

**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

DE-SEI Instl Inv TR-Hi Yld BD, DE-SEI Instl Mgd TR-Hi Yld BD, SEI Inst Mgd TR
Core Fxd Inc, DE-SEI Institutional Investment Trust - High Yield Bond Fund, DE-SEI
Institutional Managed Trust - High Yield Bond Fund, Delaware-SEI Institutional Investment
Trust-High Yield Bond Fund, Delaware-SEI Institutional Managed Trust-High Yield Bond Fund
and SEI Institutional Managed Trusts Core Fixed Income (“**Term Lenders**”), through their
authorized representative, hereby acknowledge 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 23, 2016

**MARSHALL DENNEHEY WARNER
COLEMAN & GOGGIN**

By: /s/ Joel M. Wertman
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*Attorneys for Term Lenders in Appendix A
SEI Institutional Investments Trust-
High Yield Bond Fund,
SEI Institutional Managed Trust-
High Yield Bond Fund,
SEI Institutional Managed Trust-
Core Fixed Income Fund,
DE-SEI Instl Inv TR-Hi Yld BD,
DE-SEI Instl Mgd TR-Hi Yld BD,
SEI Inst Mgd TR Core Fxd Inc.,
DE-SEI Institutional Investment Trust - High Yield
Bond Fund,
DE-SEI Institutional Managed Trust - High Yield
Bond Fund*

APPENDIX A

| <u>Correct Name of Entity</u> | Entity as Identified in the Original or First Amended Complaint |
|--|---|
| SEI Institutional Investments Trust – High Yield Bond Fund | <ul style="list-style-type: none"> • DE-SEI Instl Inv TR-Hi Yld BD • DE-SEI Institutional Investment Trust - High Yield Bond Fund • Delaware-SEI Institutional Investment Trust-High Yield Bond Fund |
| SEI Institutional Managed Trust – High Yield Bond Fund | <ul style="list-style-type: none"> • DE-SEI Instl Mgd TR-Hi Yld BD • DE-SEI Institutional Managed Trust - High Yield Bond Fund • Delaware-SEI Institutional Managed Trust-High Yield Bond Fund |
| SEI Institutional Managed Trust’s Core Fixed Income | <ul style="list-style-type: none"> • SEI Inst Mgd TR Core Fxd Inc • SEI Institutional Managed Trusts Core Fixed Income |