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Revitalizing Auto Communities Environmental Response Trust
f/k/a Environmental Response Trust

Michael O. Hill
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Revitalizing Auto Communities
Environmental Response Trust
2930 Ecorse Road
Ypsilanti, MI 48198

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re

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

Debtors.

Chapter 11 Case No. 09-50026 (REG)

(Jointly Administered)

**DECLARATION OF SCOTT R. HAMILTON IN SUPPORT OF
MOTION OF THE REVITALIZING AUTO COMMUNITIES ENVIRONMENTAL
RESPONSE TRUST FOR AN ORDER PURSUANT TO 11 U.S.C. §§ 105 AND 1142 TO
ENFORCE DEBTORS PAYMENT OBLIGATIONS UNDER THE SECOND AMENDED
JOINT CHAPTER 11 PLAN AND THE CONFIRMATION ORDER**

Scott R. Hamilton, pursuant to 28 U.S.C. § 1746, declares as follows:

1. I am the Chief Financial Officer of the Revitalizing Auto Communities Environmental Response Trust (“RACER” or “Trust”). I previously served as Controller of Motors Liquidation Company (“MLC”). I respectfully submit this declaration to provide the Court with the information set forth below.

2. Annexed hereto as Attachment A is a true and accurate copy of a “Flow of Funds Summary” created by Debtors and reflecting (in Rows 1-5) Debtors’ statement of the value, as of March 30, 2011, of cash and U.S. Treasury securities that MLC and certain affiliated debtors (collectively, “Debtors”) transferred to RACER on or about March 31, 2011.

3. Annexed hereto as Attachment B is a true and accurate copy of an October 21, 2011 letter from U.S. Bank, which has, since March 31, 2011, served as custodian of all cash and U.S. Treasury securities that the Trust has received from Debtors.

4. Attachment B lists the value of cash and U.S. Treasury securities that Debtors transferred to the Trust on the Effective Date. The U.S. Treasury securities have varying maturity dates and stated interest rates. Attachment B shows the fair market value of the transferred U.S. Treasury securities (including accrued interest) as of the Effective Date, and also specifies the maturity dates and stated interest rates of those U.S. Treasury securities.

5. It is my understanding that Debtors, based on their accumulated knowledge and experience with respect to the Trust’s anticipated environmental and administrative spending needs over the life of the Trust (which knowledge and experience I do not question), had selected the maturity dates and stated interest rates associated of the U.S. Treasury securities reflected in Attachment B to meet the Trust’s anticipated spending needs.

6. It is also my understanding that the United States Government had approved the combination of assets that Debtors transferred to RACER on the Effective Date.

7. In light of the foregoing, RACER held and intends to continue holding until maturity the U.S. Treasury securities transferred to it by MLC on the Effective Date. For the same reasons, had MLC transferred Cash to RACER in the amounts recorded as “amount[s] in

U.S. Dollars” in Rows 1 through 5 of Attachment A, RACER would have purchased the same securities on or immediately after the Effective Date, but at the cost reflected in Attachment B.

8. To avoid risks associated with purchasing longer-term U.S. Treasury securities before the Trust has determined whether any changes are needed to the mix of securities that Debtors recommended (and that I understood U.S. Treasury to have approved), Cash that RACER has received on and after the Effective Date has been placed in U.S. Treasury securities with relatively short maturity dates (e.g., three to twelve months) and a money market fund that invests exclusively short-term U.S. Treasury securities.

9. These securities provide relatively little interest income, typically less than 0.02% or less per year.

10. Therefore, had RACER received an additional \$13,505,874 in Cash on March 31, 2011, that Cash would likely have since earned interest in an amount of more than \$1,000 but less than \$2,000.

11. Annexed hereto as Attachment C is a true and accurate copy of a November 10, 2011 letter from MLC providing notice of its intent “to file a certificate of dissolution (the “Dissolution Certificate”) with the Secretary of State of the State of Delaware during the week beginning December 11, 2011, and upon the filing of the Certificate (or such later time as set forth in the Dissolution Certificate), the Company [MLC] will be dissolved.”

12. Annexed hereto as Attachment D is a true and accurate copy of the U.S. Bank Trust and Custody Services Report on Controls Placed in Operation and Tests of Operating Effectiveness for the period from October 1, 2009 to September 30, 2010. It was supplied to me by a US Bank representative in response to my request for the most recent version of this Report.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on November 21, 2011 in Ypsilanti, Michigan.

