

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

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In re : Chapter 11 Case No.  
: :  
MOTORS LIQUIDATION COMPANY, *et al.*, : 09-50026 (MG)  
f/k/a General Motors Corp., *et al.* : :  
Debtors. : (Jointly Administered)  
: :  
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**ORDER APPROVING  
AGREEMENT AMONG MOTORS LIQUIDATION  
COMPANY DIP LENDERS TRUST, GENERAL MOTORS  
COMPANY, ARROWOOD INDEMNITY COMPANY, ROYAL &  
SUN ALLIANCE INSURANCE PLC, AND RSA INSURANCE GROUP PLC**

Upon the notice of presentment of agreement among Motors Liquidation Company DIP Lenders Trust, General Motors Company, Arrowood Indemnity Company, Royal & Sun Alliance Insurance plc, and RSA Insurance Group plc (collectively, the “Parties”) and application for an order (the “Proposed Order”) approving the Agreement, dated January 5, 2018; and due and proper notice of the application and the Proposed Order having been provided, and it appearing that no other or further notice need be provided; and the Court having found and determined that the Motors Liquidation Company DIP Lenders Trust has authority to enter into the Agreement under the Motors Liquidation Company DIP Lenders Trust Agreement, dated December 15, 2011 (as amended by (i) that certain Amendment to Motors Liquidation Company DIP Lenders Trust Agreement, dated as of December 1, 2014, (ii) that certain Second Amendment to Motors Liquidation Company DIP Lenders Trust Agreement, dated as of August 24, 2016, (iii) and that certain Third Amendment to Motors Liquidation Company DIP Lenders Trust Agreement, dated as of September 29, 2017) and that the relief sought is in the best interests of the beneficiaries of

the Motors Liquidation Company DIP Lenders Trust and all parties in interest and after due deliberation and sufficient cause appearing therefor, it is:

**ORDERED** that, pursuant to sections 105 (a) and 363(c) title 11 of the United States Code the Motors Liquidation Company DIP Lenders Trust is authorized to enter into and perform under the Agreement; and it is further

**ORDERED** that the Motors Liquidation Company DIP Lenders Trust is authorized take all actions necessary actions to carry out this Order; and it is further

**ORDERED** that the Order shall be effective immediately upon entry; and it is further

**ORDERED** that this Court shall retain jurisdiction to hear and determine all matters arising from or related to this Order.

**IT IS SO ORDERED.**

Dated: February 23, 2018  
New York, New York

/s/ Martin Glenn  
MARTIN GLENN  
United States Bankruptcy Judge