

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK**

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

**STIPULATION AND ORDER SETTING FORTH LIMITED MODIFICATION TO
ENVIRONMENTAL RESPONSE TRUST
CONSENT DECREE AND SETTLEMENT AGREEMENT
AMONG
THE ENVIRONMENTAL RESPONSE TRUST ADMINISTRATIVE TRUSTEE,
THE UNITED STATES,
THE STATES OF DELAWARE, ILLINOIS, INDIANA, KANSAS, MICHIGAN,
MISSOURI, NEW JERSEY, NEW YORK, OHIO, WISCONSIN, COMMONWEALTH
OF VIRGINIA, THE LOUISIANA DEPARTMENT OF ENVIRONMENTAL
QUALITY, THE MASSACHUSETTS DEPARTMENT OF ENVIRONMENTAL
PROTECTION, THE DEPARTMENT OF ENVIRONMENTAL PROTECTION OF
THE COMMONWEALTH OF PENNSYLVANIA AND THE SAINT REGIS
MOHAWK TRIBE**

WHEREAS, on March 29, 2011, the Court entered an order confirming the debtors' Plan of Liquidation and ("Confirmation Order") approving an Environmental Response Trust Consent Decree and Settlement Agreement (the "ERT Consent Decree") (*see* Dkt. No. 9941 ¶ 7 at 19-20 among the United States, fourteen states and/or state agencies, the St. Regis Mohawk Tribe, and Debtors, resolving, among other things, the dispositions of various properties that were then owned by Debtors and providing certain funding for environmental actions at many of those properties; and

WHEREAS, the ERT Consent Decree provided for the establishment of an environmental response trust, funded by the Debtors using funds (the "Trust Funding") that were provided to Debtors in part by the United States Department of Treasury as debtor-in-possession lender, that would hold title to certain properties that had been owned by Debtors, and whose purpose would be, among other things, to conduct, manage, and/or fund Environmental Actions in accordance with the provisions of the ERT Consent Decree; to carry out administrative and property management functions related to the properties and pay associated administrative costs; and to try to sell or transfer the properties (ERT Consent Decree ¶ 29 at 11-12); and

WHEREAS, the Court approved and appointed EPLET, LLC to serve as the Environmental Response Trust Administrative Trustee ("Administrative Trustee"), (Confirmation Order ¶ 7, at 20), and the Trust is now known as the Revitalizing Auto Communities Environmental Response Trust ("RACER Trust"); and

WHEREAS, the Debtors' confirmed Plan of Liquidation became effective on March 31, 2011, and pursuant to the terms of the Confirmation Order, the ERT Consent Decree

likewise became effective on that date and the Debtor-owned properties and Trust Funding were transferred to the RACER Trust; and

WHEREAS, RACER Trust's funding includes an "Administrative Funding Reserve Account" (Approval Order ¶ 7, at 20-21). The purpose of the Administrative Funding Reserve Account was to fund actual or projected shortfalls in the Administrative Funding Account identified by the Administrative Trustee prior to the third anniversary of the Effective Date, "strictly limited to unexpectedly high demolition costs and Property holding costs and unexpectedly low proceeds derived from rental of Properties or proceeds derived from the sale of Properties" (ERT Consent Decree ¶ 53, at 30); and

WHEREAS, the ERT Consent Decree further provides that "[a]ny funds remaining" in the Administrative Funding Reserve Account "shall" be returned to the United States Department of the Treasury "after the third anniversary of the Effective Date," *i.e.*, March 31, 2014; and

WHEREAS, Debtors have liquidated pursuant to the Plan of Liquidation and therefore cannot execute this stipulation, but Debtors' former counsel has informed the signatories hereto that they have no objection to the agreement stated herein;

WHEREAS, the parties to the ERT Consent Decree that still are in existence agree that the date on which funds are to be returned from the Administrative Funding Reserve Account to the United States Department of the Treasury should be delayed by one year; and

WHEREAS, the parties wish to avoid any potential disputes about the return of funds from the Administrative Funding Reserve Account to the United States Department of the Treasury by March 31, 2014, and therefore have agreed to delay by one year the date by which that amount is to be returned;

NOW, THEREFORE, IT IS HEREBY STIPULATED AND AGREED that:

1. The third and sixteenth lines of Paragraph 53 of the ERT Consent Decree are hereby modified by changing the words “third anniversary” to “fourth anniversary.”
2. This stipulation may be signed in counterparts.
3. This stipulation does not otherwise change or alter in any respect the terms and conditions of the ERT Consent Decree.

