

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

Presentment Date and Time:
March 26, 2014, 12:00 noon

In re: X

Chapter 11

MOTORS LIQUIDATION COMPANY, *et al.*,
f/k/a General Motors Corp., *et al.*,

Case No. 04-36520 (CGM)

Debtors.

X

NOTICE OF PRESENTMENT OF STIPULATION AND ORDER SETTING FORTH LIMITED
MODIFICATION TO ENVIRONMENTAL RESPONSE TRUST CONSENT DECREE
SOLELY TO EXTEND ONE REPAYMENT DEADLINE

PLEASE TAKE NOTICE that, pursuant to Fed. R. Bankr. P. 9074-1(b), the United States of America, by its attorney, Preet Bharara, United States Attorney for the Southern District of New York, will present the attached proposed Stipulation and Order, upon the consent of all still-existing signatories to the Environmental Response Trust Consent Decree and Settlement Agreement Among Debtors, the Environmental Response Trust Administrative Trustee, the United States, fourteen specified states acting in each of the states' own name or in the name of their authorized environmental agencies, and the Saint Regis Mohawk Tribe (the "**ERT Consent Decree**," approved by the Confirmation Order, Dkt. No. 9941 (March 29, 2011)), to the Honorable Robert E. Gerber, United States Bankruptcy Judge, for signature on March 26, 2014, at 12:00 noon. The Stipulation and Order, if and when approved by the Court, shall modify the ERT Consent Decree solely by extending, by one year, the date by which the Restoring Auto Communities Environmental Response ("**RACER**") Trust must repay specified administrative funds to the United States Department of the Treasury.

PLEASE TAKE FURTHER NOTICE that, pursuant to Fed. R. Bankr. P. 9074-1(b),

objections, if any, must be made in writing and received in the Bankruptcy Judge's chambers and by the undersigned, by no later than 11:30 a.m. on March 26, 2014. Unless objections are received by that time, the Stipulation and Order may be signed.

Dated: New York, New York
March 20, 2014

PREET BHARARA
United States Attorney for the
Southern District of New York
Attorney for Defendant

By: /s/ David S. Jones
DAVID S. JONES
Assistant United States Attorney
Telephone: 212.637.2739
Fax: 212.637.2730

TO: All parties via ECF notification

And by email to:

Joseph Smolinsky, Esq.
Thomas Moers Mayer, Esq.
Matt Williams, Esq.
Counsel for all signatories to the proposed Stipulation and Order

And by fax to the Office of the U.S. Trustee, 33 Whitehall Street, New York, NY 10004

**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.

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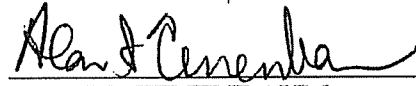
THE UNDERSIGNED PARTIES ENTER INTO THIS SETTLEMENT AGREEMENT

FOR THE UNITED STATES



ROBERT G. DREHER
Acting Assistant Attorney General
Environment and Natural Resources
Division
U.S. Department of Justice

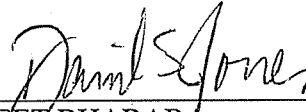
Date: 2/14/14



ALAN S. TENENBAUM
National Bankruptcy Coordinator
PATRICK CASEY
Senior Counsel
Environment and Natural Resources Division
Environmental Enforcement Section
U.S. Department of Justice

Date: 2/18/14

CYNTHIA GILES
Assistant Administrator
Office of Enforcement and Compliance
Assurance
U.S. Environmental Protection Agency



PREET BHARARA
United States Attorney
Southern District of New York
By: David S. Jones
Natalie N. Kuehler
Assistant U.S. Attorneys

Date: 2/21/2014

THE UNDERSIGNED PARTIES ENTER INTO THIS SETTLEMENT AGREEMENT

FOR THE UNITED STATES

ROBERT G. DREHER
Acting Assistant Attorney General
Environment and Natural Resources
Division
U.S. Department of Justice


Date: _____

PREET BHARARA
United States Attorney
Southern District of New York
By: David S. Jones
Natalie N. Kuehler
Assistant U.S. Attorneys

Date: _____

ALAN S. TENENBAUM
National Bankruptcy Coordinator
PATRICK CASEY
Senior Counsel
Environment and Natural Resources Division
Environmental Enforcement Section
U.S. Department of Justice

