

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

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

TERM LENDER ACKNOWLEDGEMENT AND CONSENT

Hewett's Island CLO IV, Hewett's Island CLO V Ltd. and Hewett's Island CLO VI Ltd. (collectively, the "**Hewett's Island Term Lenders**"), through their authorized representative, hereby acknowledge that they have 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 the Hewett's Island Term Lenders, through their authorized representatives, hereby consent and agree to be party to and bound by the Stipulation and the Hewett's Island Term Lenders shall be deemed to be included on Exhibit 2 thereto.

Dated: June 13, 2017

HAHN & HESSEN LLP

By: /s/ Mark T. Power
Mark T. Power
Alison M. Ladd
488 Madison Avenue
New York, New York 10022
Telephone: (212) 478-7200
Email: mpower@hahnhausen.com
Email: aladd@hahnhausen.com

*Attorneys for Hewett's Island CLO IV, Hewett's
Island CLO V Ltd. and Hewett's Island CLO VI
Ltd.*

BINDER & SCHWARTZ LLP

By: /s/ Eric B. Fisher
Eric B. Fisher
Neil S. Binder
Lindsay A. Bush
Lauren K. Handelsman
366 Madison Avenue, 6th Floor
New York, New York 10017
Telephone: (212) 510-7008
Facsimile: (212) 510-7299
Email: efisher@binderschwartz.com

*Attorneys for Plaintiff Motors Liquidation
Company*