

February 3, 2011

The Honorable Judge Robert E. Gerber
United State Bankruptcy Court of the Southern District
New York
One Bowling Green
New York, NY 10004-1408

RE: Motors Liquidation Corporation – Case #09-50026

Dear Judge Gerber:

When we recently saw the headlines about the establishment by the United States and General Motors Corporation of a \$773 million environmental trust, the largest of its kind in United States history, to clean up dozens of former General Motors sites, we were energized and compelled to write to you. The establishment of this trust offers a first of its kind opportunity to turn this trust into a permanent solution for cleaning up these targeted sites and more. We have a patented process that will return the \$773 million back to taxpayers with a healthy return and/or replace or leverage these tax dollars with private funds. Additionally, this trust can be used to clean up and reuse many more sites than those currently anticipated with the highest possible returns – something the bankruptcy courts are charged with insuring. Motors Liquidation Corporation (including the U. S. Treasury Department as shareholder) and its creditors, will achieve significantly higher proceeds from these assets as well. Proceeds from our process are proven to be higher than any other disposition or sale process (hence the patents).

This letter introduces you to EcoMax Holdings, LLC (“EcoMax”) and its subsidiary, Brownfields Capital (“Brownfields” and together the “Company”) **who have developed a proprietary process and the business of transforming so-called brownfields properties into successful developments – returning now underutilized sites into productive, rebuilt and job generating tax-payers. Not only do we do this in a profitable and efficient manner, our patented process mitigates the risks and maximizes the capital appreciation opportunities for all parties to the transactions. Redeveloping the strategically located sites will create the additional funds for the trust to clean up the sites that lack a feasible reuse – a portfolio focused solution that does not abandon the least attractive sites. These sites can be redeveloped for a wide variety of land uses and have great potential for rapid value creation by expanding the types of land reuse to include traditional and alternative energy plants, transportation facilities, and other mixed uses that would otherwise not occur.**

The Company's process:

- Resolves risks for all parties **prior to the transfer of title**; and is therefore, a unique new method of creating value with less risk and higher returns for seller, buyer and the capital. It is the first truly sustainable “win-win” process for all parties; and therefore, it will create a market from what is now a niche.
- Allows brownfields and other underutilized assets to transparently transfer title in a reasonable time period restoring cash quickly to the seller’s balance sheet.
- Streamlines project planning in a way that addresses all aspects of community and project planning and qualified management from inception. This platform brings the experts together to create the highest value and aligns interests for successful execution.
- Reduces the lengthy (and potentially risky) legal, planning and transaction processes by streamlining and standardizing multiple parts of the transaction so that many more transactions are successful. This has been one of the major issues with these kinds of transactions in the past.
- Provides the seller of the assets a clear path toward capturing anticipated revenue from the sale without risking their own balance sheet for the first time. Corporations, governments, and other owners often do not see any way to make money from these assets. Anyone who can project a path to generating income from this trust rather than see it spent without any return of principal or earnings in today’s economic environment is truly creating value in our economy. These assets that are presently considered to be liabilities are turned into profits and capital is returned and reused again. This process is easy for the seller and can be put in place as an ongoing business practice to unlock earnings.
- Provides the projects and buyers (borrowers) with predictable financing to ensure their success. The Company’s unique debt solution aligns the interests of seller, lender, and borrower. It reduces the borrower’s risks and increases earnings substantially for purchasers by lowering the cost of capital.
- This platform is ready and able to take the trusts capital and safely invest it rather than spend it. Returns for the capital are not correlated to current debt and equity markets and have a very high, unique risk-adjusted return.

The result is sustainable job creation, new tax bases, improved inner-city infrastructure, better built environments, and significant upside for investors in the Company and its projects. This is the “green” platform that will make money. This is an opportunity to create a model solution for other companies and governments for the future.

Intellectual Property

The Company's founder and CEO patented this proprietary process. The intellectual property is an exclusive license to all trade secrets, "know-how", data, techniques, models, computer programs, and processes that have been created and tested that are necessary to operate the business. The business is based upon three issued U.S. Patents encompassing a business method that produces a product – the unique debt security that is ultimately issued. The business method patents cover the process of (a) creating and joining the transactions, (b) transferring risks, and (c) financing a brownfield or other redevelopment project through one financing. The product produced by the process is a unique debt security not fully correlated to existing public debt or equity markets, which delivers capital more efficiently for these types of projects and real estate developments and is not impacted by the current state of the capital markets (a new asset class).

Brownfields Capital unlocks participation in these projects for any qualified team. This opportunity has been apparent for years, but historically there has not been an effective way to build transactions due to environmental laws and lack of the right form of investment capital. In fact, this platform has the potential to provide a private market long term replacement for Superfund so that taxpayers will not have to foot the bill.

