

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

In re:)	Chapter 11
CHEMTURA CORPORATION, <i>et al.</i> , ¹)	Case No. 09-11233 (REG)
Debtors.)	Jointly Administered

**SECOND AMENDED CONSENT ORDER ESTABLISHING
A REVISED SEGREGATED DISTRIBUTION RESERVE AMOUNT
WITH RESPECT TO DISPUTED CLAIM OF OILDALE ENERGY LLC
IN CONNECTION WITH CONFIRMATION OF THE JOINT
CHAPTER 11 PLAN OF CHEMTURA CORPORATION, *ET AL.***

This Second Amended Consent Order (the “**Second Amended Consent Order**”) revising the segregated reserve amount with respect to the proof of claim in the amount of \$16,263,764 filed by Oildale Energy LLC (“**Oildale**”), claim number 9389, as amended by claim number 14938 (the “**Oildale Claim**”), in connection with confirmation of the Joint Chapter 11 Plan of Chemtura Corporation, et al. (the “**Plan**”) is made as of the date below, by and between Chemtura Corporation (“**Chemtura**”), and certain of its affiliates (the “**Reorganized Debtors**”), and Oildale (collectively, the “**Parties**”), by and through their respective counsel.

Recitals

WHEREAS, Chemtura filed the *Debtors’ Motion for an Order Establishing a Distribution Reserve Amount with Respect to Disputed Claims in Connection With Confirmation*

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal taxpayer-identification number, are: Chemtura Corporation (3153); A&M Cleaning Products, LLC (4712); Aqua Clear Industries, LLC (1394); ASCK, Inc. (4489); ASEPSIS, Inc. (6270); Bio-Lab Company Store, LLC (0131); Bio-Lab Franchise Company, LLC (6709); Bio-Lab, Inc. (8754); Bio-Lab Textile Additives, LLC (4348); Chemtura Canada Co./Cie. (5047); CNK Chemical Realty Corporation (5340); Crompton Colors Incorporated (3341); Crompton Holding Corporation (3342); Crompton Monochem, Inc. (3574); GLCC Laurel, LLC (5687); Great Lakes Chemical Corporation (5035); Great Lakes Chemical Global, Inc. (4486); GT Seed Treatment, Inc. (5292); HomeCare Labs, Inc. (5038); ISCI, Inc. (7696); Kem Manufacturing Corporation (0603); Laurel Industries Holdings, Inc. (3635); Monochem, Inc. (5612); Naugatuck Treatment Company (2035); Recreational Water Products, Inc. (8754); Uniroyal Chemical Company Limited (Delaware) (9910); Weber City Road LLC (4381); and WRL of Indiana, Inc. (9136).



of *The Joint Plan of Reorganization* (the “**Motion**”)² for an order pursuant to sections 105(a), 502(c) and 1142(b) of title 11 of the United States Code, 11 U.S.C. §§ 101-1532 establishing a reserve for contingent, unliquidated and disputed claims which are not yet Allowed, other than Diacetyl Claims and Environmental Claims against the Debtors; and

WHEREAS, in relation to the Motion, on October 29, 2010, the Court approved the *Order Establishing a Distribution Reserve Amount with Respect to Disputed Claims in Connection with Confirmation of the Joint Chapter 11 Plan of Chemtura Corporation, et al.* [Docket No. 4383] (the “**Disputed Claims Reserve Order**”); and

WHEREAS, the Parties negotiated in good faith and established a segregated reserve regarding the Oildale Claim, evidenced by the *Consent Order Establishing a Distribution Reserve Amount With Respect to Disputed Claim of Oildale Energy LLC In Connection With Confirmation Of The Joint Chapter 11 Plan of Chemtura Corporation, et al*, which was approved by the Court on November 1, 2010 [Docket No. 4393] (the “**Consent Order**”); and

WHEREAS, pursuant to the Consent Order, among other things, Chemtura agreed to establish a segregated and individual reserve of distributable value with respect to the Oildale Claim in the amount of \$16,263,764, representing the full amount of the Oildale Claim, in a combination of Cash and authorized New Common Stock consistent with the treatment set forth in the Plan for holders of Allowed Claims (the “**Oildale Segregated Reserve**”) under the Plan on the Effective Date; and

WHEREAS, on October 21, 2010, Chemtura filed the *Debtors’ Motion for Order Pursuant To 11 U.S.C. § 502(c) Estimating The Claim Filed By Oildale Energy LLC [Claim No. 9389 and 14938]* (the “**Estimation Motion**”);

² Capitalized terms used but not defined herein shall have the meaning ascribed to them in the Plan or the Motion.

WHEREAS, on November 4, 2010, Oildale filed the *Opposition To The Debtors' Motion For Order Estimating Claim Nos. 9389 and 14938* (the “**Opposition**”); and

WHEREAS, pursuant to the Opposition, Oildale acknowledged that the amount of the Oildale Claim was \$14,487,386; and

WHEREAS, a hearing regarding the Estimation Motion and Opposition was held before the Court on November 10, 2010 (the “**Estimation Hearing**”), after which the Court took the matter under submission; and

WHEREAS, the Parties agreed to amend the Consent Order, consistent with the agreement set forth on the record at the Estimation Hearing; and

WHEREAS, on November 29, 2010, the Court entered the *Amended Consent Order Establishing a Distribution Reserve Amount With Respect to Disputed Claim of Oildale Energy LLC In Connection With Confirmation Of The Joint Chapter 11 Plan of Chemtura Corporation, et al.* (the “**First Amended Consent Order**”) [Docket No. 4641]; and

WHEREAS, pursuant to the First Amended Consent Order, the value of the Oildale Segregated Reserve was reduced to \$14,487,386; and

WHEREAS, on April 19, 2011, the Court filed its *Bench Decision on Estimation of Claims of Creditor Oildale Energy LLC* with regard to the Estimation Motion (the “**Estimation Bench Decision**”) [Docket No. 5134]; and

WHEREAS, as stated in the Estimation Bench Decision, the Court estimated Oildale's Claim at \$0.00, but directed the Reorganized Debtors to reserve thirty percent (30%) of the total amount of Oildale's claim, after taking into account calculations for discounting the Oildale Claim to present value; and

WHEREAS, the Parties have agreed that for purposes of complying with the Court's direction in the Estimation Bench Decision, the Oildale Claim should be discounted from \$14,487,386 to a present value of \$12,900,000; and

WHEREAS, the Parties wish to further amend the First Amended Consent Order, and reduce the Oildale Segregated Reserve to an amount representing thirty percent (30%) of \$12,900,000, consistent with the Estimation Bench Decision.

THEREFORE, THE PARTIES AGREE AS FOLLOWS:

1. The value of the Oildale Segregated Reserve shall be reduced to \$3,870,000.
2. Except for the reduction in the value of the Oildale Segregated Reserve as set forth in paragraph 1 above, all other terms and conditions of the Consent Order remain unchanged and in full force and effect.
3. The amount of \$10,617,386³ released from the Oildale Segregated Reserve shall be distributed in accordance with the terms of the Disputed Claims Reserve Order.
4. Except as otherwise provided herein, the Parties hereby reserve and retain all of their respective existing rights relating to the Estimation Bench Decision and other pending proceedings, including, but not limited to, any rights of appeal.

³ \$14,487,386 - \$3,870,000= \$10,617,386

AGREED TO BY:

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May 20, 2011

SO ORDERED:

s/ Robert E. Gerber
Honorable Robert E. Gerber
United States Bankruptcy Judge