility of prejudice is even more remote now than it was when the Moving Term Loan Lenders filed their motion and the Court granted the Blackrock Defendants' motion.

20. For these reasons and the reasons articulated in the Motion to Seal filed by the Moving Term Loan Lenders on January 20, 2016 [Adv. Dkt. No. 371], the Moving Term Loan Lenders submit that reconsideration of the Order is warranted and that the Moving Term Loan Lenders should be permitted to file their Corporate Ownership Statements under seal.

NO PRIOR REQUESTS

21. Apart from the Moving Term Loan Lenders' original Motion to Seal [Adv. Dkt. No. 371], no prior request for the relief sought in this Motion for Reconsideration has been made to this or any other court.

NOTICE

22. Notice of this Motion for Reconsideration will be given to counsel for the AAT and to counsel for all other defendants who have appeared in this adversary proceeding via electronic filing. In light of the nature of the relief requested herein, the Moving Term Loan Lenders maintain that no further notice is required and request that such notice be deemed adequate.

WHEREFORE, the Moving Term Loan Lenders respectfully request that the Court enter an order, substantially in the form attached hereto as Exhibit A, pursuant to Bankruptcy Rule 9023, Local Bankruptcy Rule 9023-1, Section 107(b) of the Bankruptcy Code, and Bankruptcy Rule 9018, granting reconsideration of the Order; granting leave for the Moving Term Loan Lenders to (1) redact the names of the business entities that own 10% or more of the equity interests in the Moving Term Loan Lenders in the Corporate Ownership Statements filed publicly with the Court, and (2) file unredacted copies of such Corporate Ownership Statements

with the Court under seal in accordance with the procedures outlined in this Court's General Order 399; and granting such other and further relief as the Court deems just and proper.

Dated: September 7, 2016

Respectfully submitted,

/s/ Bruce Bennett

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Attorneys for the Term Loan Lenders

CERTIFICATE OF SERVICE

I hereby certify that, on September 7, 2016, I caused to be served a true and correct copy of the *Motion for Reconsideration of Order Denying Motion Pursuant to Section 107(b) of the Bankruptcy Code and Bankruptcy Rule 9018 for Leave to File Corporate Ownership Statements Under Seal* filed by Avery Point CLO, Limited; Chatham Light II CLO, Limited; Fidelity Central Investment Portfolios LLC: Fidelity Floating Rate Central Fund; Fidelity Central Investment Portfolios LLC: Fidelity High Income Central Fund 1; Fidelity Central Investment Portfolios LLC: Fidelity High Income Central Fund 2; FIAM Floating Rate High Income Commingled Pool (f/k/a Pyramis Floating Rate High Income Commingled Pool); FIAM High Yield Bond Commingled Pool (f/k/a Pyramis High Yield Bond Commingled Pool); FIAM High Yield Fund, LLC (f/k/a Pyramis High Yield Fund, LLC); Katonah III, Ltd.; Katonah IV Ltd.; Napier Park Distressed Debt Opportunity Master Fund Ltd. (f/k/a CAI Distressed Debt Opportunity Master Fund Ltd.); Nash Point CLO; Race Point II CLO, Limited; Race Point III CLO, Limited; Race Point IV CLO, Ltd.; and Sankaty High Yield Partners III Grantor Trust as successor in interest to Sankaty High Yield Partners III, L.P. by operation of the Case Management/Electronic Case Filing System for the United States Bankruptcy Court for the Southern District of New York (the "CM/ECF System") upon all parties registered in the CM/ECF System.

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EXHIBIT A

Proposed Order

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

_____)	
In re:)	Chapter 11 Case
MOTORS LIQUIDATION COMPANY, <i>et al.</i> ,)	Case No. 09-50026 (MG)
Debtors.)	(Jointly Administered)
_____)	
MOTORS LIQUIDATION COMPANY)	
AVOIDANCE ACTION TRUST, by and through)	Adversary Proceeding
Wilmington Trust Company, solely in its capacity as)	
Trust Administrator and Trustee,)	Case No. 09-00504 (MG)
Plaintiff,)	
vs.)	
JPMORGAN CHASE BANK, N.A., <i>et al.</i> ,)	
Defendants.)	
_____)	

