

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

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In re:

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

Chapter 11

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

Debtors.

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MOTORS LIQUIDATION COMPANY AVOIDANCE
ACTION TRUST, by and through the Wilmington Trust
Company, solely in its capacity as Trust Administrator and
Trustee,

Plaintiff,

Adversary Proceeding

Case No. 09-00504 (MG)

against

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

Defendants.
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EXHIBIT 3

TERM LENDER ACKNOWLEDGEMENT AND CONSENT

The State of Connecticut Retirement Plan and Trust Funds (“**Term Lender**”), through its authorized representative, hereby acknowledges that it has 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 Term Lender, through their authorized representatives, hereby consent and agree to be party to and bound by the Stipulation and Term Lender shall be deemed to be included on Exhibit 1 thereto.

Dated: November 23, 2016

PULLMAN & COMLEY LLC

By: /s/Elizabeth J. Austin
Elizabeth J. Austin
850 Main Street
P.O. Box 7006
Bridgeport, CT 06601
Telephone: (203) 330-2243
Facsimile: (203) 576-8888
Email: eaustin@pullcom.com

*Attorneys for The State of Connecticut
Retirement Plan and Trust Funds*

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
Telephone: (212) 510-7008
Facsimile: (212) 510-7299
Email: efisher@binderschwartz.com

*Attorneys for Plaintiff Motors Liquidation
Company Avoidance Action Trust*