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*Attorneys for Teachers' Retirement System
of the State of Illinois*

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

In re:

MOTORS LIQUIDATION COMPANY, *et al.*,

Debtors.

MOTORS LIQUIDATION COMPANY
AVOIDANCE ACTION TRUST,

Plaintiff,

v.

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

Defendants.

Chapter 11

Case No. 09-50026 (REG)

(Jointly Administered)

Adversary Proceeding

Case No. 09-00504 (REG)

TERM LOAN LENDER ACKNOWLEDGEMENT AND CONSENT

Teachers' Retirement System of the State of Illinois (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 2 thereto.

Dated: January 9, 2017

ENTWISTLE & CAPPUCCI LLP

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