

UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF MAINE

MAINE PEOPLE’S ALLIANCE and)
NATURAL RESOURCES DEFENSE)
COUNCIL, INC.,)

Plaintiffs,)

v.)

1:00-CV-00069-JAW

HOLTRACHEM MANUFACTURING)
COMPANY, LLC and)
MALLINCKRODT US LLC,)

Defendants.)

**QUARTERLY PROGRESS REPORT FOR THE FOURTH QUARTER OF 2023
GREENFIELD PENOBSCOT ESTUARY PROJECT TRUST LLC, TRUSTEE FOR
PENOBSCOT ESTUARY BENEFICIAL ENVIRONMENTAL PROJECTS TRUST**

Greenfield Penobscot Estuary Project Trust LLC, not individually but solely in its representative capacity as Trustee for the Penobscot Estuary Beneficial Environmental Projects Trust, respectfully files this Quarterly Progress Report for the Fourth Quarter of 2023. This report is submitted in accordance with the Consent Decree in the above-captioned case (ECF 1187) and covers the period from October 1, 2023, through December 31, 2023.

Respectfully,

GREENFIELD PENOBSCOT ESTUARY
PROJECT TRUST LLC, TRUSTEE

By: /s/ Anna Grace
Senior Environmental Counsel

April 1, 2024

QUARTERLY PROGRESS REPORT FOR THE FOURTH QUARTER 2023

GREENFIELD PENOBSCOT ESTUARY PROJECT TRUST LLC, TRUSTEE
for PENOBSCOT ESTUARY BENEFICIAL ENVIRONMENTAL PROJECTS TRUST



TABLE OF CONTENTS

I.	Overview	1
A.	Introduction	1
B.	Report Contents and Structure	1
C.	Period Covered by the 4Q23 Progress Report	2
II.	Summary of Project Trust Work in Progress	2
A.	Actions Taken Toward Achieving Consent Decree Compliance	3
B.	Work Planned for January 1, 2024, through April 30, 2024	3
III.	Milestone Work Schedule	3
IV.	Community Involvement Activities	5
V.	Updates to Project Database	5
VI.	Administrative Activities	6
A.	Actions Taken Toward Achieving Consent Decree Compliance	6
1.	Communications with Beneficiaries	6
2.	Financial Affairs	7
3.	Records and Data Management	9
B.	Administrative Activities Planned for January 1, 2024, to April 30, 2024	9
1.	Communications with Beneficiaries	9
2.	Financial Affairs	10
3.	Records and Data Management	10
VII.	Financial Statements	10

VIII. Appendix..... 19

**QUARTERLY PROGRESS REPORT FOR FOURTH QUARTER 2023
GREENFIELD PENOBSCOT ESTUARY PROJECT TRUST LLC, TRUSTEE FOR
PENOBSCOT ESTUARY BENEFICIAL ENVIRONMENTAL PROJECTS TRUST**

I. Overview

A. Introduction

Greenfield Penobscot Estuary Project Trust LLC (the Trustee), not individually but solely in its representative capacity as Trustee of the Penobscot Estuary Beneficial Environmental Projects Trust (the Project Trust), respectfully submits this Quarterly Progress Report for the Fourth Quarter of 2023 (the 4Q23 Progress Report). The Trustee prepared this 4Q23 Progress Report in accordance with the Consent Decree in the case *Me. People's All. and Nat. Res. Def. Council, Inc. v. HoltraChem Mfg. Co., LLC, and Mallinckrodt US LLC*, Case No. 1:00-cv-0069-JAW (D. Me.) (the Consent Decree). The Consent Decree requires the Trustee to submit quarterly reports describing progress to date toward fulfilling the Trustee's and the Project Trust's obligations under the Consent Decree. This 4Q23 Progress Report is the fifth such report prepared and submitted by the Trustee.

B. Report Contents and Structure

The Consent Decree requires the Trustee to submit to the Beneficiaries and file with the U.S. District Court for the District of Maine (the Court) a written report describing the cumulative actions taken by the Project Trust or the Trustee in the performance of duties required under the Consent Decree.¹ The Statement of Work (Appendix A to the Consent Decree) refers to these reports as Quarterly Progress Reports, and requires the Trustee to submit and file the reports within ninety days after the end of each calendar quarter. Each report must also include financial statements and receipts and disbursements for the preceding quarter, and a description of plans for upcoming work.

