

**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

Primus CLO I Ltd. and Primus CLO II Ltd. (together, the “**Primus Term Lenders**”), through their authorized representative, hereby acknowledge that they have 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 the Primus Term Lenders, through their authorized representatives, hereby consent and agree to be party to and bound by the Stipulation and the Primus Term Lenders shall be deemed to be included on Exhibit 1 thereto.

