

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

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In re:

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

Chapter 11

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

Debtors.

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

Plaintiff,

Adversary Proceeding

Case No. 09-00504 (MG)

against

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

Defendants.
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**STIPULATION AND ORDER DISMISSING CLAIMS
RELATING TO THE TERM LOAN INTEREST PAYMENT MADE
DURING THE PREFERENCE PERIOD ON OR BEFORE MAY 27, 2009**

WHEREAS, on May 20, 2015, Plaintiff Motors Liquidation Company Avoidance Action Trust filed a First Amended Adversary Complaint in the above-referenced action (the “**Amended Complaint**”) (Adv. Pro. Dkt. No. 91);

WHEREAS, the Amended Complaint includes a claim for the Avoidance and Recovery of Preferential Payments (the “**Third Claim for Relief**”), which relates to the Term Loan interest payment made during the preference period on or before May 27, 2009 (the “**May 2009 Payment**”);

WHEREAS, following discovery regarding the nature and timing of the May 2009 Payment, counsel for Plaintiff and Defendants’ Steering Committee met and conferred regarding the Defendants’ ordinary course of business defense to the Third Claim for Relief;

WHEREAS, Plaintiff has voluntarily agreed to dismiss, with prejudice, the Third Claim for Relief in the Amended Complaint against the Defendants set forth on Exhibits 1 and 2 hereto;

NOW, THEREFORE, IT IS HEREBY STIPULATED AND AGREED, by and among undersigned counsel, as follows:

1. The Third Claim for Relief is dismissed, with prejudice, against the Defendants set forth on Exhibits 1 and 2 hereto.

2. Each Defendant listed on Exhibit 2 hereto (the “Preference-Only Defendant,” and collectively, the “Preference-Only Defendants”) represents that, to the best of its knowledge, it did not receive any of the Postpetition Transfers identified in the Plaintiff’s Second Claim for Relief in the Amended Complaint; and each Preference-Only Defendant further represents that, to the best of its knowledge, it has not received any other postpetition transfer in respect of an interest in the term loan that is the subject of the Adversary Proceeding. On the basis of the foregoing representations, the Adversary Proceeding is dismissed with prejudice in its entirety as it relates to the Preference-Only Defendants and such parties are no longer Defendants in this action.

3. To the extent any Preference-Only Defendants have asserted cross-claims against defendant JPMorgan Chase Bank, N.A., those cross-claims are dismissed with prejudice as well.

4. Any other defendant may join and become party to this Stipulation by executing with Plaintiff’s counsel the Term Lender Acknowledgement And Consent, in the form set forth on Exhibit 3 hereto (the “**Acknowledgement**”) and filing the fully-executed Acknowledgement with the Bankruptcy Court. Upon the filing of the fully-executed Acknowledgement and without the need for further Court order, such defendants shall be deemed automatically to be parties to this Stipulation and Proposed Order.

5. Certain of the names plaintiff alleged for defendants in the Amended Complaint include inaccuracies and, therefore, some of the Defendants listed on Exhibits 1 and 2 or in the Acknowledgements use names that differ from the names used by plaintiff in the Amended Complaint. To the extent there is a difference, the terms of this Stipulation and Proposed Order shall apply to the correct party defendant.

Dated: New York, New York
November 9, 2016

New York, New York
November 9, 2016

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N.A. and JPMorgan Whitefriars Inc.*

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*Attorneys for the Ad Hoc Group of Term Lenders
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Hahn & Hessen LLP

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Attorneys for Certain Term Loan Lenders

Exhibit 1

**(Schedule of Defendants Dismissed from the Third Claim
for Relief Only)**

**Stipulation and [Proposed] Order Dismissing Claims
Relating to the Term Loan Interest Payment Made
During the Preference Period on or Before May 27, 2009**

Exhibit 1

DEFENDANTS REPRESENTED BY WACHTELL, LIPTON, ROSEN & KATZ AND KELLEY, DRYE & WARREN

<u>Correct Name of Entity</u>	<u>Entity as Identified in the First Amended Complaint</u>
JPMorgan Chase Bank, N.A.	<ul style="list-style-type: none"> • JPMorgan Chase Bank, N.A. • JPMCB — Secondary Loan & Distressed Credit Trading
JPMorgan Whitefriars Inc.	JPMorgan Whitefriars Inc.

DEFENDANTS REPRESENTED BY HAHN & HESSEN:

<u>Correct Name of Entity</u>	<u>Entity as Identified in the First Amended Complaint</u>
Arch Reinsurance Ltd.	Arch Reinsurance Ltd.
Master Trust for Certain Tax Qualified Bechtel Retirement Plans, <i>f/k/a</i> Master Trust for Certain Tax-Qualified Retirement Plans of Bechtel Corporation	<ul style="list-style-type: none"> • Bechtel Trust & Thrift Plan Becon Trust & Thrift Plan • Logan Circle – Bechtel Corporation¹
Bill & Melinda Gates Foundation Trust	<ul style="list-style-type: none"> • Oaktree – Bill & Melinda Gates Foundation Trust • Reams – Bill & Melinda Gates Foundation Trust • Wells – 14945000 • Wells Capital Management 18866500
Board of Fire and Police Pension Commissioners of the City of Los Angeles	<ul style="list-style-type: none"> • Reams Board of Fire & Police Pension Commissioners of the City of Los Angeles • Reams – LA Fire & Police
Board of Pensions of the Presbyterian Church (U.S.A.)	Reams – Board of Pen Presbyterian Church
Building Trades United Pension Trust Fund	Reams – Building Trades United Pension Trust

¹ Solely with respect to the term debt allegedly held Master Trust for Certain Tax Qualified Bechtel Retirement Plans.

