

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

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In re:	: Chapter 11
	: :
MOTORS LIQUIDATION COMPANY, <i>et al.</i> ,	: Case No. 09-50026 (REG)
f/k/a General Motors Corp., <i>et al.</i>	: :
	: (Jointly Administered)
Debtors.	: :
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TOYOTA MOTOR CORPORATION,	: Adversary Proceeding
	: :
Plaintiff,	: Case No. 10-05015 (REG)
	: :
vs.	: :
	: :
MOTORS LIQUIDATION COMPANY,	: :
f/k/a General Motors Corp.,	: :
	: :
Defendant.	: :
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**STIPULATION AND AGREED ORDER
ON TOYOTA MOTOR CORPORATION'S DISMISSAL
OF ADVERSARY PROCEEDING NO. 10-05015 WITH PREJUDICE**

WHEREAS, on November 24, 2010, Toyota Motor Corporation (“**TMC**”) initiated the above-captioned adversary proceeding, Case No. 10-05015 (the “**Adversary Proceeding**”) against Motors Liquidation Company (“**MLC**”);

WHEREAS, on March 29, 2011, the Bankruptcy Court entered the *Findings of Fact, Conclusions of Law, and Order Pursuant to Sections 1129(a) and (b) of the Bankruptcy Code and Rule 3020 of the Federal Rules of Bankruptcy Procedure Confirming Debtors’ Second Amended Joint Chapter 11 Plan* (the “**Confirmation Order**”), which, among other things, confirmed the *Debtors’ Second Amended Joint Chapter 11 Plan* (as may be amended, modified, or supplemented from time to time, the “**Plan**”), and authorized the Motors Liquidation Company GUC Trust (the “**GUC**

Trust”) to resolve certain claims against MLC, including the claims asserted by TMC against MLC in the Adversary Proceeding;

WHEREAS, TMC and the GUC Trust have entered into the *Stipulation Regarding Claim Nos. 66242, 69721 and 70375, and Adversary Proceeding No. 10-05015* (the “**Settlement Stipulation**”), pursuant to which the parties consensually resolved the liabilities asserted by TMC against MLC in the Adversary Proceeding under the authority provided in the Plan and the Confirmation Order;

WHEREAS, pursuant to paragraph 4 of the Settlement Stipulation, TMC agreed to dismiss the Adversary Proceeding with prejudice.

IT IS HEREBY STIPULATED AND AGREED by and between the undersigned counsel for
TMC and the GUC Trust that:

1. The Adversary Proceeding is dismissed with prejudice;
2. Each party shall bear its own attorneys' fees and costs with respect to the Adversary Proceeding; and
3. TMC and the GUC Trust reserve all rights under the Settlement Stipulation.

**MOTORS LIQUIDATION COMPANY
GUC TRUST**

TOYOTA MOTOR CORPORATION

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Dated: September 10, 2013

Dated: September 10, 2013

Attorneys for Motors Liquidation Company Attorneys for Toyota Motor Corporation
GUC Trust

SO ORDERED:

Honorable Robert E. Gerber
Bankruptcy Judge, Southern District of New York