/s/ Scott R. Hamilton
Scott R. Hamilton

ATTACHMENT A

**FLOW OF FUNDS SUMMARY
(PREPARED BY MLC)**

MOTORS LIQUIDATION COMPANY
Flow of Funds - Summary
March 30, 2011

Item	Description	Amount in U.S. dollars	From Which MLC/PRM Acct	To/Contract	Bank	ABA #	Account Name	Account #	Confirmation Required	Additional Information or Instructions	Comments
1	RACER - Environmental Custody Account	34,896,945	Disbursement		U.S. Bank	091000022	RACER Environmental Action Account	173103198383		001050979197	Note: U.S. Bank, N.A. Account of U.S. Bank Trust Services, Attention: Rae Egan Note: Federal Reserve Bank of Cleveland, Po U.S. Bank, N.A., Trust, 1050/TRUST Note: U.S. Bank, N.A. Account of U.S. Bank Trust Services, Attention: Rae Egan Note: Federal Reserve Bank of Cleveland, Po U.S. Bank, N.A., Trust, 1050/TRUST
2	RACER - Environmental Custody Account	450,238,000	Custody		U.S. Bank	042-000-013	RACER Environmental Action Account	001050979197		001050979198	Note: U.S. Bank, N.A. Account of U.S. Bank Trust Services, Attention: Rae Egan Note: Federal Reserve Bank of Cleveland, Po U.S. Bank, N.A., Trust, 1050/TRUST
3	RACER - Administrative Custody Account	3,000,000	Disbursement		U.S. Bank	091000022	RACER Administrative Account	173103198383			Note: U.S. Bank, N.A. Account of U.S. Bank Trust Services, Attention: Rae Egan Note: Federal Reserve Bank of Cleveland, Po U.S. Bank, N.A., Trust, 1050/TRUST
4	RACER - Administrative Custody Account	125,100,000	Custody		U.S. Bank	042-000-013	RACER Administrative Account	001050979198			Note: U.S. Bank, N.A. Account of U.S. Bank Trust Services, Attention: Rae Egan Note: Federal Reserve Bank of Cleveland, Po U.S. Bank, N.A., Trust, 1050/TRUST
5	RACER - Administrative Custody Account	12,000,000	Asset Sales Proceeds Account		U.S. Bank	091000022	RACER Administrative Account	173103198383			Note: U.S. Bank, N.A. Account of U.S. Bank Trust Services, Attention: Rae Egan Note: Federal Reserve Bank of Cleveland, Po U.S. Bank, N.A., Trust, 1050/TRUST
6	Illinois 807 Trust	102,390	Disbursement		Harris Bank N.A.	071000288	For Credit to: ATIS Trust Company	130-076-2			ATIS has assigned number 11-084 to this fund and refer to it internally as "Illinois 807 Trust - MLC"
7	GUC Truist - Funding Account	52,794,179	Disbursement	David Varnesky	Wilmington Trust Company	031100092	MLC GUC Writ-Dn Budget Cash Sub Acct	099993-006			Ref: Acct#26-67298 MLC Asbestos PI Trust
8	Asbestos Trust - Funding Account	2,000,000	Disbursement	Attn: Master Trust Cash Processing	The Northern Trust Company	071000152		5186061000			Account info to be received 3/28/11
9	US Treasury	50,000,000	Disbursement		The Bank of New York Mellon	021000018					Balance to be dispersed after financial assurance collateral received Message type code: 1000; required beneficiary information: USAO/NYS Motors Liquidation Company
10	Priority Order Site - Sioux City	6,476,684	Disbursement	EPA/United States Department of Justice	See detailed instructions provided on 3/22/11	02103004	TREAS NY/CTV/BNF=DEPT OF JUSTICE/AC-15030001		Written confirmation provided per paragraph 19 of Consent Decree		REF: Private Placement - EESA (see also email from Alan 3/22/11 9:58 AM) Shall reference Bankruptcy Case Number 09-50026 and DOJ File Number 90-11-3-08574; payment instructions must contain a Consolidated Debt Collection System number; notice of payment must be given per paragraph 19 of the Consent Decree and Settlement Agreement
11	Priority Order Site - Wheeler Pt	385,991	Disbursement	State of WI Dept. of Natural Resources	U.S. Bank	075000022	State of WI General Control	111851166	Written confirmation provided per paragraph 22 of Consent Decree		In accordance with instructions provided to MLC by Wisconsin Attorney General and shall reference Bankruptcy Case Number 09-50026; payment instructions shall include reference to "Wheeler Pt" and "Remediation and Redevelopment Program"
12	Priority Order Site - Delphi-Scatterfield Rd	3,599,039	Disbursement		First Merchants Trust Company, N.A.	074900857	FBO Naban & Co.	147-745-5	Written confirmation provided per paragraph 18 of Consent Decree		Shall reference Bankruptcy Case Number 09-50026 and DOJ File Number 90-11-3-09794; per the agreement, payment shall be deposited in a trust established pursuant to the requirements and in the format set forth at 40 C.F.R. Section 264.151(a)(1) and in accordance with a trust agreement approved by the United States."