**ORDER GRANTING MOTION FOR
RECONSIDERATION AND GRANTING LEAVE PURSUANT
TO SECTION 107(b) OF THE BANKRUPTCY CODE AND BANKRUPTCY
RULE 9018 TO FILE CORPORATE OWNERSHIP STATEMENTS UNDER SEAL**

Upon the motion dated September 7, 2016, (the "Motion for Reconsideration") of Avery Point CLO, Limited; Chatham Light II CLO, Limited; Fidelity Central Investment Portfolios LLC: Fidelity Floating Rate Central Fund; Fidelity Central Investment Portfolios LLC: Fidelity High Income Central Fund 1; Fidelity Central Investment Portfolios LLC: Fidelity High Income Central Fund 2; FIAM Floating Rate High Income Commingled Pool (f/k/a Pyramis Floating Rate High Income Commingled Pool); FIAM High Yield Bond Commingled Pool (f/k/a Pyramis High Yield Bond Commingled Pool); FIAM High Yield Fund, LLC (f/k/a Pyramis High Yield Fund, LLC); Katonah III, Ltd.; Katonah IV Ltd.; Napier Park Distressed Debt Opportunity Master Fund Ltd. (f/k/a CAI Distressed Debt Opportunity Master Fund Ltd.); Nash Point CLO;

Race Point II CLO, Limited; Race Point III CLO, Limited; Race Point IV CLO, Ltd.; and Sankaty High Yield Partners III Grantor Trust as successor in interest to Sankaty High Yield Partners III, L.P. (collectively, the “Moving Term Loan Lenders”) pursuant to Rule 9023 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) and Rule 9023-1(a) of the Local Bankruptcy Rules for the Southern District of New York (the “Local Bankruptcy Rules”), for reconsideration of the Court's September 1, 2016, *Order Denying Motion Pursuant to Section 107(b) of the Bankruptcy Code and Bankruptcy Rule 9018 for Leave to File Corporate Ownership Statements Under Seal* (the “Order”) [Adv. Dkt. 717]; and it appearing that reconsideration of the Order is warranted and that, upon reconsideration, the Moving Term Loan Lenders’ request, pursuant to section 107(b) of title 11 of the United States Code (the “Bankruptcy Code”), and Bankruptcy Rule 9018 for leave (1) to file the corporate ownership statements required by Bankruptcy Rule 7007.1 and Local Bankruptcy Rule 7007.1-1 (the “Corporate Ownership Statements”) in a partially redacted form, and (2) to file unredacted copies of such Corporate Ownership Statements with the Court under seal, is necessary to protect confidential commercial information of the Moving Term Loan Lenders; and upon all of the proceedings had before the Court; and after due deliberation and sufficient cause appearing therefor, it is hereby

ORDERED that the Motion for Reconsideration is granted; and it is further

ORDERED that the Moving Term Loan Lenders are authorized to publicly file the Corporate Ownership Statements with the investors’ identities redacted; and it is further

ORDERED that the Moving Defendants are authorized to file unredacted copies of the Corporate Ownership Statements with the Court under seal pursuant to section 107(b) of

the Bankruptcy Code and Bankruptcy Rule 9018, and such unredacted copies shall not be made available to anyone; and it is further

ORDERED that the terms and conditions of this Order shall be immediately effective and enforceable upon its entry; and it is further

ORDERED that the Court shall retain jurisdiction with respect to all matters arising from or related to the implementation of this Order; and it is further

ORDERED that this Order is without prejudice to the rights of any party in interest, or to the Office of the United States Trustee, to seek to unseal the Corporate Ownership Statements or any part of them; and it is further

ORDERED that the Moving Term Loan Lenders shall unseal or dispose of any confidential information at the conclusion of this matter.

Dated: September ____, 2016

THE HONORABLE MARTIN GLENN
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT B

Redacted Corporate Ownership Statement of the Fidelity Entities

Bruce Bennett (admitted *pro hac vice*)

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Attorneys for FIAM Floating Rate High Income Commingled Pool (f/k/a Pyramis Floating Rate High Income Commingled Pool); FIAM High Yield Fund, LLC (f/k/a Pyramis High Yield Fund, LLC); FIAM High Yield Bond Commingled Pool (f/k/a Pyramis High Yield Bond Commingled Pool); Fidelity Central Investment Portfolios LLC: Fidelity Floating Rate Central Fund; Fidelity Central Investment Portfolios LLC: Fidelity High Income Central Fund 1; Fidelity Central Investment Portfolios LLC: Fidelity High Income Central Fund 2.

