

UNITED STATES BANKRUPTCY COURT  
FOR THE SOUTHERN DISTRICT OF NEW YORK

<b>In re:</b>	:	<b>Chapter 11</b>
	:	
<b>MOTORS LIQUIDATION COMPANY., et al.</b>	:	<b>Case No. 09-50026 (REG)</b>
	:	<b>(Jointly Administered)</b>
<b>Debtors.</b>	:	
<b>NCR CORPORATION,</b>	:	
<b>Plaintiff</b>	:	
	:	
<b>v.</b>	:	
	:	<b>Adv. Proc. No. 11-09400</b>
<b>MOTORS LIQUIDATION COMPANY,</b>	:	
<b>Defendant.</b>	:	

**STIPULATION OF DISMISSAL WITH PREJUDICE**

**IT IS HEREBY STIPULATED AND AGREED**, by and among the undersigned counsel for the parties hereto, that the above-captioned matter is dismissed with prejudice, each party to bear its own costs.

HANGLEY ARONCHICK SEGAL PUDLIN & SCHILLER, P.C.

WEIL, GOTSHAL & MANGES LLP

By:           /s/ Matthew A. Hamermesh            
Matthew A. Hamermesh (admitted *pro hac vice*)  
Joseph A. Dworetzky (admitted *pro hac vice*)  
Jacqueline R. Dungee (JD6936)  
One Logan Square, 27th Floor  
Philadelphia, PA 19103  
(215) 568-6200

By:           /s/ Joseph H. Smolinsky            
Harvey R. Miller  
Stephen Karotkin  
Joseph H. Smolinsky  
767 Fifth Avenue  
New York, New York 10153  
Telephone: (212) 310-8000  
Facsimile: (212) 310-8007

*Attorneys for Plaintiff NCR Corporation*

*Attorneys for Defendant Motors Liquidation Corporation*

**SO ORDERED THIS \_\_\_\_ DAY OF \_\_\_\_, 2012**

\_\_\_\_\_  
HON. ROBERT E. GERBER  
UNITED STATES BANKRUPTCY JUDGE