Carpenters Pension Fund of Illinois	<ul style="list-style-type: none"> • Reams – Carpenters Pension Fund of Illinois • Reams – Carpenters Pension Fund of Illinois Pension Plan
City of Milwaukee Employees’ Retirement System	<ul style="list-style-type: none"> • City of Milwaukee Employees Retirement System • City of Milwaukee Retirement System • Reams City of Milwaukee Retirement System • Reams – Employes’ Retirement System of the City of Milwaukee
Coca-Cola Company Retirement & Master Trust	<ul style="list-style-type: none"> • Coca Cola Co Ret & MSTR Tr • The Assets Management Committee of the Coca-Cola Company Master Retirement Trust
Columbus Unconstrained Bond Fund (formerly Reams Unconstrained Bond Fund)	<ul style="list-style-type: none"> • Reams – Columbus Extended Market Fund LLC • Reams Unconstrained Bond Fund LLC
Connecticut General Life Insurance Company In Respect of Its Separate Account 4828CP	Reams – Connecticut General Life Insurance Company
Cummins Inc. and Affiliates Collective Investment Trust	Reams – Cummins Inc. & Affiliates Collective Investment Trust
Dallas Employee Retirement Fund	<ul style="list-style-type: none"> • BlackRock Employees’ Retirement Fund of the City of Dallas • Employees Retirement Fund of the City of Dallas • Oaktree – Employees Retirement Fund of the City of Dallas
Debello Investors LLC	Debello Investors LLC
Eighth District Electrical Pension Fund	Reams – Eight District Electrical Pension Fund
Emerson Electric Co. Retirement Master Trust	<ul style="list-style-type: none"> • Reams – Emerson Electric • Reams – Emerson Electric Company Retirement Master Trust
Employees’ Retirement System of Baltimore County	<ul style="list-style-type: none"> • Reams – Baltimore County Retirement • Reams – Employees’ Retirement System of Baltimore County
Foothill CLO I, Ltd.	Foothill CLO I, Ltd.
GoldenTree Loan Opportunities III, Ltd.	Goldentree Loan Opportunities III, Ltd.
GoldenTree Loan Opportunities IV, Ltd.	Goldentree Loan Opportunities IV, Ltd.
Gulf Stream – Compass CLO 2003-1, Ltd.*	Gulf Stream Compass CLO 2003-1 Ltd.
Gulf Stream – Compass CLO 2007 Ltd.	Gulf Stream – Compass CLO 2007 Ltd.
Gulf Stream – Sextant CLO 2007-1 Ltd.	Gulf Stream – Sextant CLO 2007-1 Ltd.

Halliburton Company Employee Benefit Master Trust	<ul style="list-style-type: none"> • Reams – Halliburton Company • Reams – Halliburton Company Employee Benefit Master Trust
Health Care Foundation of Greater Kansas City	<ul style="list-style-type: none"> • Health Care Foundation of Greater Kansas City • Reams – Health Care Foundation of Greater Kansas City
ILWU/PMA Pension Plan Trust	<ul style="list-style-type: none"> • Reams – ILWU/PMA • Reams – ILWU/PMA Pension Plan
Indiana Public Retirement System	<ul style="list-style-type: none"> • Reams Indiana State Teachers Retirement Fund
Indiana State Police Pension Trust	<ul style="list-style-type: none"> • Reams – Indiana State Police • Reams Indiana State Police Pension Fund • Reams Indiana State Police Pension Trust
Indiana University	<ul style="list-style-type: none"> • Indiana University • Reams – Indiana University • Reams Trustees of Indiana University
Inter-Local Pension Fund of the Graphic Communications Conference of the International Brotherhood of Teamsters	<ul style="list-style-type: none"> • Reams – Inter Local Pension Fund of the Graphic Comm. International Brotherhood of Teamsters
Kraft Heinz Foods Company & Kraft Foods Master Retirement Trust	<ul style="list-style-type: none"> • Kraft Foods Global Inc. • Reams Kraft Foods Global Inc. • Reams – Kraft Foods Master Retirement Trust
Kynikos Opportunity Fund II, L.P.	<ul style="list-style-type: none"> • Kynikos Opportunity Fund II LP
Kynikos Opportunity Fund International Limited	Kynikos Opportunity Fund International Ltd.
Kynikos Opportunity Fund, L.P.	Kynikos Opportunity Fund LP
Master Trust Pursuant to the Retirement Plans of APL Limited & Subsidiaries	<ul style="list-style-type: none"> • Reams – American President Lines Ltd. • Reams – Master Trust Pursuant to the Retirement Plans of APL Ltd. & Subsidiaries
Mather Foundation	<ul style="list-style-type: none"> • Reams – The Mather Foundation Core Plus • The Mather Foundation
Montana Board of Investments	<ul style="list-style-type: none"> • Montana Board of Investments • Reams Montana Board of Investments
Municipal Employees’ Retirement System of Michigan	<ul style="list-style-type: none"> • Reams Municipal Employee Retirement System of Michigan
New Orleans Carpenters Pension Plan <i>f/k/a Louisiana Carpenters Regional Council Pension Plan</i>	<ul style="list-style-type: none"> • Louisiana Carpenters Regional Council Pension Trust Fund • Reams Louisiana Carpenters Regional Council Pension Trust Fund
Oak Hill Credit Partners II Ltd.*	Oak Hill Credit Partners II Ltd.
Oak Hill Credit Partners III Ltd.*	Oak Hill Credit Partners III Ltd.
Oak Hill Credit Partners IV Ltd.*	Oak Hill Credit Partners IV Ltd.