**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 (REG)
)	
Debtors.	)	(Jointly Administered)
_____)	
)	
MOTORS LIQUIDATION COMPANY)	
AVOIDANCE ACTION TRUST, by and through	)	Adversary Proceeding
Wilmington Trust Company, solely in its capacity as)	
Trust Administrator and Trustee,	)	Case No. 09-00504 (REG)
)	
Plaintiff,)	
vs.)	
)	
JPMORGAN CHASE BANK, N.A., <i>et al.</i> ,)	
)	
Defendants.)	
_____)	

RULE 7007.1 DISCLOSURE

Pursuant to Rule 7007.1 of the Federal Rules of Bankruptcy Procedure, Defendants FIAM Floating Rate High Income Commingled Pool (f/k/a Pyramis Floating Rate High Income Commingled Pool); FIAM High Yield Fund, LLC (f/k/a Pyramis High Yield Fund, LLC); FIAM High Yield Bond Commingled Pool (f/k/a Pyramis High Yield Bond Commingled Pool);¹ Fidelity Central Investment Portfolios LLC: Fidelity Floating Rate Central Fund; Fidelity Central Investment Portfolios LLC: Fidelity High Income Central Fund 1; and Fidelity Central Investment Portfolios LLC: Fidelity High Income Central Fund 2, by and through their undersigned attorneys, certify the following:

FIAM Floating Rate High Income Commingled Pool (formerly known as Pyramis Floating Rate High Income Commingled Pool) is a common law trust organized under the laws of New Hampshire. [REDACTED] and [REDACTED] are the only business entities that own 10% or more of the equity interests in FIAM Floating Rate High Income Commingled Pool.

FIAM High Yield Fund, LLC (formerly known as Pyramis High Yield Fund, LLC) is a limited liability company organized under the laws of Delaware. [REDACTED] and [REDACTED] are the only business entities that own 10% or more of the equity interests in FIAM High Yield Fund, LLC.

FIAM High Yield Bond Commingled Pool (formerly known as Pyramis High Yield Bond Commingled Pool) is a common law trust organized under the laws of New Hampshire. [REDACTED]

¹ On November 18, 2015, Defendants Pyramis Floating Rate High Income Commingled Pool, Pyramis High Yield Fund, LLC, and Pyramis High Yield Bond Commingled Pool changed their names to FIAM Floating Rate High Income Commingled Pool, FIAM High Yield Fund, LLC, and FIAM High Yield Bond Commingled Pool, respectively.

[REDACTED] and [REDACTED] are the only business entities that own 10% or more of the equity interests in FIAM High Yield Bond Commingled Pool.

Fidelity Central Investment Portfolios LLC: Fidelity Floating Rate Central Fund is a limited liability company organized under the laws of Delaware. [REDACTED]

[REDACTED], [REDACTED], and [REDACTED]

[REDACTED] are the only business entities that own 10% or more of the equity interests in Fidelity Central Investment Portfolios LLC: Fidelity Floating Rate Central Fund.

Fidelity Central Investment Portfolios LLC: Fidelity High Income Central Fund 1 is a limited liability company organized under the laws of Delaware. [REDACTED]

[REDACTED], [REDACTED], and [REDACTED]

[REDACTED] are the only business entities that own 10% or more of the equity interests in Fidelity Central Investment Portfolios LLC: Fidelity High Income Central Fund 1.

Fidelity Central Investment Portfolios LLC: Fidelity High Income Central Fund 2 is a limited liability company organized under the laws of Delaware. [REDACTED]

[REDACTED] is the only business entity that owns 10% or more of the equity interests in Fidelity Central Investment Portfolios LLC: Fidelity High Income Central Fund 2.