[Remainder of this page is intentionally left blank]

**FOR THE ENVIRONMENTAL RESPONSE TRUST ADMINISTRATIVE
TRUSTEE**

EPLET, LLC in its Representative Capacity as
the Environmental Response Administrative
Trustee of The Environmental Response Trust

Date: 2/5/14

By: s/ Elliott P. Laws
Name: Elliott P. Laws
Title: Managing Member

FOR THE STATE OF DELAWARE

Date: 3/14/14

s/ Collin P. O'Mara
Collin P. O'Mara, Secretary
Delaware Department of Natural Resources
and Environmental Control

Date: 3/18/14

s/ Robert S. Kuehl
Robert S. Kuehl
Deputy Attorney General
Delaware Department of Justice

**FOR THE STATE OF ILLINOIS AND THE ILLINOIS ENVIRONMENTAL
PROTECTION AGENCY**

FOR THE STATE OF ILLINOIS
LISA MADIGAN, Attorney General of the State of Illinois

MATTHEW J. DUNN, Chief
Environmental Enforcement/Asbestos Litigation Division

Date: 2/18/14

s/ Gerald T. Karr

GERALD T. KARR
Supervising Attorney
Environmental Bureau
60 West Washington Street, Suite 1800
Chicago, IL 60602

FOR THE ILLINOIS ENVIRONMENTAL PROTECTION
AGENCY

Date: 2/18/14

s/ John J. Kim

JOHN J. KIM
Chief Legal Counsel

FOR THE STATE OF INDIANA

Indiana Department of
Environmental Management

Gregory F. Zoeller,
Attorney General of Indiana
Atty. No. 1958-98

By: s/ Thomas W. Easterly
Thomas W. Easterly
Commissioner

By: s/ Patricia Orloff Erdmann
Patricia Orloff Erdmann
Chief Counsel for Litigation
Atty. No. 17664-49A

By: s/ Bruce H. Palin
Bruce H Palin,
Assistant Commissioner
Office of Land Quality
Ind. Dept. of Environmental Mgmt
100 North Senate Avenue

MC 50-01, ICGN 1301
Indianapolis, IN 46204

By: s/ Timothy J. Junk
Timothy J. Junk
Deputy Attorney General
Atty. No. 5587-02
Office of the Attorney General
Indiana Government Center South, Fifth
Floor
302 West Washington Street
Indianapolis, IN 46204

Date: 2/10/14

Date: 2/11/14

FOR THE STATE OF KANSAS

Date: 2/6/14

s/ Robert Moser, MD
ROBERT MOSER, M.D.
Secretary
Kansas Department of
Health and Environment

FOR THE STATE OF MICHIGAN

Date: 2/6/14

s/ Celeste R. Gill
Bill Schuette
Attorney General

By: Celeste R. Gill (P52484)
Assistant Attorney General
Environment, Natural Resources and
Agriculture Division
6th Floor, G. Mennen Williams Building
525 West Ottawa Street
P.O. Box 30755
Lansing, MI 48909
Tel.: (517) 373-7540
Fax: (517) 373-1610
gillc1@michigan.gov
Attorneys for the Michigan Department of
Environmental Quality

FOR THE STATE OF MISSOURI

Date: 1/28/14

s/ Chris Koster
CHRIS KOSTER
Attorney General for the State of Missouri

JOHN K. McMANUS
Chief Counsel
Agriculture and Environment Division
P.O. Box 899
Jefferson City, Missouri 65102
Tel.: (573) 751-8370
Fax: (573) 751-8796
Email: jack.mcmanus@ago.mo.gov

Date: 1/23/14

s/ Leanne Tippett Mosby
Leanne Tippett Mosby
Director
Division of Environmental Quality
Missouri Department of Natural Resources
P.O. Box 176
Jefferson City, Missouri 65102

