

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

In re:  MOTOR LIQUIDATION COMPANY, <i>et al.</i> ,  Debtors.	Chapter 11  Case No. 09-50026 (MG)  (Jointly Administered)
MOTOR LIQUIDATION COMPANY AVOIDANCE ACTION TRUST, by and through the Wilmington Trust Company, solely in its capacity as Trust Administrator and Trustee,  Plaintiff,  vs.  JP MORGAN CHASE BANK, N.A., <i>et al.</i>  Defendants.	Adversary Proceeding  Case No. 09-00504 (MG)

**TERM LENDER ACKNOWLEDGEMENT AND CONSENT**

Carlyle High Yield Par IX Ltd (“**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 2 thereto.

Dated: December 7, 2016