MOTORS LIQUIDATION COMPANY
 Flow of Funds - Summary
 March 30, 2011

Item	Description	Amount in US Dollars	From Which MLC/JPM Acct	To/Contact	Bank	ABA # (Routing number)	Account Name	Account # (Account number)	Confirmation Required	Additional Information or Instructions	Comments
13	Priority Order Site - Delphi-Harrison	5,225,343	Disbursement	Ohio Department of Development, Attn: Amy Alduino	Key Bank 88 East Broad St. Columbus, OH 43215	041003039	State of Ohio Regular Account for Attorney General	004511003060	Written confirmation provided per paragraph 19 of Consent Decree	Shall reference Bankruptcy Case Number 09-50026 and "Delphi Harrison"	
14	Priority Order Site - Harvey & Knott	2,484,816	Disbursement	EPA/United States Department of Justice	See detailed instructions provided on 3/22/11	02103004	TREAS NYC/CTV/BNF=DEPT OF JUSTICE/AC=5030001		Written confirmation provided per paragraph 22 of Consent Decree	In accordance with the Financial Litigation Unit of the United States Attorney's Office for the Southern District of New York and shall reference Bankruptcy Code Number 09-50026 and DOJ File Number 90-11-3-05754 and shall include a Consolidated Debt Collection System number	Message type code: 1000; required beneficiary information: USAO/NYS Motors Liquidation Company
15	Priority Order Site - Gariand Road	6,732,895	Disbursement	EPA/United States Department of Justice	See detailed instructions provided on 3/22/11	02103004	TREAS NYC/CTV/BNF=DEPT OF JUSTICE/AC=5030001		Written confirmation provided per paragraph 24 of Consent Decree	In accordance with the Financial Litigation Unit of the United States Attorney's Office for the Southern District of New York and shall reference Bankruptcy Code Number 09-50026 and DOJ File Number 90-11-3-05754 and shall include a Consolidated Debt Collection System number	Message type code: 1000; required beneficiary information: USAO/NYS Motors Liquidation Company
16	Section 2.5 Fees - Citibank	462,260	Disbursement	Attn: Billing Unit	Citibank, N.A., 111 Wall Street, 14th Floor, Zone 23	0210-0008-9		36113233			
17	Section 2.5 Fees - Gibson Dunn	2,879,888	Disbursement	Attn: Mario Prego, Telephone: (213) 225-7253	Wells Fargo Bank, 333 South Grand Avenue, Los Angeles, CA 90071-1515	121000248	Gibson, Dunn & Crutcher LLP	4600-146039		include client number 68520-00003 and reference "Matt Williams" in the wire instructions	
18	Section 2.5 Fees - Wilmington Trust	718,926	Disbursement	Attn: David A. Vanaskey Jr.	Wilmington Trust Company	031-100-092	Account of General Motors	079952-000			
19	Section 2.5 Fees - Kelley Dye & Warren	946,029	Disbursement		JP Morgan Chase, NA 345 Park Avenue, New York, NY 10017-4802, Attn: Private Banking, 10th Floor	021-000-021	Kelley Dye & Warren LLP	135-046110			

MOTORS LIQUIDATION COMPANY
 Flow of Funds - Summary
 March 30, 2011

Item	Description	Amount in US dollars	From Which MIC, JPM, ACE	To/Contact	Bank	ABA #	Account Name	Account #	Confirmation Required	Additional Information or Instructions	Comments
20	Section 2.5 Fees - Law Debenture	308,025	Disbursement		Citibank, N.A.	021 000 089	Law Debenture Checking	30854603		Ref: MIC Trust CODE 117967	
21	Section 2.5 Fees - Bank of New York Mellon	17,500	Disbursement			021000018	Account: General Motors				
22	Section 2.5 Fees - Emmet, Marvin & Martin	7,952	Disbursement		The Bank of New York Mellon, One Wall Street, New York, New York 10286	021000018	For the Account of: Emmet, Marvin & Martin, LLP	Attorney Professional Account No. 63022497758			

Total - for information purposes only

269,482,872

Reviewed and approved:

Edward J. Stanger
 Edward J. Stanger
 Motors Liquidation Company
 Executive Vice President

[Handwritten Signature]

ATTACHMENT B

LETTER FROM US BANK



All of us serving you®

Institutional Trust & Custody
425 Walnut Street
Cincinnati, OH 45202

October 21, 2011

Scott R. Hamilton, Chief Financial Officer
RACER Trust
2930 Ecorse Road
Ypsilanti, MI 48198

Dear Scott:

Below is a recap of the assets we received for the initial funding for RACER Trust. The assets are valued as of 3/31/2011.

