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*Attorneys for Ivy Funds, on behalf
of its series, Ivy High Income
Fund*

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

In re:	:	Chapter 11 Case
MOTORS LIQUIDATION COMPANY, <i>et al.</i> ,	:	Case No. 09-50026 (REG)
Debtors.	:	(Jointly Administered)
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 (REG)
vs.	:	
JPMORGAN CHASE BANK, N.A., individually and as Administrative Agent for various lenders party to the Term Loan Agreement described herein, <i>et al.</i> ,	:	
Defendants.	:	

TERM LENDER ACKNOWLEDGEMENT AND CONSENT

Ivy Funds, on behalf of its series, Ivy High Income Fund (named as a defendant in the First Amended Adversary Complaint as “Ivy Fund Inc.-High Income Fund” and “Ivy Funds-Ivy

High Income Fund” and hereinafter referred to as “**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: New York, New York
November 29, 2016

K&L GATES LLP

By: /s/ Robert T. Honeywell
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