

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

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| In re: | : | |
| | : | Chapter 11 |
| MOTORS LIQUIDATION COMPANY, et al., | : | Case No.: 09-50026 (MG) |
| f/k/a General Motors Corp., et al., | : | (Jointly Administered) |
| | : | |
| Debtors. | : | |
| -----X | | |

STIPULATION ADMITTING CERTAIN EXHIBITS INTO EVIDENCE

WHEREAS, the Joint Pretrial Order [ECF No. 14193] in the above-captioned action included Plaintiffs’ Objections to Defendants’ Exhibit List [Ex. 14193-7; Ex. F] and Defendants’ Objections to Plaintiffs’ Exhibit List [Ex. 14193-8; Ex. G];

WHEREAS, Plaintiffs and Defendants thereafter filed amended objections to their respective exhibit lists;

WHEREAS, Plaintiffs’ Amended Objections to Defendants’ Exhibit List [ECF No. 14194] and Defendants’ Amended Objections to Plaintiffs’ Exhibit List [ECF No. 14192] each contain certain exhibits to which no objection has been made;

WHEREAS, Plaintiffs and Defendants agree to admit into evidence all exhibits listed on Plaintiffs’ Amended Objections to Defendants’ Exhibit List and Defendants’ Amended Objections to Plaintiffs’ Exhibit List to which no objection has been made;

WHEREAS, Plaintiffs and Defendants agree to admit into evidence, for a limited purpose, all exhibits listed on Defendants’ Amended Objections to Plaintiffs’ Exhibit List to which objections have been made by the GUC Trust and New GM on the ground(s) of hearsay and/or relevance, but to which there are no objections as to admission of those exhibits into evidence solely for the fact that the matter was stated and not for the truth of the matter asserted;

WHEREAS, during the trial in this matter the Court requested that the parties reach an agreement to admit into evidence as an exhibit a copy of the Second Amended and Restated Motors Liquidation Company GUC Trust Agreement (the “Trust Agreement”) with the provisions relating to fiduciary duties owed by Wilmington Trust Company, as trustee for and administrator of the Motors Liquidation Company GUC Trust, highlighted;

WHEREAS, counsel to the Participating Unitholders and counsel to the GUC Trust have each highlighted certain provisions of the Trust Agreement in accordance with the Court’s directive;

WHEREAS, the highlighted GUC Trust Agreement has been stamped as Plaintiffs’ exhibit PX-144, a copy of which is submitted to the Court in conjunction with this Stipulation;

IT IS STIPULATED AND AGREED, by and between the undersigned counsel, subject to approval of the Court, that:

1. The following of Defendants’ exhibits, to which no objection has been made, are admitted into evidence for all purposes: DX-A, DX-B, DX-C, DX-D, DX-E, DX-F, DX-G, DX-H, DX-I, DX-J, DX-K, DX-L, DX-M, DX-N, DX-O, DX-P, DX-Q, DX-R, DX-S, DX-T, DX-U, DX-V, DX-W, DX-X, DX-Y, DX-Z, DX-AA, DX-BB, DX-CC, DX-DD, DX-EE, DX-FF, DX-GG, DX-HH, DX-II, DX-JJ, DX-KK, DX-LL, DX-MM, DX-NN, DX-OO, DX-PP, DX-QQ, DX-RR, DX-SS, DX-TT, DX-UU, DX-VV, DX-WW, DX-XX, DX-YY, DX-ZZ, DX-AAA, DX-BBB, DX-CCC, DX-DDD, DX-EEE, DX-FFF, DX-GGG, DX-HHH, DX-III, DX-JJJ, DX-KKK, DX-LLL, DX-MMM, DX-NNN, DX-OOO, DX-PPP, DX-QQQ, DX-RRR, DX-SSS, DX-TTT, DX-UUU, DX-VVV, DX-WWW, DX-XXX, DX-YYY, DX-ZZZ, DX-AAAA, DX-BBBB, DX-CCCC, DX-DDDD, DX-EEEE, DX-FFFF, DX-GGGG, DX-HHHH, DX-IIII, DX-JJJJ, DX-KKKK,

DX-LLLL, DX-MMMM, DX-NNNN, DX-WWWW, DX-YYYY, DX-AAAAA, DX-BBBBB, DX-CCCCC, DX-DDDDD, DX-EEEEEE, DX-FFFFFF, DX-GGGGG, DX-HHHHH, DX-IIIII, DX-JJJJ, DX-KKKKK, DX-LLLLLL, DX-MMMMM, DX-PPPPP, and DX-QQQQQ.

2. The following of Plaintiffs' exhibits, to which no objection has been made, are admitted into evidence for all purposes: PX-001, PX-002, PX-003, PX-004, PX-005, PX-006, PX-007, PX-008, PX-009, PX-010, PX-011, PX-012, PX-013, PX-014, PX-016, PX-017, PX-019, PX-020, PX-021, PX-022, PX-023, PX-024, PX-025, PX-026, PX-027, PX-028, PX-029, PX-030, PX-031, PX-032, PX-033, PX-034, PX-035, PX-036, PX-037, PX-038, PX-039, PX-040, PX-041, PX-042, PX-043, PX-044, PX-045, PX-046, PX-047, PX-048, PX-049, PX-050, PX-051, PX-052, PX-053, PX-054, PX-056, PX-057, PX-058, PX-059, PX-060, PX-061, PX-062, PX-063, PX-064, PX-065, PX-066, PX-067, PX-068, PX-070, PX-071, PX-072, PX-073, PX-074, PX-075, PX-076, PX-077, PX-078, PX-079, PX-080, PX-081, PX-082, PX-083, PX-084, PX-085, PX-086, PX-087, PX-088, PX-089, PX-090, PX-091, PX-092, PX-093, PX-094, PX-095, PX-096, PX-098, PX-100, PX-101, PX-102, PX-103, PX-104, PX-105, PX-106, PX-107, PX-108, PX-109, PX-110, PX-111, PX-112, PX-113, PX-114, PX-115, PX-116, PX-117, PX-118, PX-119, PX-120, PX-121, PX-122, PX-123, PX-124, PX-125, PX-126, PX-127, PX-129, PX-130, PX-131, PX-132, PX-133, PX-134, PX-135, PX-136, PX-137, PX-138, PX-139, PX-140, PX-141, PX-142, and PX-143, and PX-144.
3. The following of Plaintiffs' exhibits, to which objections have been made by the GUC Trust and New GM on the ground(s) of hearsay and/or relevance, are admitted into

evidence solely for the fact that the matter was stated and not for the truth of the matter asserted: PX-15, PX-18, PX-55, PX-69, PX-97, PX-99, and PX-128.

Dated: December 20, 2017
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