Under Paragraph 25(c) of the Statement of Work, each Quarterly Progress Report "should be a standalone document that succinctly summarizes the current status of the Work without a need to refer to other documents or reports." Paragraph 25(b) of the Statement of Work sets out specific categories of information that must be included in each Quarterly Progress Report, as follows: (i) actions taken toward achieving compliance with the Consent Decree; (ii) a summary of key results of sampling, tests, and all other data generated by the Project Trust and its contractors; (iii) a list and brief description of submitted Deliverables; (iv) a description of activities relating to the Work scheduled for the next four months; (v) an updated Milestone Work Schedule; (vi)

¹ Capitalized terms not defined herein have the meanings ascribed to them in the Consent Decree.

modifications to work plans or schedules; (vii) activities undertaken in support of the Community Involvement Plan; (viii) updates to the form, location, or management of the project database; and (ix) financial statements, and receipts and disbursements.

The 4Q23 Progress Report presents the information required by the Consent Decree in six Sections, as follows. Section II summarizes the Project Trust's Work progress during the Reporting Period (defined below) and Work planned during the following four months. Section III presents a Milestone Work Schedule, as required by Paragraphs 25(b)(v) and 32 of the Statement of Work. Section IV provides a summary of the status of activities undertaken in support of the Community Involvement Plan. Section V provides a summary of coordination with the Trustee for the Remediation Trust concerning the form, location, or management of the project database. Section VI describes activities that are administrative in nature and funded by the Administrative Account, including activities related to the financial affairs of the Project Trust, insurance, general contracting and procurement, and Beneficiary communications. Section VII presents the financial statements of the Project Trust and Trust Accounts through the end of the most recent calendar quarter, including receipts and disbursements of the Project Trust during the Reporting Period. Finally, Section VIII provides links to previous Quarterly Progress Reports.

C. Period Covered by the 4Q23 Progress Report

This 4Q23 Progress Report summarizes the status of the Work for the period October 1, 2023, through the end of the most recent quarter, December 31, 2023 (the Reporting Period or 4Q23). This report also includes a description of activities planned for January 1, 2024, through April 30, 2024.²

II. Summary of Project Trust Work in Progress

Section II of the 4Q23 Progress Report provides a summary of the Project Trust's and the Trustee's actions taken during the Reporting Period in performance of duties related to the Work required under the Consent Decree. Paragraphs 13, 23, 29, and 32 of the Consent Decree describe Work activities and other obligations related to the Beneficial Environmental Projects Work Category, including those activities and obligations to be performed by the Project Trust or the Trustee.

Consistent with Paragraph 25(b) of the Statement of Work, this Section II provides the following information concerning Work related to Beneficial Environmental Projects (BEPs): (i) a summary of actions taken toward achieving

² For cumulative actions taken by the Project Trust and the Trustee during prior reporting periods, please see Section VIII for links to the previously filed Quarterly Progress Reports.

compliance with the Consent Decree; and (ii) a description of activities that are scheduled for the four months following the Reporting Period.

A. Actions Taken Toward Achieving Consent Decree Compliance

The Project Trust is responsible for overseeing, funding, and implementing BEPs, which may also be Restoration Projects. The Consent Decree sets out general decision-making procedures for selecting Beneficial Environmental Projects. Under Paragraph 32 of the Consent Decree, the Trustee is responsible for recommending Beneficial Environmental Projects for funding and implementation to the Beneficiaries for comment or objection. Additionally, each of the Beneficiaries may propose Beneficial Environmental Projects to the Trustee.

During 4Q23, the Trustee continued to implement the process and protocols for soliciting, evaluating, and recommending BEPs (the BEP Application Process). Following the Trustee's announcement of the Application Process (in the Third Quarter of 2023), the Trustee continued to provide stakeholders with information about the process, including by responding to stakeholder questions via email, teleconference, and videoconference, and by holding two informational sessions (as described in Section IV.A).