FOR THE STATE OF NEW JERSEY

Date: 2/6/14

s/ John F. Dickinson, Jr.
JOHN J. HOFFMAN
Acting Attorney General for
the State of New Jersey

By: John F. Dickinson, Jr.
Deputy Attorney General
Richard J. Hughes Justice Complex
25 Market Street
P.O. Box 093
Trenton, New Jersey 08625-0093
Tel.: (609) 984-4863
Fax: (609) 984-9315

FOR THE STATE OF NEW YORK

ERIC T. SCHNEIDERMAN

Attorney General

Date: 2/6/14

By: s/ Maureen Leary
Maureen Leary
Assistant Attorney General
Chief, Toxics Section
NYS Department of Law
Environmental Protection Bureau
The Capitol
Albany, New York 12224-0341
Tel.: (518) 474-7154
Fax: (518) 473-2534
maureen.leary@ag.ny.gov

FOR THE STATE OF OHIO

Date: 2/1/14

s/ Michael E. Idzkowski
MICHAEL DeWINE
Attorney General for the State of Ohio

By: Michael E. Idzkowski
Assistant Attorney General
30 E. Broad Street, 26th Floor
Columbus, Ohio 43215
Tel.: (614) 752-4316
Fax: (866) 483-1104
Email: michelle.sutter@ohioattorneygeneral.gov

FOR THE COMMONWEALTH OF VIRGINIA

KENNETH T. CUCCINELLI, II
ATTORNEY GENERAL

Date: 2/12/2014

By: s/ Jeremiah J. Jewett, III
Jeremiah J. Jewett, III, VSB # 16674
Senior Assistant Attorney General
Environmental Section
Office of the Attorney General of Virginia
900 East Main Street
Richmond, Virginia 23219
(804) 225-4205
Jjewett@oag.state.va.us

FOR THE STATE OF WISCONSIN

CATHY STEPP
Secretary

Date: 2/12/14

s/ Matt Moroney
Matt Moroney
Deputy Secretary
Wisconsin Department of Natural Resources

Approved as to form:

J.B. VAN HOLLEN
Attorney General

Date: 2/13/14

s/ Anne C. Murphy
ANNE C. MURPHY
Assistant Attorney General
State Bar # 1031600
Attorneys for the State of Wisconsin

**FOR THE LOUISIANA DEPARTMENT OF ENVIRONMENTAL
QUALITY**

Date: 07 Feb 2014

s/ Cheryl Sonnier Nolan

Cheryl Sonnier Nolan
Assistant Secretary
Office of Environmental Services
Louisiana Department of Environmental Quality

**FOR THE MASSACHUSETTS DEPARTMENT OF ENVIRONMENTAL
PROTECTION**

MASSACHUSETTS DEPARTMENT OF
ENVIRONMENTAL PROTECTION
By its attorney,

MARTHA COAKLEY,
ATTORNEY GENERAL

Date: 2/7/14

By: s/ Carol Iancu

Carol Iancu, MA BBO # 635626
Assistant Attorney General
Environmental Protection Division
Massachusetts Office of the Attorney General
One Ashburton Place, 18th Floor
Boston, MA 02108
(617) 963-2428
carol.iancu@state.ma.us

**FOR THE DEPARTMENT OF ENVIRONMENTAL PROTECTION OF
THE COMMONWEALTH OF PENNSYLVANIA**

Date: 2/21/14

s/ Dennis A. Whitaker

Dennis A. Whitaker

Chief Counsel

Office of Chief Counsel

Rachel Carson State Office Building

400 Market Street

Harrisburg, Pennsylvania 17101-2301

FOR THE SAINT REGIS MOHAWK TRIBE

Date: 02/07/14

s/ John J. Privitera
McNAMEE, LOCHNER, TITUS
& WILLIAMS, P.C.
John J. Privitera, Esq.
Jacob F. Lamme, Esq.
677 Broadway
Albany, New York 12207
Tel.: (518) 447-3200
Fax: (518) 426-4260

SO ORDERED:

Dated: New York, New York
April 2, 2014

s/ Robert E. Gerber
Honorable Robert E. Gerber
United States Bankruptcy Judge