Purdue University	Reams – Trustees of Purdue University
Prudential Retirement Insurance & Annuity Company, on behalf of Separate Account SA-18	Reams – Prudential Retirement Insurance & Annuity Company
Raytheon Master Pension Trust ²	<ul style="list-style-type: none"> • Logan – Raytheon MPT – Floating Rate • Logan – Raytheon MPT – Mid Grade Portfolio • Raytheon MPT – Logan Floating Rate Portfolio • Raytheon MPT – Logan Mid Grade Portfolio • WAMCO – 3131 – Raytheon Master Pension Master Trust
Retirement Board of the Park Employees’ and Retirement Board Employees’ Annuity and Benefit Fund of Chicago	<ul style="list-style-type: none"> • Reams – Chicago Park District • Reams – Retirement Board of the Park Employees Annuity & Benefit Fund
Santa Barbara County Employees’ Retirement System	<ul style="list-style-type: none"> • Reams – Santa Barbara County • Reams – Santa Barbara County Employees’ Retirement System • Santa Barbara County
Scout Core Plus Bond Fund (formerly Frontegra Columbus Core Plus Bond Fund)	Reams – Frontegra Columbus Core Plus Fund
Seattle City Employees’ Retirement System	<ul style="list-style-type: none"> • Reams – Seattle City Employee’s Retirement System • Seattle City Employees’ Retirement System
Shinnecock CLO II, Ltd.	Shinnecock CLO II Ltd.
Sonoma County Employees’ Retirement Association	Reams – Sonoma County Employees Retirement Association
State of Indiana Major Moves Construction Fund	<ul style="list-style-type: none"> • Reams – St. Indiana Major Moves • Reams – State of Indiana Major Moves Construction Fund • State of Indiana Major Moves
St. Luke’s Health System Corporation, as successor to St. Luke’s Episcopal Health System Foundation	<ul style="list-style-type: none"> • Pimco – St. Luke Episcopal Health System Foundation • Reams – St. Luke Episcopal Health System Foundation
Taxable Fixed Income Managers: Portfolio 1 [Series] f/k/a Goldman Sachs GMS Core Plus Fixed Income Portfolio	Reams – Goldman Core Plus Fixed
The Children’s Hospital of Philadelphia Foundation	<ul style="list-style-type: none"> • Reams Children’s Hospital Fund • Reams – Children’s Hospital Philadelphia • The Children’s Hospital Foundation

² With respect to accounts Logan Floating Rate Portfolio, WAMCO 3131, and Logan Mid Grade Portfolio.

The Duchossois Group Inc. Pension Trust	<ul style="list-style-type: none"> • Reams – Duchossois Ind. Inc. • The Duchossois Group Inc.
The Rotary Foundation	<ul style="list-style-type: none"> • Reams – Rotary International Foundation • Reams – The Rotary Foundation
University of Kentucky	Reams – University of Kentucky
Ventura County Employees’ Retirement Association	Reams – Ventura County Employees’ Retirement Association
Vulcan Ventures, Inc.	Vulcan Ventures Inc.
Wexford Catalyst Investors LLC	Wexford Catalyst Investors
Wexford Spectrum Investors LLC	Wexford Spectrum Investors LLC

DEFENDANTS REPRESENTED BY DAVIS POLK & WARDWELL LLP:

<u>Correct Name of Entity</u>	<u>Entity as Identified in the First Amended Complaint</u>
Arrowgrass Master Fund Ltd.	Arrowgrass Master Fund Ltd.
Baltic Funding, LLC	Baltic Funding, LLC
Bank of America, N.A.	Bank of America, N.A.
Barclays Bank PLC	Barclays Bank PLC
Citibank, N.A.	Citibank, N.A.
Citigroup Financial Products Inc.	Citigroup Financial Products Inc.
Deutsche Bank AG	Deutsche Bank AG
Deutsche Bank AG Cayman Island Branch	Deutsche Bank AG Cayman Island Branch
Goldman Sachs – ABS Loans 2007 Ltd.	Goldman Sachs – ABS Loans 2007 Ltd.
Goldman Sachs Lending Partners LLC	Goldman Sachs Lending Partners LLC
Grand Central Asset Trust, WAM Series	Grand Central Asset Trust Wam Series
Loan Funding XI LLC	Loan Funding XI LLC
Marathon CLO I Ltd.	Marathon CLO I Ltd.
Marathon CLO II Ltd.	Marathon CLO II Ltd.
Marathon Financing I, B.V.	Marathon Financing I B V
Merrill Lynch Capital Services, Inc.	Merrill Lynch Capital Services, Inc.
Morgan Stanley Senior Funding Inc.	Morgan Stanley Senior Funding Inc.
Muzinich & Company (Ireland) Ltd. for the Account of Muzinich Loan Fund Plus f/k/a Muzinich & Company (Ireland) Ltd. for the Account of Extra Yield \$ Loan Fund	Muzinich & Company (Ireland) Ltd. for the Account of Extra Yield S Loan Fund
The Royal Bank of Scotland plc	The Royal Bank of Scotland PLC New York Branch

DEFENDANTS REPRESENTED BY KASOWITZ BENSON TORRES & FRIEDMAN LLP:

<u>Correct Name of Entity</u>	<u>Entity as Identified in the First Amended Complaint</u>

BlackRock Corporate High Yield Fund, Inc.	<ul style="list-style-type: none"> • BlackRock Corporate High Yield Fund, Inc. • BlackRock Corporate High Yield Fund III, Inc. • BlackRock Corporate High Yield Fund V, Inc. • BlackRock Corporate High Yield Fund VI, Inc.
BlackRock Debt Strategies Fund, Inc.	<ul style="list-style-type: none"> • BlackRock Debt Strategies Fund, Inc. • BlackRock Senior High Income Fund, Inc. • BlackRock Strategic Bond Trust
BlackRock Floating Rate Income Strategies Fund, Inc.	<ul style="list-style-type: none"> • BlackRock Floating Rate Income Strategies Fund, Inc. • BlackRock Diversified Income Strategies Fund, Inc.
BlackRock High Yield Bond Portfolio, a series of BlackRock Funds II	<ul style="list-style-type: none"> • BlackRock Funds High Yield Bond Portfolio • BlackRock High Income Fund of BlackRockbond Fund Inc.
High Yield Bond Portfolio	BlackRock Managed Account Series High Income Portfolio
BlackRock Global Investment Series: Income Strategies Porfolio	BlackRock Global Investment Series: Income Strategies Porfolio
BlackRock Corporate High Yield Fund, Inc.	<ul style="list-style-type: none"> • BlackRock High Income Shares • BlackRock High Yield Trust
BlackRock Fixed Income Portable Alpha (Offshore) Fund	BlackRock Multi Strategy Sub-Trust C
BlackRock Senior Income Series IV	BlackRock Senior Income Series IV
The Galaxite Master Unit Trust	The Galaxite Master Unit Trust
BlackRock Funds II - High Yield Bond Portfolio	BlackRock Funds II - High Yield Bond Portfolio
California State Teachers' Retirement System	BlackRock California State Teachers Retirement System
The Missouri State Employees Retirement System	Missouri State Employees Retirement System
Fortress Credit Investments I Ltd.	Fortress Credit Investments I Ltd.
Fortress Credit Investments II Ltd.	Fortress Credit Investments II Ltd.
Mason Capital, L.P.	Mason Capital LP
Mason Capital, Ltd.	Mason Capital Ltd.
Thrivent High Yield Fund, a series of Thrivent Mutual Funds	Thrivent High Yield Fund
Thrivent High Yield Portfolio, a series of Thrivent Series Fund, Inc.	Thrivent High Yield Portfolio