Date: _____



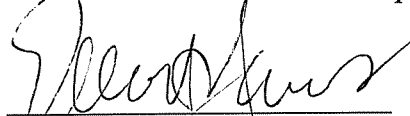
CYNTHIA GILES
Assistant Administrator
Office of Enforcement and Compliance
Assurance
U.S. Environmental Protection Agency

2/11/14

**FOR THE ENVIRONMENTAL RESPONSE TRUST ADMINISTRATIVE
TRUSTEE**

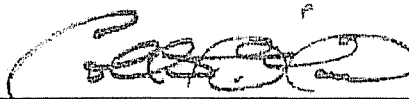
EPLET, LLC in its Representative Capacity as
the Environmental Response Administrative
Trustee of The Environmental Response Trust

Date: 2-5-14

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

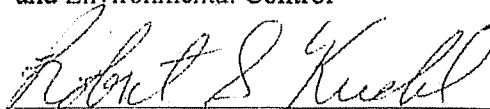
FOR THE STATE OF DELAWARE

Date: 3/14/14



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

Date: 3/18/14



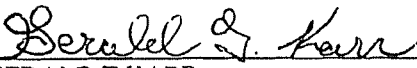
Robert S. Kuehl
Deputy Attorney General
Delaware Department of Justice

**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

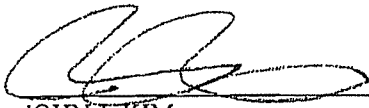
MATTHEW J. DUNN, Chief
Environmental Enforcement/Asbestos Litigation Division

Date: 2/18/14


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


FOR THE ILLINOIS ENVIRONMENTAL PROTECTION
AGENCY

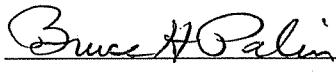
Date: 2/18/14


JOHN J. KIM
Chief Legal Counsel

FOR THE STATE OF INDIANA

Indiana Department of
Environmental Management

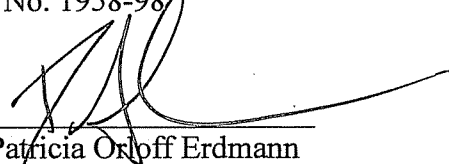
By: 
Thomas W. Easterly
Commissioner

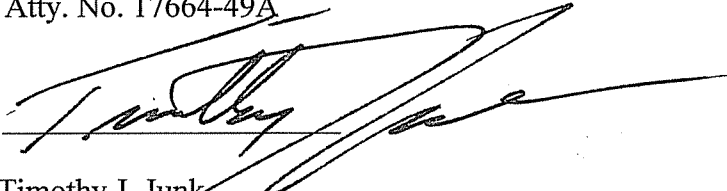
By: 
Bruce H. Palin,
Assistant Commissioner
Office of Land Quality
Ind. Dept. of Environmental Mgmt
100 North Senate Avenue

MC 50-01, ICGN 1301
Indianapolis, IN 46204

Date: 2/10/14

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Atty. No. 1958-98


By: 
Patricia Orloff Erdmann
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By: 
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Atty. No. 5587-02
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Indiana Government Center South, Fifth
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302 West Washington Street
Indianapolis, IN 46204

Date: February 11, 2014

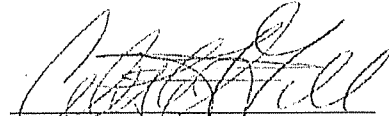
FOR THE STATE OF KANSAS

Date: 2/6/14


ROBERT MOSER, M.D.
Secretary
Kansas Department of
Health and Environment

FOR THE STATE OF MICHIGAN

Date: 2/6/14

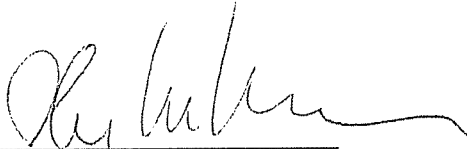


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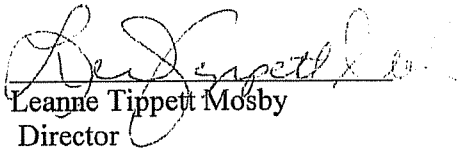
FOR THE STATE OF MISSOURI

Date: 1/28/14


CHRIS KOSTER
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Date: 1/23/14


Leanne Tippet Mosby
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Missouri Department of Natural Resources
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Jefferson City, Missouri 65102

