

**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 (MG)
)	
Debtors.)	(Jointly Administered)
_____)	
MOTORS LIQUIDATION COMPANY)	
AVOIDANCE ACTION TRUST, by and through)	Adversary Proceeding
Wilmington Trust Company, solely in its capacity as)	
Trust Administrator and Trustee,)	Case No. 09-00504 (MG)
)	
Plaintiff,)	
)	
vs.)	
)	
JPMORGAN CHASE BANK, N.A., <i>et al.</i> ,)	
)	
Defendants.)	
_____)	

**STIPULATION AND [PROPOSED] ORDER DISMISSING CROSS-CLAIMS AGAINST
JPMORGAN CHASE BANK, N.A. BY GENERAL ELECTRIC CAPITAL
CORPORATION**

IT IS HEREBY STIPULATED AND AGREED, by and among undersigned
counsel, as follows:

1. General Electric Capital Corporation dismisses with prejudice the cross-claims against defendant JPMorgan Chase Bank, N.A. contained in ECF No. 241 dated November 16, 2015.
2. The cross-claims against defendant JPMorgan Chase Bank, N.A. by the other Term Loan Lender Defendants, including General Electric Pension Trust, are not affected by this order.

Dated: New York, New York
April 14, 2017

KELLEY DRYE & WARREN LLP

By: /s/ John M. Callagy
John M. Callagy
Nicholas J. Panarella
Martin A. Krolewski
101 Park Avenue
New York, New York 10178
Telephone: (212) 808-7800
Email: jcallagy@kelleydrye.com

WACHTELL, LIPTON, ROSEN & KATZ

Harold S. Novikoff
Marc Wolinsky
Amy R. Wolf
Douglas K. Mayer
Carrie M. Reilly
C. Lee Wilson
51 West 52nd Street
New York, New York 10019
Telephone: (212) 403-1000
Facsimile: (212) 403-2000
Email: MWolinsky@wlrk.com

*Attorneys for Defendant JPMorgan Chase
Bank, N.A.*

Dated: Los Angeles, California
April 14, 2017

JONES DAY

By: /s/ Christopher J. DiPompeo
Bruce Bennett (admitted *pro hac vice*)
Erin L. Burke (admitted *pro hac vice*)
555 South Flower Street, 50th Floor
Los Angeles, California 90071
Telephone: (213) 489-3939
Email: bbennett@jonesday.com
Email: eburke@jonesday.com

Gregory M. Shumaker (admitted *pro hac vice*)
Christopher J. DiPompeo (admitted *pro hac vice*)
51 Louisiana Avenue, N.W.
Washington, D.C. 20001
Telephone: (202) 879-3939
Email: gshumaker@jonesday.com
Email: cdipompeo@jonesday.com

MUNGER, TOLLES & OLSON LLP

By: /s/ Bradley R. Schneider
John W. Spiegel (admitted *pro hac vice*)
Matthew A. Macdonald (admitted *pro hac vice*)
Bradley R. Schneider (admitted *pro hac vice*)
350 South Grand Avenue, 50th Floor
Los Angeles, California 90071
Telephone: (213) 683-9100
Email: john.spiegel@mto.com
Email: matthew.macdonald@mto.com
Email: bradley.schneider@mto.com

*Attorneys for General Electric Capital
Corporation*

MARTIN GLENN
United States Bankruptcy Judge

IT IS SO ORDERED.

Dated: April __, 2017
New York, New York