Thrivent Income Fund, a series of Thrivent Mutual Funds	Thrivent Income Fund
Thrivent Income Portfolio, a series of Thrivent Series Fund, Inc.	Thrivent Series Fund, Inc. - Income Portfolio
LVIP Delaware Bond Fund, a series of Lincoln Variable Insurance Products Trust	Delaware - LVIP Delaware Bond Fund
LVIP Delaware Foundation® Conservative Allocation Fund, a series of Lincoln Variable Insurance Products Trust (and the successor to LVIP Delaware Managed Fund)	L-3 Lincoln Variable Insurance Products Trust - Managed Fund
The Lincoln National Life Insurance Company Separate Account 12	Lincoln National Life Insurance Company Separate Account 12
The Lincoln National Life Insurance Company Separate Account 20	Lincoln National Life WSA20
Fairway Loan Funding Company	Pimco Fairway Loan Funding Company
Red River HYPI, L.P.	PIMCO2603 - Red River HYPI LP
PIMCO Cayman Trust: PIMCO Cayman Bank Loan Fund	PIMCO3813 - Pimco Cayman Bank Loan Fund
Portola CLO, Ltd.	<ul style="list-style-type: none"> • Portola CLO, Ltd. • PIMCO6819 Portola CLO Ltd.
PIMCO Funds: Private Account Portfolio Series High Yield Portfolio	PIMCO706-Private High Yield Portfolio
Mayport CLO, Ltd.	Mayport Clo Ltd
PIMCO Funds: Global Investors Series plc, Global Investment Grade Credit Fund	Global Investment Grade Credit Fund
Lord Abbett Investment Trust -- Floating Rate Fund	Lord Abbett Investment Trust - Lord Abbett Floating Rate Fund
Fire & Police Employees' Retirement System of the City of Baltimore	MacKay 8067 - Fire & Police Employee Retirement System Of The City Of Baltimore
Putnam 29X-Funds Trust Floating Rate Income Fund	Putnam 29X-Funds Trust Floating Rate Income Fund
Delaware Diversified Income Fund, a series of Delaware Group Adviser Funds	Delaware Diversified Income Fund
Delaware Extended Duration Bond Fund, a series of Delaware Group Income Funds	Delaware Extended Duration Bond Fund
Delaware Dividend Income Fund, a series of Delaware Group Equity Funds V	Delaware Group Equity V Inc. Dividend Income Fund
Delaware Core Plus Bond Fund, a series of Delaware Group Government Fund	Delaware Group Government Fund Core Plus Fund
Delaware Corporate Bond Fund, a series of Delaware Group Income Funds	Delaware Group Inc. Fund Inc. Corporate Bond Fund

Delaware High-Yield Opportunities Fund, a series of Delaware Group Income Funds	Delaware Group Income Funds – Delaware High Yield Opportunities Fund
Delaware Investments Dividend & Income Fund, Inc.	Delaware Investments Dividend & Income Fund, Inc.
Delaware Enhanced Global Dividend and Income Fund	Delaware Investments Global Dividend & Income Fund
Optimum Fixed Income Fund, a series of Optimum Fund Trust	Delaware Optimum Fixed Income Fund
The Core Plus Fixed Income Portfolio, a series of Delaware Pooled Trust	Delaware Pooled Trust – Core Plus Fixed Income Portfolio
The High-Yield Bond Portfolio, a series of Delaware Pooled Trust	Delaware Pooled Trust – High Yield Bond Portfolio
Delaware VIP Diversified Income Series, a series of Delaware VIP Trust	Delaware VIP Trust Diversified Income Series
Delaware VIP High-Yield Series, a series of Delaware VIP Trust	Delaware VIP Trust High Yield Series
New York Life Insurance Company ³	<ul style="list-style-type: none"> • MacKay New York Life Insurance Company (Guaranteed Products) • New York Life Insurance Company Guaranteed Products • New York Life Insurance Company GP - Portable Alpha • MacKay Shields Core Plus Alpha Fund Ltd.
Houston Police Officers’ Pension System	<ul style="list-style-type: none"> • Arnold-Houston Police Officers' Pension System • MacKay-Houston Police Officers Pension System
Plumbers & Pipefitters National Pension Fund	Plumbers & Pipefitters National Pension Fund
Russell Investment Company Russell Strategic Bond Fund	<ul style="list-style-type: none"> • Logan Circle - Russell Strategic Bond Fund • Russell Strategic Bond Fund
Russell Institutional Funds LLC Russell Core Bond Fund	Logan Circle - Russell Inst Funds LLC - Russell Core Bond Fund
Russell Investment Company plc Russell U.S. Bond Fund	Logan Circle - Russell Investment Company PLC
Russell Trust Company Russell Multi-Manager Bond Fund	Logan Circle - Russell Multi-Managed Bond Fund

³ New York Life Insurance Company is the entity that invested in the Term Loan through accounts bearing the following (or similar) names listed in the Amended Complaint MacKay New York Life Insurance Company (Guaranteed Products), New York Life Insurance Company Guaranteed Products, New York Life Insurance Company GP - Portable Alpha, MacKay Shields Core Plus Alpha Fund Ltd.

