

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

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In re: Chapter 11 Case  
  
MOTORS LIQUIDATION COMPANY, *et al.*, Case No. 09-50026 (REG)  
  
Debtors. (Jointly Administered)  
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OFFICIAL COMMITTEE OR UNSECURED  
CREDITORS OF MOTORS LIQUIDATION COMPANY  
f/k/a GENERAL MOTORS CORPORATION, Adversary Proceeding  
  
Plaintiff, Case No. 09-00504 (REG)

vs.

JPMORGAN CHASE BANK, N.A., individually and as  
Administrative Agent for Various lenders party to the Term  
Loan Agreement described herein, *et al.*,  
  
Defendants.  
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**TERM LENDER ACKNOWLEDGEMENT AND CONSENT**

Defendant/term lender Alticor Inc. (“**Alticor**”), through its authorized representative, hereby acknowledges that it has received and read a copy of the Stipulation and Order Dismissing Claims Relating to the Term Loan Interest Payment Made During the Preference Period on or before May 27, 2009, dated November 17, 2016 [Docket No. 788] (the “**Stipulation**”) executed in connection with the above-captioned adversary proceeding. Plaintiff Motors Liquidation Company Avoidance Action Trust and Alticor, through their authorized representatives, hereby consent and agree to be party to and bound by the Stipulation, and Alticor shall be deemed to be included on Exhibit 1 thereto.

Dated: November 23, 2016  
New York, New York

**WARNER NORCROSS & JUDD LLP**

By /s/ Gordon J. Toering

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