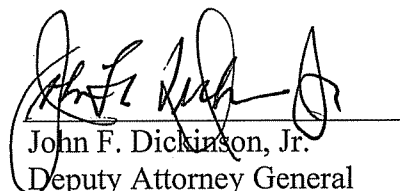
FOR THE STATE OF NEW JERSEY

JOHN J. HOFFMAN
Acting Attorney General for
the State of New Jersey

Date:

2/6/14

By:



John F. Dickinson, Jr.
Deputy Attorney General

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Trenton, New Jersey 08625-0093
Tel.: (609) 984-4863
Fax: (609) 984-9315
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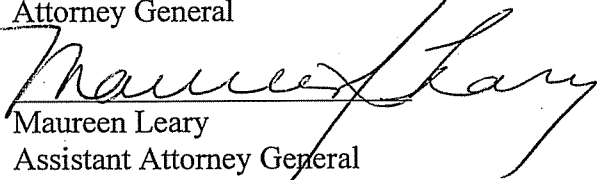
FOR THE STATE OF NEW YORK

ERIC T. SCHNEIDERMAN

Attorney General

Date: *February 6, 2014*

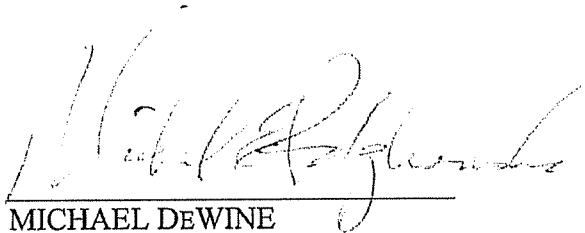
By:


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

FOR THE STATE OF OHIO

Date: _____

2/1/14



MICHAEL DEWINE

Attorney General for the State of Ohio

By: Michael E. Idzkowski
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Fax: (614) 644-1926

Email: Michael.idzkowski@ohioattorneygener.gov

FOR THE COMMONWEALTH OF VIRGINIA

MARK R. HERRING
ATTORNEY GENERAL

Date:

2/12/2014

By:



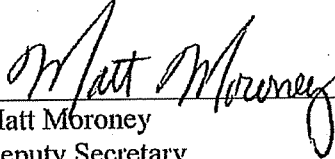
Jeremiah J. Jewett, III, VSB # 16674
Senior Assistant Attorney General
Environmental Section
Office of the Attorney General of Virginia
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(804) 225-4205
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FOR THE STATE OF WISCONSIN

Cathy Stepp
Secretary

Date:

2/12/14

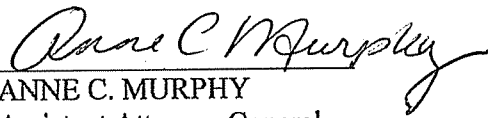

Matt Moroney
Deputy Secretary
Wisconsin Department of Natural Resources

Approved as to form:

J.B. VAN HOLLEN
Attorney General

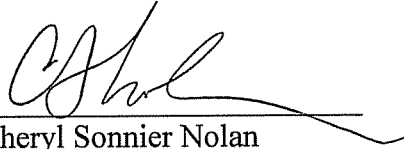
Date:

2/13/14


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



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

**FOR THE MASSACHUSETTS DEPARTMENT OF ENVIRONMENTAL
PROTECTION**

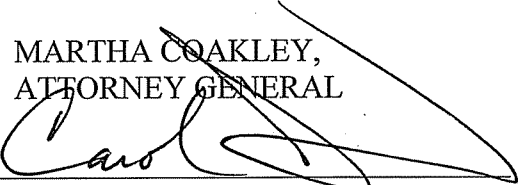
MASSACHUSETTS DEPARTMENT OF
ENVIRONMENTAL PROTECTION

By its attorney,

MARTHA COAKLEY,
ATTORNEY GENERAL

Date: 2/7/14

By:


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**

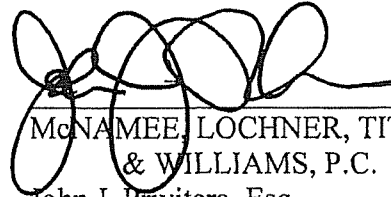
Date: 2/21/14



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



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:

United States Bankruptcy Judge

New York, NY
March __, 2014