John Hancock Variable Insurance Trust - Floating Rate Income Trust	WAMCO 3073 - John Hancock Trust Floating Rate Income Trust
John Hancock Funds II Floating Rate Income Fund	WAMCO 3074 - John Hancock Fund II - Floating Rate Income Fund
John Hancock Variable Insurance Trust High Yield Trust (f/k/a John Hancock Variable Insurance Trust - U.S. High Yield Bond Trust)	Wells Capital Management 16959700
John Hancock Funds II High Yield Bond Fund	Wells Capital Management 16959701
Neuberger Berman High Yield Strategies Fund Inc.	Lehman Brothers First Trust Income Opportunity Fund
Neuberger Berman High Income Bond Fund	Lehman Brothers High Income Bond Fund
Guggenheim Portfolio Company X, LLC	Guggenheim Portfolio Co X LLC
Guggenheim High Yield Fund	Security Investors - Security Income Fund - High Yield Series
Freescale Semiconductor Inc., 401(k) Retirement Savings Plan	PIMCO 1464 - Freescale Semiconductor Inc. Retirement Savings
Virginia Retirement System	<ul style="list-style-type: none"> • PIMCO2244 - Virginia Retirement System • WAMCO 3023 - Virginia Retirement Systems Bank Loan Portfolio • WAMCO 176 - Virginia Supplemental Retirement System
BBT Master Fund, L.P.	Cap Fund, LP
BBT Fund, L.P.	BBT Fund, L.P.
SRI Fund, L.P.	SRI Fund, L.P.
North Dakota State Investment Board	Wells Capital Management 16017000
Four Corners CLO II Ltd.	Four Corners CLO II Ltd.
Four Corners CLO III Ltd.	Four Corners CLO III Ltd.
Genesis CLO 2007-1 Ltd	Genesis CLO 2007-1 Ltd
Illinois Municipal Retirement Fund	<ul style="list-style-type: none"> • Illinois Municipal Retirement Fund • Fidelity Illinois Muni Ret Fd. ⁴

DEFENDANTS REPRESENTED BY JONES DAY & MUNGER TOLLES & OLSON LLP:

<u>Correct Name of Entity</u>	<u>Entity as Identified in the First Amended Complaint</u>
Ares Enhanced Credit Opportunities Fund Ltd.*	Ares Enhanced Cr Opp Fd Ltd.
Ares Enhanced Loan Investment Strategy III, Ltd.	Ares Enhanced LN INV III Ltd
Ares Enhanced Loan Investment Strategy IR, Ltd.	Ares Enhanced LN INV IR

⁴ Fidelity Illinois Muni Ret Fd. was named in the Amended Complaint in addition to the Illinois Municipal Retirement Fund. Upon information and belief, Fidelity Illinois Muni Ret Fd., was the account name of the Illinois Municipal Retirement Fund's investment, and was incorrectly named in the Amended Complaint.

Ares IIIR/IVR CLO Ltd.	Ares IIIR IVR CLO Ltd.
Ares IX CLO Ltd.*	Ares IX CLO Ltd.
Ares VIII CLO Ltd.*	Ares VIII CLO Ltd.
Ares VIR CLO Ltd.	Ares VIR CLO Ltd.
Ares VR CLO Ltd.	Ares VR CLO Ltd.
Ares XI CLO Ltd.	Ares XI CLO Ltd.
Atrium IV	Atrium IV
Atrium V	Atrium V
Avery Point CLO, Limited	Avery Point CLO Ltd.
Ballyrock 2006-1, Ltd.*	Ballyrock CLO 2006-1 Ltd.
Ballyrock CLO 2006-2, Ltd.*	Ballyrock CLO 2006-2 Ltd.
Ballyrock CLO II Ltd.*	Ballyrock CLO II Ltd.
Ballyrock CLO III, Ltd.*	Ballyrock CLO III Ltd.
Bentham Wholesale Syndicated Loan Fund	Credit Suisse Syndicated Loan Fund
Big Sky III Senior Loan Trust*	Big Sky III Senior Loan Trust
Black Diamond CLO 2005-1 Ltd.	Black Diamond CLO 2005-1 Ltd.
Black Diamond CLO 2005-2 Ltd.	Black Diamond CLO 2005-2 Ltd.
Black Diamond CLO 2006-1 (Cayman) Ltd.	Black Diamond CLO 2006-1 Cayman Ltd.
Black Diamond International Funding, Ltd.	Black Diamond International Funding Ltd.
Board of Retirement of the San Diego County Employees Retirement Association	Oaktree – San Diego County Employees Retirement Association
Castle Garden Funding	Castle Garden Funding
Caterpillar Inc. Pension Master Trust	Caterpillar Inc. Master Pension Trust
Chatham Light II CLO, Limited	Chatham Light II CLO Ltd.
Credit Suisse Loan Funding LLC	Credit Suisse Loan Funding LLC
Crescent Senior Secured Floating Rate Loan Fund LLC	<ul style="list-style-type: none"> • Crescent Senior Secured Floating Rate Loan Fund, LLC • TCW Senior Secured Floating Rate Loan Fund LP
Eaton Vance CDO IX, Ltd.	Eaton Vance CDO IX Ltd.
Eaton Vance CDO VIII, Ltd.	Eaton Vance CDO VIII Ltd.
Eaton Vance CDO X PLC	Eaton Vance CDO X PLC
Eaton Vance Floating Rate Income Trust	Eaton Vance Floating Rate Income Trust
Eaton Vance Floating Rate Portfolio	Eaton Vance Grayson & Co.
Eaton Vance Institutional Senior Loan Fund	Eaton Vance Institutional Senior Loan Fund
Eaton Vance International (Cayman Islands) Floating Rate Income Portfolio	<ul style="list-style-type: none"> • Eaton Vance International (Cayman Islands) Funds Ltd. – Floating-Rate Income Fund • Eaton Vance Medallion Floating Rate Income Portfolio
Eaton Vance Limited Duration Income Fund	Eaton Vance Limited Duration Income Fund
Eaton Vance Loan Opportunities Fund*	Eaton Vance Loan Opportunities Fund, Ltd.
Eaton Vance Senior Debt Portfolio	Eaton Vance Senior Debt Portfolio
Eaton Vance Senior Floating Rate Trust	Eaton Vance Senior Floating Rate Trust
Eaton Vance Senior Income Trust	Eaton Vance Senior Income Trust