B. Work Planned for January 1, 2024, through April 30, 2024

During the months from January 1, 2024, through April 30, 2024, the Trustee will (1) receive and evaluate BEP proposals³; (2) convene meetings with the Project Trust Advisory Committee to discuss its recommendations, and receive Beneficiary feedback, regarding proposed BEPs; (3) develop BEP oversight protocols and cost controls; and (4) prepare a standard form of Grant Agreement, which will be submitted to the Beneficiaries for comment or objection.

III. Milestone Work Schedule

Section III presents the current Milestone Work Schedule, as required by Paragraph 25(b)(v) and Paragraph 32 of the Statement of Work. The Milestone Work Schedule presents the estimated timeframes and sequence for major Work activities to be performed during the five-year period starting with the last quarter of 2023. The schedule is based on the information available to the Trustee when the 4Q23 Progress Report was prepared and will be updated in future Quarterly Progress Reports to add new information, as available.

³ The BEP proposal submittal deadline of December 31, 2023, was extended to January 5, 2024, due to power outages in the region.

IV. Community Involvement Activities

A. Activities in Support of Community Involvement During the Reporting Period

Consistent with Paragraph 22(a) of the Statement of Work, the Trustee continued to provide stakeholders with information regarding the BEP solicitation, evaluation, and recommendation process, including by: (1) holding two informational sessions about BEP proposal guidelines via videoconference (on November 13 and November 29, 2023); (2) drafting responses to frequently asked questions; and (3) answering specific stakeholder questions via email, teleconference, and videoconference. The Trustee also sent emails to stakeholders to promote, encourage registration for, and provide last-minute reminders of the informational sessions, and made updates to the Project Trust webpage on the Remediation Trust website. The Trustee also provided the Beneficiaries the opportunity to comment on all materials proposed for dissemination to the public, as required by the Consent Decree. Finally, as required by Paragraph 41(c) of the Consent Decree, in coordination with the Remediation Trustee, an office was established at 90 Heritage Park Road, Suite 1, Bucksport, Maine 04416.⁴

B. Activities in Support of Community Involvement During the Period from January 1, 2024, through April 30, 2024

During the coming four months, consistent with Paragraph 21 of the Statement of Work, the Trustee expects to support community involvement by engaging with stakeholders, answering questions, and periodically updating the Project Trust webpage.

V. Updates to Project Database

Paragraph 26 of the Statement of Work requires the Project Trust to “maintain a project database containing all data generated by the Trustee and its contractors necessary to complete the required Work....” The database must include all Site data provided by the Beneficiaries, and the Trustee must provide the Beneficiaries with access to the project database. Paragraph 25(b)(viii) of the Statement of Work requires the Quarterly Progress Report to include a summary of updates to the form, location, or management of the project database. During the Reporting Period, all actions to achieve compliance with Consent Decree requirements related to the project database have been undertaken by the Trustee for the Remediation Trust. These activities are described in the Quarterly Progress Report for the Fourth Quarter of 2023 prepared and filed by the Trustee for the Remediation Trust.

⁴ The office location is 90 Heritage Park Road, Suite 1, Bucksport, Maine 04416. Office hours are to be determined and will be shared on the Remediation Trust website.

VI. Administrative Activities

Section VI of the 4Q23 Progress Report describes activities undertaken by the Trustee associated with administration or management of the Project Trust, including taxes, investment and safekeeping of assets, insurance, and financial affairs. Section VI also covers administrative activities the Trustee expects to undertake during the period from January 1, 2024, through April 30, 2024. All costs related to the administrative activities described in this Section are paid from the Administrative Account for the Project Trust.

A. Actions taken to Achieve Compliance with Consent Decree and Fulfill Administrative Duties

1. Communications with Beneficiaries

Paragraph 27 of the Statement of Work requires the Trustee to submit draft and final copies of Deliverables to the Beneficiaries. The Consent Decree and the Statement of Work include additional specific requirements concerning the submission of various required notices and other documents to the Beneficiaries. This includes submissions to provide opportunity for Beneficiary comment or objection within prescribed timeframes set forth in the Consent Decree, the Project Trust Agreement, and the Statement of Work. A list of all such notifications and submittals to the Beneficiaries during the Reporting Period is included in Table 6.

