

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

In re

LYONDELL CHEMICAL CO., *et al.*,

Reorganized Debtors.

Chapter 11

Case No. 09-10023 (REG)

Jointly Administered

**ORDER APPROVING SETTLEMENT RELATING TO THE CLAIM OF
THE NEW JERSEY DEPARTMENT OF ENVIRONMENTAL PROTECTION**

The Court having considered the Motion of the Creditor Representative for Entry of an Order Approving Settlement Relating to the Claim of the New Jersey Department of Environmental Protection [Docket No. ____] (the “**Motion**”),¹ as well as the statement of the Reorganized Debtors filed contemporaneously therewith, and good cause appearing therefor, it is hereby ORDERED that:

1. The Motion is granted on the terms set forth herein;
2. The Settlement, as memorialized in the agreement attached as **Exhibit A** to the Motion, is approved;
3. The Creditor Representative is authorized, without further order of the Court, to consummate the transactions contemplated by the Settlement and to take such other and further action as may be reasonably necessary to effectuate the terms thereof;
4. Nothing in this Order shall be deemed a finding or conclusion by the Court that the Settlement is reasonable based solely on the strength of the claims asserted or that the Creditor Representative has the authority or power to settle or resolve general unsecured claims. Furthermore, approval of the Motion and the entry of this Order will not have any precedential

¹ Capitalized terms used but not defined herein have the meanings given them in the Motion.

value on the merits of New Jersey's or any other entity's MTBE Claim or on the Creditor Representative's authority or power to settle or resolve general unsecured claims; and

5. The Court shall retain jurisdiction to resolve disputes in connection with this Order.

Dated: _____, 2015

The Honorable Robert E. Gerber
United States Bankruptcy Judge