Eaton Vance Short Duration Diversified Income Fund	Eaton Vance Short Duration Diversified Income Fund
Eaton Vance Variable Trust Floating Rate Income Fund	Eaton Vance Variable Trust Floating Rate Income Fund
Evergreen High Yield Bond Trust, a series of Evergreen Investment Management Trust*	Evergreen High Yield Bond Trust
Evergreen VA High Income Fund, a series of Evergreen Variable Annuity Trust*	Evergreen VA High Income Fund
FIAM Floating Rate High Income Commingled Pool	Pyramis Floating Rate High Income Commingled Pool
FIAM High Yield Bond Commingled Pool	Pyramis Hi Yld BD Comngl Pool
FIAM High Yield Fund, LLC	Pyramis High Yield Fund LLC
Fidelity Advisor Series I: Fidelity Advisor Floating Rate High Income Fund	Fidelity Advisor Series I – Advisor Floating Rate High Income Fund
Fidelity Advisor Series I: Fidelity Advisor High Income Advantage Fund	Fidelity Advisor Series I – Advisor High Income Advantage Fund
Fidelity Advisor Series I: Fidelity Advisor High Income Fund	Fidelity Advisor Series I – Fidelity Advisor High Income Fund
Fidelity Advisor Series II: Fidelity Advisor Strategic Income Fund	Fidelity Advisor Series II – Advisor Strategic Income Fund
Fidelity American High Yield Fund	Fidelity American High Yield Fund
Fidelity Canadian Asset Allocation Fund	Fidelity Canadian Asset All
Fidelity Central Investment Portfolios LLC: Fidelity Floating Rate Central Fund	Fidelity Central Investment Portfolios LLC Fidelity Floating Rate
Fidelity Central Investment Portfolios LLC: Fidelity High Income Central Fund 1	Fidelity Cen Inv-Hi Inc PF I
Fidelity Central Investment Portfolios LLC: Fidelity High Income Central Fund 2	Fidelity Central Investment Portfolios LLC Fidelity High Income Central Fund 2
Fidelity Income Fund: Fidelity Total Bond Fund	Fidelity Income Fund – Fidelity Total Bond Fund
Fidelity Puritan Trust: Fidelity Puritan Fund	Fidelity Puritan Trust – Puritan Fund
Fidelity School Street Trust: Fidelity Strategic Income Fund	Fidelity School Street Trust-Strategic Income Fund
Fidelity Summer Street Trust: Fidelity Capital & Income Fund	Fidelity Summer Street Trust-Capital & Income Fund
Fidelity Summer Street Trust: Fidelity High Income Fund	Fidelity Summer Street Trust-High Income Fund
First Trust Senior Floating Rate Income Fund II	First Trust Four Corners Senior Floating Rate Income Fund II
First Trust/Four Corners Senior Floating Rate Income Fund*	First Trust/Four Corners Senior Floating Rate Income Fund
GE Capital US Holdings, Inc.	General Electric Capital Corporation
General Electric Pension Trust	General Electric Pension Trust
High Yield Bond Fund, a series of 525 Market Street Fund LLC	Wells – 13702900

IBM Personal Pension Plan Trust	OCM – IBM Personal Pension Plan
International Paper Company Commingled Investment Group Trust	Oaktree – International Paper Co. Commingled Investment Group Trust
Iowa Public Employees’ Retirement System	Iowa Public Employees Retirement System
Jersey Street CLO, Ltd.	Jersey Street CLO, Ltd.
Katonah III, Ltd.	Katonah III, Ltd.
Katonah IV, Ltd.	Katonah IV Ltd.
Legg Mason ClearBridge Capital & Income Fund	<ul style="list-style-type: none"> • Legg Mason ClearBridge Capital & Income Fund • WAMCO 2357 – Legg Mason Partners Capital & Income Fund
Los Angeles Department Water and Power Employees’ Retirement, Disability and Death Benefit Insurance Plan	Wells – Los Angeles Dept. of Water & Power Employees Retire Disability
Madison Park Funding I Ltd.	Madison Park Funding I Ltd.
Madison Park Funding II Ltd.	Madison Park Funding II Ltd.
Madison Park Funding III Ltd.	Madison Park Funding III Ltd.
Madison Park Funding IV Ltd.	Madison Park Funding IV Ltd.
Madison Park Funding V Ltd.	Madison Park Funding V Ltd.
Madison Park Funding VI Ltd.	Madison Park Funding VI Ltd.
Marlborough Street CLO, Ltd.	Marlborough Street CLO Ltd.
Metropolitan West High Yield Bond Fund	Metropolitan West High Yield Bond Fund
MFS Charter Income Trust	MFS Charter Income Trust
MFS Intermarket Income Trust I	MFS Intermarket Income Trust I
MFS Intermediate High Income Fund	MFS Intermediate High Income Fund
MFS Meridian Funds - Global High Yield Fund	MFS Floating Rate Income Fund
MFS Multimarket Income Trust	MFS Multimarket Income Trust
MFS Series Trust III on behalf of MFS Global High Yield Fund	<ul style="list-style-type: none"> • MFS Global High Yield Fund • MFS Series Trust III High Yield Opportunities Fund
MFS Series Trust III on behalf of MFS High Income Fund	<ul style="list-style-type: none"> • MFS Floating Rate High Income Fund • MFS Series Trust III High Income Fund • MFS Series Trust X Floating Rate High Income Fund
MFS Series Trust VIII on behalf of MFS Strategic Income Fund	MFS Series Trust VIII Strategic Income Fund
MFS Series Trust XIII on behalf of MFS Diversified Income Fund	<ul style="list-style-type: none"> • MFS Diversified Income Fund • MFS Diversified Income Fund – Series Trust XIII • MFS-DIF-Diversified Income Fund
MFS Special Value Trust	MFS Special Value Trust