Date	Brief Description and Reference to Consent Decree
October 2, 2023	Penobscot Estuary Beneficial Environmental Projects Trust Draft Annual Budgets, Cash Flow Projections, and Work Plans (CD ¶ 34(a); TA § 2.4.2)
October 2, 2023	Penobscot Estuary Beneficial Environmental Projects Trust Five-Year Forecast (CD ¶ 35)
October 4, 2023	Invoice for Trustee Fees and Expenses for July 2023, for Beneficiary Comment or Objection (TA § 3.2.4)
October 27, 2023	Notice and Opportunity to Participate in Preparation of Materials Proposed for

	Public Dissemination: Slide Presentation for Informational Session (SOW ¶ 23)
November 6, 2023	Invoice for Trustee Fees and Expenses for August 2023, for Beneficiary Comment or Objection (TA § 3.2.4)
November 13, 2023	Response to Beneficiary Comments Concerning Slide Presentation for Informational Session
November 22, 2023	Notice and Opportunity to Participate in Preparation of Materials Proposed for Public Dissemination: Written Responses to Frequently Asked Questions (SOW ¶ 23)
December 2, 2023	Invoice for Trustee Fees and Expenses for September 2023, for Beneficiary Comment or Objection (TA § 3.2.4)
December 3, 2023	Notice of Lease Agreement for Office Space in Bucksport, Maine (CD ¶ 41)
December 11, 2023	Notice of Funds to be Received, Submitted to Mallinckrodt (CD ¶ 19.d)
December 15, 2023	Request to Revise the 2023 Budget for the Project Trust Administrative Account
December 20, 2023	Revised Notice of Funds to be Received, Submitted to Mallinckrodt (CD ¶ 19.d)
December 29, 2023	2024 Proposed Final Annual Budgets, Work Plans, and Cash Flow Projections (CD ¶ 34; TA § 2.4.2)
December 29, 2023	Revised Penobscot Estuary Beneficial Environmental Projects Trust Five-Year Forecast (CD ¶ 35)
December 31, 2023	Quarterly Progress Report for Third Quarter 2023 (CD ¶ 38; SOW ¶ 25; TA § 6.1)

2. Financial Affairs

The Trustee took the following actions related to management of the Trust's financial affairs to achieve compliance with the Consent Decree during the Reporting Period.

a) Investments

Project Trust funds remain invested in accordance with the investment parameters set forth in Section 2.5.1 of the Project Trust Agreement.

b) Banking

In accordance with Section 3.4 of the Project Trust Agreement, the Project Trust continued to retain a local bank in Maine to provide checking (i.e., working) account services to support disbursement of operational expenses.

c) Budgets and Five-Year Forecasts

The Trustee submitted to the Beneficiaries the Project Trust Five-Year Forecast (as required by Paragraph 35(a) of the Consent Decree) on September 29, 2023. The Trustee submitted the proposed final 2024 Annual Budgets, Work Plans and Cash Flow Forecasts (as required by Paragraphs 34(c) and 34(d) of the Consent Decree) on December 29, 2023.

d) Tax Reporting

Consistent with Section 6.3 of the Project Trust Agreement, the Trustee has taken all reasonable actions necessary to ensure the Project Trust qualifies as an environmental remediation trust as described in Treasury Regulation Section 301.7701 - 4(e) and a “grantor trust” within the meaning of Section 671 through 679 of the Internal Revenue Code of 1986, as amended, for federal income tax purposes, with Mallinckrodt treated as the owner of the Project Trust and Trust assets for federal tax purposes, including by filing required documents with the Internal Revenue Service.

e) Trustee Invoices

In accordance with Section 3.2.4 of the Project Trust Agreement, on October 4, 2023, November 6, 2023, and December 2, 2023, the Trustee submitted to the Beneficiaries for comment or objection invoices detailing its fees and expenses for July 2023, August 2023, and September 2023, respectively.

f) Funding the Trust

As required under Paragraph 19(d) of the Consent Decree, the Trustee requested funding in the amount of \$10,050,000 on December 11, 2023.⁵