Dated: January 20, 2016

Respectfully submitted,

/s/ Bruce Bennett

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*[*complete list of represented Defendants listed in Appendix A to the Answer filed by Term Loan Lenders, Dkt. No. 241]*

CERTIFICATE OF SERVICE

I hereby certify that, on January 20, 2016, I caused to be served a true and correct copy of the *Rule 7007.1 Disclosure* filed by FIAM Floating Rate High Income Commingled Pool (f/k/a Pyramis Floating Rate High Income Commingled Pool); FIAM High Yield Fund, LLC (f/k/a Pyramis High Yield Fund, LLC); FIAM High Yield Bond Commingled Pool (f/k/a Pyramis High Yield Bond Commingled Pool); Fidelity Central Investment Portfolios LLC: Fidelity Floating Rate Central Fund; Fidelity Central Investment Portfolios LLC: Fidelity High Income Central Fund 1; and Fidelity Central Investment Portfolios LLC: Fidelity High Income Central Fund 2 by operation of the Case Management/Electronic Case Filing System for the United States Bankruptcy Court for the Southern District of New York (the "CM/ECF System") upon all parties registered in the CM/ECF System.

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EXHIBIT C

**Redacted Corporate Ownership Statement of Napier Park Distressed Debt Opportunity
Master Fund Ltd. (f/k/a CAI Distressed Debt Opportunity Master Fund Ltd.)**

Bruce Bennett (admitted *pro hac vice*)

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Attorneys for Napier Park Distressed Debt Opportunity Master Fund Ltd. (f/k/a CAI Distressed Debt Opportunity Master Fund Ltd.)

**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 (REG)
)	
Debtors.	)	(Jointly Administered)
_____)	
)	
MOTORS LIQUIDATION COMPANY)	
AVOIDANCE ACTION TRUST, by and through	)	Adversary Proceeding
Wilmington Trust Company, solely in its capacity as)	
Trust Administrator and Trustee,	)	Case No. 09-00504 (REG)
)	
Plaintiff,)	
)	
vs.)	
)	
JPMORGAN CHASE BANK, N.A., <i>et al.</i> ,)	
)	
Defendants.)	
_____)	

RULE 7007.1 DISCLOSURE

Pursuant to Rule 7007.1 of the Federal Rules of Bankruptcy Procedure, Defendant Napier Park Distressed Debt Opportunity Master Fund Ltd. (f/k/a CAI Distressed Debt Opportunity Master Fund Ltd.), by and through its undersigned attorneys, certifies the following:

Napier Park Distressed Debt Opportunity Master Fund Ltd. (f/k/a CAI Distressed Debt Opportunity Master Fund Ltd.) is a Cayman Islands exempted company. [REDACTED]

[REDACTED], [REDACTED], [REDACTED]

[REDACTED], and [REDACTED] are the only entities that directly or indirectly own 10% or more of the equity interests in Napier Park Distressed Debt Opportunity Master Fund Ltd. (f/k/a CAI Distressed Debt Opportunity Master Fund Ltd.).

Dated: January 20, 2016

Respectfully submitted,

/s/ Bruce Bennett

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*Attorneys for Napier Park Distressed Debt
Opportunity Master Fund Ltd. (f/k/a CAI
Distressed Debt Opportunity Master Fund Ltd.)**

*[*complete list of represented Defendants listed in
Appendix A to the Answer filed by Term Loan
Lenders, Dkt. No. 241]*

CERTIFICATE OF SERVICE

I hereby certify that, on January 20, 2016, I caused to be served a true and correct copy of the *Rule 7007.1 Disclosure* filed by Napier Park Distressed Debt Opportunity Master Fund Ltd. (f/k/a CAI Distressed Debt Opportunity Master Fund Ltd.) by operation of the Case Management/Electronic Case Filing System for the United States Bankruptcy Court for the Southern District of New York (the "CM/ECF System") upon all parties registered in the CM/ECF System.

/s/ Bruce Bennett
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EXHIBIT D

Redacted Corporate Ownership Statement of the Sankaty Entities

Bruce Bennett (admitted *pro hac vice*)

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John W. Spiegel (admitted *pro hac vice*)

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Attorneys for Avery Point CLO, Limited; Chatham Light II CLO, Limited; Katonah III, Ltd.;
Katonah IV, Ltd.; Nash Point CLO; Race Point II CLO, Limited; Race Point III CLO, Limited;
Race Point IV CLO, Ltd.; and Sankaty High Yield Partners III Grantor Trust as successor in
interest to Sankaty High Yield Partners III, L.P.

