

**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,

Adversary Proceeding

Plaintiff,

Case No. 09-00504 (MG)

against

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

Defendants.
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EXHIBIT 3
TERM LENDER ACKNOWLEDGEMENT AND CONSENT

High Yield Fund I, a series of Principal Funds, Inc. (identified at ¶ 253 in the First Amended Complaint as Lehman Principal Investors Fund, Inc. – High Yield Fund) (“**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 thereto.

Dated: November 22, 2016

SPEARS & IMES LLP

By: /s/ Joanna C. Hendon
Joanna C. Hendon
Alicia K. Amdur
51 Madison Avenue
New York, New York 10010
Telephone: (212) 213-6553
Facsimile: (212) 213-0849
jhendon@spearsimes.com

*Attorneys for High Yield Fund I, a series of
Principal Funds, Inc.*

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 Avoidance Action Trust*