RACER Environmental Action Investment Account

Asset Description	Int. Rate	Maturity	Units	Market Value	Accrued Interest	Total Value
Cash				34,896,945.00	0	34,896,945.00
U S TREASURY I P	2.38%	1/15/2025	104,020,808.37	116,771,679.06	518,667.29	117,290,346.35
U S TREASURY I P	2.38%	1/15/2017	7,924,719.880	8,930,763.07	39,514.14	8,970,277.21
U S TREASURY I P	1.63%	1/15/2018	7,241,665.600	7,830,050.93	24,705.68	7,854,756.61
U S TREASURY I P	2.13%	1/15/2019	6,975,927.140	7,784,158.06	31,121.88	7,815,279.94
U S TREASURY NT	1.00%	7/31/2011	189,564,000.00	190,104,257.40	314,194.48	190,418,451.88
U S TREASURY I P	1.38%	1/15/2020	63,758,507.91	66,852,070.71	184,054.26	67,036,124.97
U S TREASURY I P	1.25%	7/15/2020	11,536,260.90	11,913,842.72	30,274.72	11,944,117.44
U S TREAS BD STRIP		2/15/2015	9,329,000.00	8,706,289.25	0.00	8,706,289.25
U S TREAS BD STRIP		2/15/2016	22,339,000.00	20,014,403.66	0.00	20,014,403.66
			422,689,889.80	473,804,459.86	1,142,532.45	474,946,992.31

RACER Administrative Investment Account

Asset Description	Int. Rate	Maturity	Units	Market Value	Accrued Interest	Total Value
Cash				15,000,000.00	0.00	15,000,000.00
U S TREASURY I P	2.38%	1/15/2025	37,988,755.73	42,645,417.41	189,419.07	42,834,836.48
U S TREASURY I P	2.38%	1/15/2017	9,621,470.32	10,842,915.98	47,974.46	10,890,890.44
U S TREASURY I P	1.63%	1/15/2018	3,678,640.00	3,977,529.50	12,550.06	3,990,079.56
U S TREASURY I P	2.13%	1/15/2019	3,536,165.36	3,945,865.48	15,775.99	3,961,641.47
U S TREASURY NT	1.00%	7/31/2011	36,473,000.00	36,576,948.05	60,452.49	36,637,400.54
U S TREASURY I P	1.38%	1/15/2020	5,501,496.69	5,768,429.31	15,881.39	5,784,310.70
U S TREASURY I P	1.25%	7/15/2020	6,203,289.60	6,406,323.27	16,279.35	6,422,602.62
U S TREAS BD STRIP		2/15/2015	5,671,000.00	5,292,460.75	0.00	5,292,460.75
U S TREAS BD STRIP		2/15/2016	6,661,000.00	5,967,856.34	0.00	5,967,856.34
			115,334,817.70	136,423,746.09	358,332.81	136,782,078.90



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Institutional Trust & Custody
425 Walnut Street
Cincinnati, OH 45202

If you have any questions, or need any further information, please do not hesitate to contact me.

Sincerely,

A handwritten signature in black ink that reads 'M. Christine Poppe'.

M. Christine Poppe
Vice President & Relationship Manager

ATTACHMENT C

NOTICE OF DISSOLUTION OF MOTORS LIQUIDATION
COMPANY

Motors Liquidation Company

c/o AlixPartners LLP
2000 Town Center, Suite 2400
Southfield, Michigan 48075

Phone: 248.262.8445
Fax: 248.262.8491
E-Mail: akoch@alixpartners.com

November 10, 2011

Via Electronic Mail and Overnight Courier

General Motors LLC
400 Renaissance Center
Detroit, Michigan 48265
Attn: Lawrence S. Buonomo, Esq.

Wilmington Trust Company
Rodney Square North
1100 North Market Street
Wilmington, Delaware 19890-1615
Attn: Corporate Trust Administration

Attn: Elliott P. Laws, Esq.
1001 Pennsylvania Avenue, N.W.
Washington, DC 20004-2595

Gibson, Dunn & Crutcher LLP
200 Park Avenue
New York, New York 10166-0193
Attn: Matthew J. Williams, Esq.
Keith R. Martorana, Esq.