⁵ As required by Consent Decree Paragraph 19(d), the total amount to be transferred to the Trusts was \$25,000,000, with \$10,050,000 directed to the Project Trust and \$14,950,000 directed to the Remediation

g) Recordkeeping and Financial Controls

In accordance with Paragraph 36 of the Consent Decree, the Trustee maintains proper books, records, and accounts relating to the Project Trust. In addition, consistent with its fiduciary duties, the Trustee established a comprehensive, fully integrated financial and project controls system designed to safeguard funds dedicated to the protection of human health and the environment, ensure compliance with the requirements of the Consent Decree, and provide timely, meaningful financial information to the Beneficiaries. By employing a broad range of internal and third-party controls, the Trustee has established efficient, cost-effective, consistent protocols that, among other things: (i) clearly define roles, responsibilities, and authorities; (ii) ensure accuracy of financial, technical, and legal information; and (iii) provide multiple points of independent verification and validation of financial matters, as further described in the Quarterly Progress Report for the Fourth Quarter of 2022 prepared and submitted by the Remediation Trust.

h) Financial Assurance

Paragraph 20 of the Consent Decree requires Mallinckrodt to secure a surety bond in the amount of \$65 million for the benefit of the Remediation Trust and the Project Trust that substantially conforms to the form of surety bond set out in Appendix D to the Consent Decree. During 4Q23, the Trustee continued to diligently monitor the adequacy of the financial assurance (including the surety bond and the surety company that issued the bond), as required by Paragraph 20(d) of the Consent Decree.

3. Records and Data Management

The Trustee continued to maintain records management protocols and repositories (for working and permanent files) during the Reporting Period.

B. Administrative Activities Planned for January 1, 2024, through April 30, 2024

1. Communications with Beneficiaries

The Trustee will continue to participate in meetings with the Beneficiaries, provide written notices and submissions to the Beneficiaries as required, and consult with the Beneficiaries as needed to carry out its responsibilities.

Trust. The funding deadline under Paragraph 19(d) was extended by agreement of the Beneficiaries and the Trustees, and the funds were received on January 12, 2024.

2. Financial Affairs

a) Investments

During the period from January 1, 2024, through April 30, 2024, the Trustee expects to finalize an investment policy statement for the Project Trust and to prepare a notice to the Beneficiaries concerning updates to the investment allocation.⁶

b) Banking

During the period from January 1, 2024, through April 30, 2024, the Trustee plans to continue its banking relationship with the local bank in Maine.

c) Budgets

During the period from January 1, 2024, through April 30, 2024, the Trustee will submit to the Beneficiaries the final 2024 Annual Budgets, Work Plans and Cash Flow Forecasts.

d) Financial and Project Controls

The Trustee will maintain comprehensive financial and project controls to fulfill its fiduciary duties to the Beneficiaries.

e) Third Party Auditor

The Trustee will communicate with the Beneficiaries and the Court-approved public accounting firm regarding planning for the 2022/2023 audit that will be performed in the second quarter of 2024.

3. Records and Data Management

The Trustee will maintain the comprehensive online storage and records management systems for permanent and working files.

VII. Financial Statements

As required under Paragraph 25(b)(ix) of the Statement of Work, financial statements of the Trust and Trust Accounts for the Reporting Period are set forth on the following pages.

⁶ As of the date of filing of this 4Q23 Quarterly Progress Report, the Trustee has submitted to the Beneficiaries an investment policy statement for the Project Trust.



1 Market Square
Augusta, ME 04330

207-622-4766
wipfli.com

Accountant's Compilation Report

To the Trustees and Beneficiaries
Greenfield Penobscot Estuary Project Trust LLC
Trustee of the Penobscot Estuary Beneficial Environmental Projects Trust

The Trustees are responsible for the accompanying special purpose financial statements of the Penobscot Estuary Beneficial Environmental Projects Trust, which comprise the statements of net trust assets as of December 31, 2023 and December 31, 2022, and the related statements of changes in net trust assets for the year ended December 31, 2023 and the year ended December 31, 2022 and for determining that the special purpose basis of accounting is an acceptable financial reporting framework. We have performed a compilation engagement in accordance with *Statements on Standards for Accounting and Review Services* promulgated by the Accounting and Review Services Committee of the AICPA. We did not audit or review the financial statements nor were we required to perform any procedures to verify the accuracy or completeness of the information provided by the trustees. Accordingly, we do not express an opinion, a conclusion, nor provide any form of assurance on these financial statements.