MFS Variable Insurance Trust II on behalf of MFS High Yield Portfolio	<ul style="list-style-type: none"> • MFS – High Yield Variable Account • MFS High Yield Portfolio • MFS Variable Insurance Trust MFS High Income Series
MFS Variable Insurance Trust II on behalf of MFS Strategic Income Portfolio	<ul style="list-style-type: none"> • MFS Strategic Income Portfolio • MFS Variable Insurance Trust - MFS Strategic Income Series VWG • MFS Variable Insurance Trust II Strategic Income Portfolio
Microsoft Global Finance	Microsoft Global Finance Ltd.
Momentum Capital Fund Ltd.	Momentum Capital Fund Ltd.
Mt. Wilson CLO II, Ltd.	Mt. Wilson CLO II Ltd.
Mt. Wilson CLO, Ltd.*	Mt. Wilson CLO Ltd.
Nash Point CLO	Nash Point CLO
Northern Trust Global Advisors, Inc., as Named Fiduciary to the Central States, Southeast, and Southwest Areas Pension Fund ⁵	Oaktree Capital Management - Central States SE and SW Area Pens Plan
Oaktree High Yield Fund II, L.P.	Oaktree – High Yield Fund II, LP
Oaktree High Yield Fund, L.P.	Oaktree – High Yield LP
Oaktree High Yield Plus Fund, L.P.	Oaktree – High Yield Plus Fund LP
Oaktree Loan Fund 2x (Cayman), L.P.	Oaktree Loan Fund 2X (Cayman), LP
Oaktree Loan Fund, L.P.*	Oaktree Loan Fund, LP
Oaktree Senior Loan Fund, L.P.	Oaktree Senior Loan Fund, LP
OCM High Yield Trust	Oaktree Capital Management High Yield Trust
Pacific Gas and Electric VEBA	Oaktree – Pacific Gas & Electric Post Ret Med Trust for Non-Mgt Emp & Retirees
PG&E Corporation Retirement Master Trust	OCM-Pacific Gas & Electric Company Retirement Plan Master Trust
Race Point II CLO, Limited	Race Point II CLO
Race Point III CLO, Limited	Race Point III CLO
Race Point IV CLO, Ltd.	Race Point IV CLO Ltd.
Reinsurance Group of America, Inc.	RGA Reinsurance Company
SSS Funding II, LLC*	SSS Funding II, LLC
State Street Bank and Trust Company as Trustee of the FCA US LLC Master Retirement Trust	Oaktree-DaimlerChrysler Corporation Master Retirement Trust
State Teachers Retirement System of Ohio	OCM-The State Teachers Retirement System of Ohio
TCW High Income Partners Ltd.	TCW High Income Partners Ltd.
TCW Senior Secured Loan Fund L.P.	TCW Senior Secured Loan Fund LP
Texas County & District Retirement System	Texas County & District Ret System
TMCT II, LLC	TMCT II LLC
TMCT, LLC	Oaktree – TMCT LLC

⁵ Northern Trust Global Advisors, Inc., as Named Fiduciary to the Central States, Southeast, and Southwest Areas Pension Fund is represented for all purposes by Munger, Tolles & Olson LLP and not by Jones Day.

Transamerica Aegon High Yield Bond VP, a series of Transamerica Series Trust	<ul style="list-style-type: none"> • Aegon/Transamerica Series Trust MFS Highyield • Transamerica Series Trust
Variable Insurance Products Fund: High Income Portfolio	Fidelity VIP FD Hi Inc PF
Variable Insurance Products Fund: Strategic Income Portfolio	Fidelity Variable Insurance Products V Strategic Income Portfolio
Velocity CLO Ltd.	<ul style="list-style-type: none"> • TCW Velocity CLO • Velocity CLO Ltd.
Vitesse CLO Ltd.	Vitesse CLO Ltd.
Wells Fargo & Company Master Pension Trust	Wells & Company Master Pension Trust: DBA Wells Capital Management – 12222133
Wells Fargo Core Plus Bond Fund, a series of Wells Fargo Funds Trust	<ul style="list-style-type: none"> • Evergreen Core Plus Bond Fund • Wells Fargo Advantage Income Funds: Income Plus Fund
Wells Fargo High Yield Bond Fund, a series of Wells Fargo Funds Trust	Evergreen High Income Fund
Wells Fargo Income Opportunities Fund	<ul style="list-style-type: none"> • Evergreen Income Advantage Fund • Wells Fargo Advantage Income Opportunities Fund
Wells Fargo Multi-Sector Income Fund	<ul style="list-style-type: none"> • Evergreen Multi Sector Income Fund • Wells Fargo Advantage Multi-Sector Income Fund
Wells Fargo Principal Investments, LLC	Foothill Group Inc.
Wells Fargo Utilities and High Income Fund	<ul style="list-style-type: none"> • Evergreen Utilities & High Income Fund • Wells Fargo Advantage Utilities & High Income Fund
Wespath Benefits and Investments	<ul style="list-style-type: none"> • Oaktree – General Board of Pension & Health Benefits of the UN Methodist Church Inc. • UMC Benefit Board, Inc.
West Bend Mutual Insurance Company	West Bend Mutual Insurance Company
Western Asset Floating Rate High Income Fund, LLC	WAMCO Western Asset Floating Rate High Income Fund LLC

* This entity has been terminated, ceases to exist, is not a party to this Adversary Proceeding, and is not being represented by any of the signatories to this Stipulation and Proposed Order. However, to the extent that this entity is ever made a party to this Adversary Proceeding, Plaintiff agrees that it shall be deemed to be included on this Exhibit 1 and entitled to the form of dismissal that such inclusion signifies. The present inclusion of this entity on Exhibit 1 shall not be deemed an admission or acknowledgement that it exists or that it is a party to this Adversary Proceeding.

Exhibit 2

**(Schedule of Defendants Dismissed
from the Entire Adversary Proceeding)**

**Stipulation and [Proposed] Order Dismissing Claims
Relating to the Term Loan Interest Payment Made
During the Preference Period on or Before May 27, 2009
Exhibit 2 (Preference-Only Defendants)**

PREFERENCE-ONLY DEFENDANTS REPRESENTED BY HAHN & HESSEN:

<u>Correct Name of Entity</u>	<u>Entity as Identified in the First Amended Complaint</u>
Caterpillar Master Retirement Trust	DDJ Cap – Caterpillar Master Retirement Trust ¹
DDJ High Yield Fund	DDJ High Yield Fund
J.C. Penney Corporation, Inc. Pension Plan Trust	DDJ – JC Penny Pension Plan Trust
Oak Hill Credit Opportunities Financing Ltd.	Oak Hill Cr Opp Fin Ltd.
Oak Hill Credit Opportunities Master Fund, Ltd.	Oak Hill Credit Opportunities Master Fund, Ltd.
Oak Hill Credit Partners V Ltd.	Oak Hill Credit Partners V Ltd.
OHA Capital Solution Financing (Offshore), Ltd.	OHA Cap Sol Fin Offshore Ltd.
OHA Capital Solution Financing (Onshore), Ltd.	OHA Cap Sol Fin Onshore Ltd.
OHA Park Avenue CLO I Ltd.	OHA Park Avenue CLO I Ltd.
OHSF Financing Ltd.	OHSF Financing Ltd.
OHSF II Financing Ltd.	OHSF II Financing Ltd.
Stichting Bewaarder Syntrus Achmea Global High Yield Pool <i>f/k/a Stichting Bewaarder Interpolis Pensioenen Global High Yield Pool</i>	DDJ Cap MGMT – Stichting Bewaarder Interpolis Pensioenen
Stichting Pensioenfonds Hoogovens	DDJ – Stichting Pensioenfonds Hoogovens
Stichting Pensioenfonds Metaal en Techniek	Stichting Pensionfonds Me ²
Stichting Pensionfonds Me	Stichting Pensionfonds Me ³
Stichting Pensioenfonds van de Metalektro <i>f/k/a Stichting Bedrijfstakpensioenfonds Voor De Metalektro</i>	Stichting Pensioenfonds van de Metalektro Stichting Bedrijfstakpensioenfonds Voor De Metalektro
Twin Lake Total Return Partners LP <i>f/k/a Talon Total Return Partners LP</i>	<ul style="list-style-type: none"> • Talon Total Return Partners LP • Twin Lake Total Return Partners LP
Twin Lake Total Return Partners QP LP <i>f/k/a Talon Total Return QP Partners LP</i>	<ul style="list-style-type: none"> • Talon Total Return QP Partners LP • Twin Lake Total Return Partners QP LP

PREFERENCE-ONLY DEFENDANTS REPRESENTED BY DAVIS POLK & WARDWELL LLP:

<u>Correct Name of Entity</u>	<u>Entity as Identified in the First Amended Complaint</u>
Bismarck CBNA Loan Funding LLC	Bismarck CBNA Loan Funding LLC

¹ Solely with respect to assets managed by DDJ Capital Management, LLC
² Solely with respect to assets managed by DDJ Capital Management, LLC.
³ Solely with respect to assets managed by Oak Hill Advisors, L.P.

Carbonado LLC	Carbonado LLC
Diamond Springs Trading LLC	Diamond Springs Trading LLC
Grand Central Asset Trust, SIL Series	Grand Central Asset TR SIL
Meritage Fund LLC f/k/a Meritage Fund Ltd.	Meritage Fund Ltd.

PREFERENCE-ONLY DEFENDANTS REPRESENTED BY KASOWITZ BENSON TORRES & FRIEDMAN LLP:

<u>Correct Name of Entity</u>	<u>Entity as Identified in the First Amended Complaint</u>
BlackRock Senior Income Series II	BlackRock Senior Income Series II
PIMCO Income Strategy Fund	PIMCO2496-Fltg Rt Inc FD
PIMCO Income Strategy Fund II	PIMCO2497-Fltg Rt Strt FD
PIMCO Funds: PIMCO Total Return Fund	PIMCO700-FD TOT RTN FD
StocksPLUS, L.P. Fund B	PIMCO400-Stocks Plus Sub Fund B LLC
Lord Abbett Investment Trust - Lord Abbett High Yield Fund	Lord Abbett Inv Trst - LA Hi Yld.
Teachers' Retirement System of Oklahoma	Lord Abbett & Co - Teachers Re
Russell Investment Company plc on behalf of its sub-fund The Global Strategic Yield Fund, and its successor funds, and Multi-Style, Multi-Manager Fund plc on behalf of its sub-fund, The Global Strategic Yield Fund	Russell Investment Company PLC The Global Strategic Yield Fund on behalf of DDJ – Multi-Style, Multi-Manager Funds PLC – Global Strategic Fund
SHIPROCK FINANCE, SPC, on behalf of SF-3 Segregated Portfolio	SF-3 Segregated Portfolio

PREFERENCE-ONLY DEFENDANTS REPRESENTED BY JONES DAY & MUNGER TOLLES & OLSON LLP:

<u>Correct Name of Entity</u>	<u>Entity as Identified in the First Amended Complaint</u>
Ares Enhanced Loan Investment Strategy IR, Ltd.	Ares Enhanced LN INV IR
FIAM High Yield Bond Commingled Pool	Pyramis Hi Yld BD Comngl Pool
Fidelity Advisor Series I: Fidelity Advisor High Income Fund	Fidelity Advisor Series I – Fidelity Advisor High Income Fund
Fidelity Central Investment Portfolios LLC: Fidelity High Income Central Fund 1	Fidelity Cen Inv-Hi Inc PF I
Fidelity Income Fund: Fidelity Total Bond Fund	Fidelity Income Fund – Fidelity Total Bond Fund
Fidelity Puritan Trust: Fidelity Puritan Fund	Fidelity Puritan Trust – Puritan Fund
Variable Insurance Products Fund: High Income Portfolio	Fidelity VIP FD Hi Inc PF

Wells Fargo Core Plus Bond Fund, a series of
Wells Fargo Funds Trust

- Evergreen Core Plus Bond Fund
- Wells Fargo Advantage Income Funds:
Income Plus Fund

Exhibit 3

(Term Lender Acknowledgement and Consent)

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

-----x
In re:

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

Chapter 11

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

Debtors.
-----x

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)

against

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

Defendants.
-----x

EXHIBIT 3
TERM LENDER ACKNOWLEDGEMENT AND CONSENT

[TERM LENDER] (“**Term Lender**”), through its authorized representative, hereby acknowledges that it has received and read a copy of the Stipulation and [Proposed] Order Dismissing Claims Relating to the Term Loan Interest Payment Made During the Preference Period on or before May 27, 2009 dated November 9, 2016 (the “**Stipulation**”) executed in connection with the above-captioned adversary proceeding. Plaintiff Motors Liquidation Company Avoidance Action Trust and Term Lender, through their authorized representatives, hereby consent and agree to be party to and bound by the Stipulation and Term Lender shall be deemed to be included on Exhibit [1/2] thereto.

Dated: _____

[TERM LENDER]

By: _____
Authorized Representative

BINDER & SCHWARTZ LLP

By: _____
Eric B. Fisher
Neil S. Binder
Lindsay A. Bush
Lauren K. Handelsman
366 Madison Avenue, 6th Floor
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*Attorneys for Plaintiff Motors Liquidation Company
Avoidance Action Trust*