**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 (REG)
Debtors.	)	(Jointly Administered)
MOTORS LIQUIDATION COMPANY)	
AVOIDANCE ACTION TRUST, by and through	)	Adversary Proceeding
Wilmington Trust Company, solely in its capacity as	)	Case No. 09-00504 (REG)
Trust Administrator and Trustee,)	
Plaintiff,)	
vs.)	
JPMORGAN CHASE BANK, N.A., <i>et al.</i> ,)	
Defendants.)	

RULE 7007.1 DISCLOSURE

Pursuant to Rule 7007.1 of the Federal Rules of Bankruptcy Procedure, Defendants Avery Point CLO, Limited; Chatham Light II CLO, Limited; Katonah III, Ltd.; Katonah IV, Ltd.; Nash Point CLO; Race Point II CLO, Limited; Race Point III CLO, Limited; Race Point IV CLO, Ltd.; and Sankaty High Yield Partners III Grantor Trust as successor in interest to Sankaty High Yield Partners III, L.P., by and through their undersigned attorneys, certify the following:

Avery Point CLO, Limited is a corporation organized under the laws of the Cayman Islands. [REDACTED], [REDACTED], [REDACTED], [REDACTED], and [REDACTED] are the only business entities that own 10% or more of the equity interests in Avery Point CLO, Limited.

Chatham Light II CLO, Limited is a corporation organized under the laws of the Cayman Islands. [REDACTED], [REDACTED], and [REDACTED] are the only business entities that own 10% or more of the equity interests in Chatham Light II CLO, Limited.

Katonah III, Ltd. is a corporation organized under the laws of the Cayman Islands. [REDACTED], [REDACTED], and [REDACTED] are the only business entities that own 10% or more of the equity interests in Katonah III, Ltd.

Katonah IV, Ltd. is a corporation organized under the laws of the Cayman Islands. Katonah IV, Ltd. is not aware of any business entities that own 10% or more of the equity interests of Katonah IV, Ltd.

Nash Point CLO is a corporation organized under the laws of Ireland. [REDACTED], [REDACTED] and [REDACTED] are the only business entities that own 10% or more of the equity interests in Nash Point CLO.

Race Point II CLO, Limited is a corporation organized under the laws of the Cayman Islands. [REDACTED], [REDACTED], [REDACTED], and [REDACTED] are the only business entities that own 10% or more of the equity interests in Race Point II CLO, Limited.

Race Point III CLO, Limited is a corporation organized under the laws of Ireland. [REDACTED] and [REDACTED] are the only business entities that own 10% or more of the equity interests in Race Point III CLO, Limited.

Race Point IV CLO, Ltd. is a corporation organized under the laws of the Cayman Islands. [REDACTED] and [REDACTED] are the only business entities that own 10% of the equity interests in Race Point IV CLO, Ltd.

Sankaty High Yield Partners III Grantor Trust as successor in interest to Sankaty High Yield Partners III, L.P. is a statutory trust organized under the laws of Delaware. [REDACTED], [REDACTED], and [REDACTED] are the only business entities that own 10% or more of the equity interests in Sankaty High Yield Partners III Grantor Trust as successor in interest to Sankaty High Yield Partners III, L.P.

Dated: January 20, 2016

Respectfully submitted,

/s/ Bruce Bennett

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*Attorneys for Avery Point CLO, Limited;
Chatham Light II CLO, Limited; Katonah III,
Ltd.; Katonah IV, Ltd.; Nash Point CLO; Race
Point II CLO, Limited; Race Point III CLO,
Limited; Race Point IV CLO, Ltd.; and
Sankaty High Yield Partners III Grantor Trust
as successor in interest to Sankaty High Yield
Partners III, L.P.**

*[*complete list of represented Defendants
listed in Appendix A to the Answer [Dkt. No.
241]]*

CERTIFICATE OF SERVICE

I hereby certify that, on January 20, 2016, I caused to be served a true and correct copy of the *Rule 7007.1 Disclosure* filed by Avery Point CLO, Limited; Chatham Light II CLO, Limited; Katonah III, Ltd.; Katonah IV, Ltd.; Nash Point CLO; Race Point II CLO, Limited; Race Point III CLO, Limited; Race Point IV CLO, Ltd.; and Sankaty High Yield Partners III Grantor Trust as successor in interest to Sankaty High Yield Partners III, L.P. by operation of the Case Management/Electronic Case Filing System for the United States Bankruptcy Court for the Southern District of New York (the "CM/ECF System") upon all parties registered in the CM/ECF System.

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