

**BINDER & SCHWARTZ LLP**

Eric B. Fisher  
Neil S. Binder  
Lindsay A. Bush  
Lauren K. Handelsman  
366 Madison Avenue, 6th Floor  
New York, New York 10017  
Tel: (212) 510-7008

*Attorneys for the Motors Liquidation  
Company Avoidance Action Trust*

**JONES DAY**

Bruce Bennett (admitted *pro hac vice*)  
Erin L. Burke (admitted *pro hac vice*)  
555 South Flower Street, 50th Floor  
Los Angeles, California 90071  
Tel: (213) 489-3939

**MUNGER, TOLLES & OLSON LLP**

John W. Spiegel (admitted *pro hac vice*)  
350 South Grand Avenue, 50th Floor  
Los Angeles, California 90071  
Tel: (213) 683-9100

*Attorneys for Defendant Ares IIR/IVR CLO Ltd.*

Additional Counsel Listed on Signature Page

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

-----X

In re:

MOTORS LIQUIDATION COMPANY, f/k/a  
GENERAL MOTORS CORPORATION, *et al.*,

Chapter 11

Case No. 09-50026 (MG)  
(Jointly Administered)

Debtors.

-----X

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 (MG)

against

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

Defendants.

-----X

**STIPULATION AND [PROPOSED] ORDER DISMISSING  
ADVERSARY PROCEEDING AGAINST ARES IIR/IVR CLO LTD.**

**WHEREAS**, on May 20, 2015, Plaintiff filed a First Amended Adversary Complaint for (1) Avoidance of Unperfected Lien, (2) Avoidance and Recovery of the Postpetition Transfers, (3) Avoidance and Recovery of Preferential Payments, and (4) Disallowance of Claims by Defendants (“**Amended Complaint**”) (ECF No. 91) and thereafter served the Amended Complaint on, among others, defendant Ares IIR/IVR CLO Ltd. (“**Defendant**”);

**WHEREAS**, the claims asserted against Defendant in the Amended Complaint concern a certain pre-petition interest payment made on or before May 27, 2009, totaling \$38,894.12 (the “**Pre-petition Transfer**”) and a certain post-petition transfer totaling \$11,103.25 (the “**Post-petition Transfer**”), both of which Plaintiff asserts were made pursuant to a certain term loan agreement, dated as of November 29, 2006, as amended by that certain first amendment dated as of March 4, 2009 (the “**Term Loan Agreement**”);

**WHEREAS**, on November 16, 2015, Defendant filed an Answer to the Amended Complaint (ECF No. 241); and

**WHEREAS**, on November 17, 2016, the Court entered a stipulation and order dismissing with prejudice the claim against Defendant related to the Pre-petition Transfer (ECF No. 788);

**WHEREAS**, Defendant represents that, to the best of its knowledge, it did not receive any funds related to the Term Loan Agreement on or after June 30, 2009, other than the Post-petition Transfer;

**NOW, THEREFORE, IT IS HEREBY STIPULATED AND AGREED**, by and between counsel for the parties, that Defendant is dismissed from this adversary proceeding and

any and all claims against Defendant arising out of or related to the Term Loan Agreement are dismissed with prejudice.

Dated: New York, New York  
November 20, 2017

New York, New York  
November 20, 2017

**BINDER & SCHWARTZ LLP**

By: /s/Eric B. Fisher  
Eric B. Fisher  
Neil S. Binder  
Lindsay A. Bush  
Lauren K. Handelsman  
366 Madison Avenue, 6th Floor  
New York, New York 10017  
Tel: (212) 510-7008  
Fax: (212) 510-7299  
Email: efisher@binderschwartz.com

*Attorneys for the Motors Liquidation  
Company Avoidance Action Trust*

**JONES DAY**

By: /s/Erin L. Burke  
Bruce Bennett (admitted *pro hac vice*)  
Erin L. Burke (admitted *pro hac vice*)  
555 South Flower Street, 50th Floor  
Los Angeles, California 90071  
Tel: (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  
Tel: (202) 879-3939  
Email: gshumaker@jonesday.com  
Email: cdipompeo@jonesday.com

**MUNGER, TOLLES & OLSON LLP**

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, CA 90071  
Tel: (213) 683-9100  
Email: john.spiegel@mto.com  
Email: matthew.macdonald@mto.com  
Email: bradley.schneider@mto.com

*Attorneys for Ares IIIR/IVR CLO Ltd.*

**SO ORDERED**

Dated: New York, New York  
\_\_\_\_\_, 2017

\_\_\_\_\_  
Martin Glenn, United States Bankruptcy Judge