Attn: Michael O. Hill, Esq.
2300 Wisconsin Avenue, NW, Suite 300
Washington, DC 20007

Re: Notice of Dissolution of Motors Liquidation Company

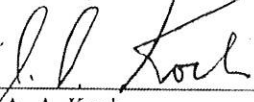
Ladies and Gentlemen:

Reference is hereby made to: (i) the Debtors' Second Amended Joint Chapter 11 Plan, dated March 18, 2011 (ECF No. 9836) (as may be amended, modified or supplemented from time to time, the "Plan"), filed by Motors Liquidation Company (f/k/a General Motors Corporation) (the "Company") and its affiliated debtors, whose cases are jointly administered under Case Number 09-50026 (REG) in the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court"), and (ii) that certain order by the Bankruptcy Court confirming the Plan, dated March 29, 2011 (ECF No. 9941) (the "Confirmation Order"). Capitalized terms that are used but not otherwise defined herein shall have the meaning ascribed to such terms in the Plan.

Pursuant to Section 11(c) of the Confirmation Order, the Company hereby provides notice to New GM, the GUC Trust Administrator and the Environmental Response Trust Administrative Trustee of the Company's intention to file a certificate of dissolution (the "Dissolution Certificate") with the Secretary of State of the State of Delaware during the week beginning on December 11, 2011, and upon the filing of the Certificate (or such later time as set forth in the Dissolution Certificate), the Company will be dissolved.

Very truly yours,

MOTORS LIQUIDATION COMPANY

By: 
Name: A. A. Koch
Title: President

cc: Joseph Gromacki, Jenner & Block LLP (by electronic mail)
Michael Wolf, Jenner & Block LLP (by electronic mail)
Ted Stenger, Motors Liquidation Company (by electronic mail)
Stephen Karotkin, Weil, Gotshal & Manges LLP (by electronic mail)
Joseph Smolinsky, Weil, Gotshal & Manges LLP (by electronic mail)
Raymond Gietz, Weil, Gotshal & Manges LLP (by electronic mail)

ATTACHMENT D

US BANK TRUST & CUSTODY SERVICES REPORT ON CONTROLS PLACED IN OPERATION AND TESTS OF OPERATING EFFECTIVENESS



**U.S. Bank
Trust & Custody Services**

Report on Controls Placed in Operation and Tests of Operating Effectiveness

For the period from October 1, 2009 to September 30, 2010

U.S. Bancorp
U.S. Bank — Trust & Custody Services
 II. Description of Controls

SUBSERVICE ORGANIZATIONS

The Division uses subservice organizations to perform a range of functions to improve efficiencies and achieve daily processing functions. The Division adheres to internal policies and procedures and other applicable regulations in choosing subservice organizations. During regular meetings, the Division reviews the financial status, operating procedures and contingency plans of certain subservice organizations depending upon the nature of the service provided. Controls in place at these organizations are not included in the scope of this report. The following describes the types of services utilized by the Division:

Trust Accounting

- *SEI Global Services, Inc.*: An online real-time trust accounting service provider.

Corporate Action Services

- *E-Tran/XSP*: Application used to track corporate actions.

Trading

- *TrustCustody and Fidelity Advisor CHANNEL*[®]: Systems that are used to process mutual fund trades through Fidelity.

Loan Processing

- *PDS*: System used for loan processing.

Payment Services

- *PCI System*: System used to maintain tax records.
- *DTCC*: Clearance and settlement of equities, bonds, and government- and mortgage-backed securities.

The above-mentioned subservice organizations and corresponding processes, systems, and applications are not within the scope of this report. Management has a process for annually obtaining the SAS 70 reports or assessing internal controls, and following up on issues at these entities. Users should consider obtaining the subservicers' service auditor's reports, if available.

SERVICE PROVIDERS

The Division uses service providers to perform a range of functions that support the business but not directly related to supporting financial statements. The Division adheres to internal control policies and procedures and other applicable regulations in choosing these providers. Controls in place at these providers are not included in the scope of this report. The following describes the types of services utilized by the Division:

Pricing Services

- *Interactive Data Corp (IDC)*: Provides pricing, corporate action data, and descriptive data for securities.
- *Standard & Poor's J.J. Kenny*: Provides pricing for securities.

Proxy Services

- *Broadridge Financial Solutions, Inc.*: A third-party proxy service responsible for proxy mailing and tabulations.