We look forward to discussions about the opportunities associated with this process. In addition, this letter also serves as notice that this process (US 6,253,119 B1, US 7,346,572 B2, US 7,747,487 B2) is patented and its use (all or in part) and the use of any protected trade secrets are professionally monitored.

Sincerely,



Cheryl L. Hoffman
Founder and CEO

Results:

- Creates jobs in all states
- Provides safe and secure projects
- Provides debt not available from banking system
- Full transparency from fiduciary for all parties
- Attracts capital from multiple (debt and equity) sources and creates a permanent revolving fund

Brownfields Owners:

- Federal Government
- Federal Agencies
- Federal, State, and Local Partnerships
- Redevelopment Authorities

Borrower:

- Public/Private Entities
- Bankruptcy Remote
- Credit capacity is built
- Responsible for all aspects of company and project management
- Issues the BVCs
- Can be LLC, LP, Not-For-Profit

Brownfields Value Contracts:

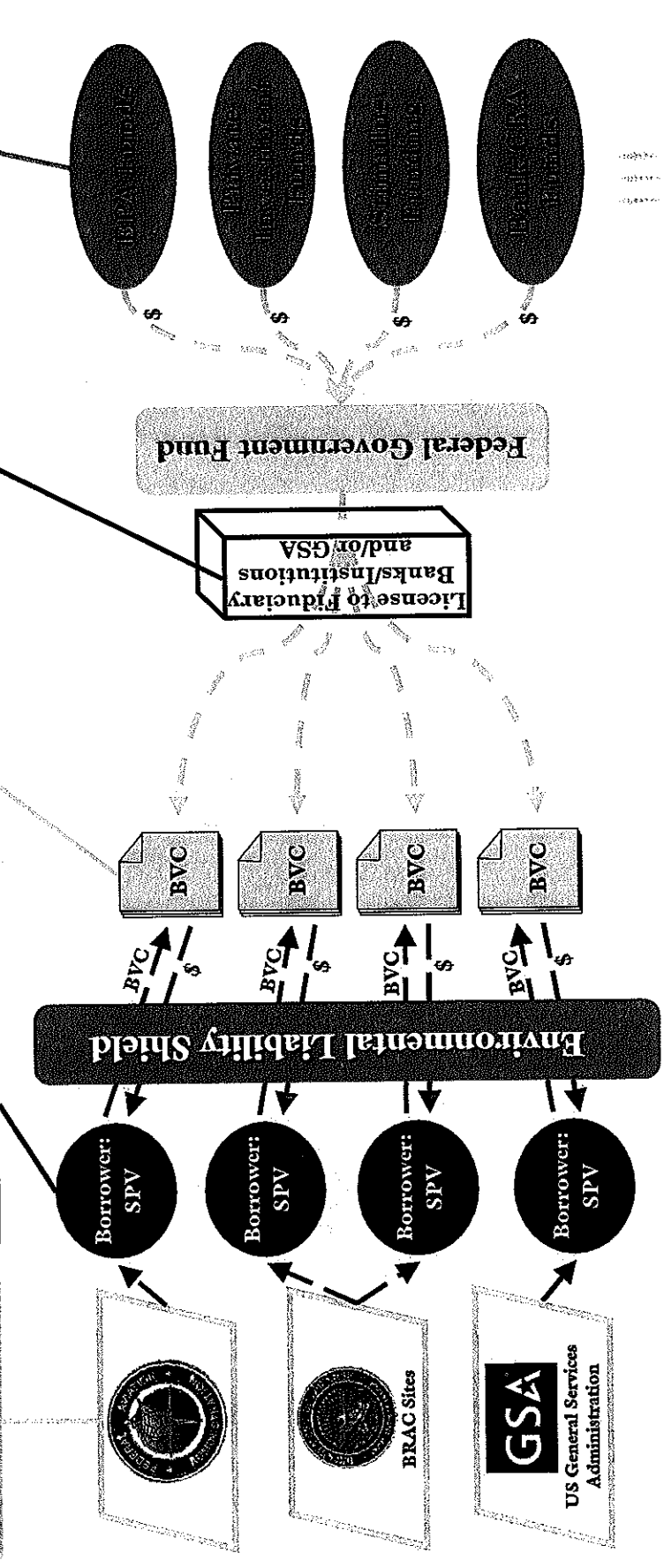
- Bond-like debt issued by the Borrower with loan-like covenants
- Low LTV - High Returns
- Returns not correlated to debt/public equity markets

GSA/ Financial Intermediary:

- Lender
- Fiduciary to Investors and borrowers
- Originates and structures borrower
- Underwrites BVCs

Investors:

- EPA Funds
- Public Pension Funds
- Private Pension Funds
- Individuals/ Family offices
- TARP Funds
- Private Equity
- Government Funds



BROWNFIELDS CAPITAL

*Note: This is a hypothetical model for descriptive purposes only
 Patent # US 6,253,191, B1 7,346,572 and Continuations