

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

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In re : Chapter 11 Case No.
: :
MOTORS LIQUIDATION COMPANY, *et al.*, : 09-50026 (REG)
f/k/a General Motors Corp., *et al.* : :
Debtors. : (Jointly Administered)
: :
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ORDER APPROVING SETTLEMENT AGREEMENT

WHEREAS Responsible Environmental Solutions Alliance (“**RESA**”) and Motors Liquidation Company (“**MLC**” and together with RESA, the “**Parties**”) entered into that certain settlement agreement annexed hereto (the “**Settlement Agreement**”) regarding the disbursement of proceeds to MLC resulting from a settlement between the Parties and Chemical Waste Management, Inc. (the “**CWM Settlement Proceeds**”), all as more fully described in the Settlement Agreement;

WHEREAS pursuant to the terms of the Settlement Agreement, the Settlement Agreement shall become effective upon entry of a final order of this Court approving the Settlement Agreement;

WHEREAS due and proper notice of the presentment of this Order has been provided, and no objections having been received;

NOW, after due deliberation and sufficient cause appearing therefor, it is

ORDERED that the Settlement Agreement is approved; and it is further

ORDERED that MLC is authorized to enter into the Settlement Agreement; and

it is further

ORDERED that the Settlement Agreement shall be effective as of the date that this Order becomes a final order; and it is further

ORDERED that RESA shall pay, by wire transfer, to MLC the amount of \$161,263.63 as provided in the Settlement Agreement; and it is further

ORDERED that this Court shall retain jurisdiction to hear and determine all matters arising from or related to this Order.

Dated: New York, New York
June 13, 2011

s/ Robert E. Gerber
United States Bankruptcy Judge