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Bernstein Fund Inc. - Intermediate
Duration Portfolio and Sanford C.
Bernstein Fund Inc. II - Intermediate
Duration Institutional Portfolio*

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

-----X
In re:

MOTORS LIQUIDATION COMPANY, f/k/a
GENERAL MOTORS CORPORATION, *et al.*,

Debtors.

-----X
MOTORS LIQUIDATION COMPANY AVOIDANCE
ACTION TRUST, by and through the Wilmington Trust
Company, solely in its capacity as Trust Administrator and
Trustee,

Plaintiff,

against

JPMORGAN CHASE BANK, N.A., *et al.*,

Defendants.
-----X

Chapter 11

Case No. 09-50026 (MG)
(Jointly Administered)

Adversary Proceeding

Case No. 09-00504 (MG)

**STIPULATION AND [PROPOSED] ORDER DISMISSING
ADVERSARY PROCEEDING AGAINST SANFORD C. BERNSTEIN FUND
INC. - INTERMEDIATE DURATION PORTFOLIO AND SANFORD C. BERNSTEIN
FUND INC. II - INTERMEDIATE DURATION INSTITUTIONAL PORTFOLIO**

WHEREAS, on May 20, 2015, Plaintiff filed a First Amended Adversary Complaint for (1) Avoidance of Unperfected Lien, (2) Avoidance and Recovery of the Postpetition Transfers, (3) Avoidance and Recovery of Preferential Payments, and (4) Disallowance of Claims by Defendants (“**Amended Complaint**”) (Adv. Pro. Dkt. No. 91) and thereafter served the Amended Complaint on, among others defendants, Sanford C. Bernstein Fund Inc. - Intermediate Duration Portfolio (“**Sanford I**”) and Sanford C. Bernstein Fund Inc. II - Intermediate Duration Institutional Portfolio (“**Sanford II**” and together with Sanford I, “**Defendants**”);

WHEREAS, the claims asserted against Defendants in the Amended Complaint concern a certain prepetition transfer made to Sanford I on or about May 27, 2009 in the amount of \$14,574.40 (the “**Sanford I Transfer**”) and a certain prepetition transfer made to Sanford II (identified in the Amended Complaint as “Sanford Bernstein II Interm DU”) on or about May 27, 2009 in the amount of \$8,744.64 (the “**Sanford II Transfer**”), and the Defendants may have received certain additional transfers totaling \$5,000.00 on or about April 3, 2009 (together with the Sanford I Transfer and Sanford II Transfer, the “**Transfers**”), all made pursuant to a certain term loan agreement, dated as of November 29, 2006, as amended by that certain first amendment dated as of March 4, 2009 (the “**Term Loan Agreement**”); and

WHEREAS, on November 30, 2015, Defendants filed an Answer to the Amended Complaint (Adv. Pro. Dkt. No. 288);

NOW, THEREFORE, IT IS HEREBY STIPULATED AND AGREED, by and between counsel for the parties, as follows:

1. The claims against Defendants set forth in the Amended Complaint, solely with respect to the Transfers, are dismissed from this adversary proceeding with prejudice; and

2. Defendants are dismissed from this adversary proceeding without prejudice as to any additional claims Plaintiff may have against Defendants arising out of the Term Loan Agreement.

Dated: New York, New York
April 21, 2016

New York, New York
April 21, 2016

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*Attorneys for Defendants Sanford C. Bernstein
Fund Inc. - Intermediate Duration Portfolio and
Sanford C. Bernstein Fund Inc. II - Intermediate
Duration Institutional Portfolio*

SO ORDERED

Dated: New York, New York
April __, 2016

Martin Glenn
United States Bankruptcy Judge