The financial statements are prepared in accordance with the special purpose basis of accounting in accordance with the requirements of the Trust's obligations under ¶ 38 of the Consent Decree approved and entered by the U.S. District Court for the District of Maine (*Maine Peoples Alliance and NRDC v. Holtrachem Manufacturing Company, LLC*, et al., No. 1:00-cv-00069-JAW (D. Maine)), which is a basis of accounting other than accounting principles generally accepted in the United States.

Management has elected to omit substantially all the disclosures ordinarily included in special purpose financial statements prepared in accordance with the prescribed format basis of accounting. If the omitted disclosures were included in the special purpose financial statements, they might influence the user's conclusions about the Trust's assets, liabilities, net assets, additions, and deductions. Accordingly, the special purpose financial statements are not designed for those who are not informed about such matters.

Supplementary Information

The Trust Administrative Account, the Trust Remediation Account (General), and the Trust Remediation Account for Beneficial Environmental Projects Supplemental Statements of Net Trust Assets, Supplemental Statements of Changes in Net Trust Assets, Supplemental Schedule of Detail Changes in Net Trust Asset and Budget to Actual information are presented for purposes of additional analysis and are not a required part of the special purpose financial statements. This information is the representation of the trustees. The information was subject to our compilation engagements; however, we have not audited or reviewed the supplementary information and, accordingly, do not express an opinion, a conclusion, nor provide any form of assurance on such supplementary information.

We are not independent with respect to Greenfield Penobscot Estuary Project Trust LLC.

Wipfli LLP

Wipfli LLP
March 20, 2023

Penobscot Estuary Beneficial Environmental Projects Trust (Project Trust)
Statement of Net Trust Assets
As of December 31, 2023

	Project Trust Total	Trust Administrative Account	Trust Remediation Account		
			Total Trust Remediation Account	Trust Remediation Account (General)	Trust Remediation Account for Beneficial Environmental Projects
Assets					
Cash	\$ 143,848.97	\$ 139,463.97	\$ 4,385.00	\$ -	\$ 4,385.00
Funding Receivable	10,050,000.00	500,000.00	9,550,000.00	-	9,550,000.00
Investments, money market funds	5,053,564.27	4,537.78	5,049,026.49	-	5,049,026.49
Total Assets	<u>\$ 15,247,413.24</u>	<u>\$ 644,001.75</u>	<u>\$ 14,603,411.49</u>	<u>\$ -</u>	<u>\$ 14,603,411.49</u>
Liabilities					
Accounts Payable	\$ 85,135.75	\$ 85,135.75	\$ -	\$ -	\$ -
Due to Remediation Trust	256.34	256.34	-	-	-
Total Liabilities	<u>85,392.09</u>	<u>85,392.09</u>	<u>-</u>	<u>-</u>	<u>-</u>
Net Trust Assets	15,162,021.15	558,609.66	14,603,411.49	-	14,603,411.49
Total Liabilities & Net Trust Assets	<u>\$ 15,247,413.24</u>	<u>\$ 644,001.75</u>	<u>\$ 14,603,411.49</u>	<u>\$ -</u>	<u>\$ 14,603,411.49</u>

Statement of Changes in Net Trust Assets
For the Year Ended December 31, 2023

	Project Trust Total	Trust Administrative Account	Trust Remediation Account		
			Total Trust Remediation Account	Trust Remediation Account (General)	Trust Remediation Account for Beneficial Environmental Projects
Total Deductions from Net Trust Assets	\$ (282,844.34)	\$ (282,844.34)	\$ -	\$ -	\$ -
Total Additions to Net Trust Assets	250,764.54	8,960.46	241,804.08	-	241,804.08
Change in Net Trust Assets	<u>(32,079.80)</u>	<u>(273,883.88)</u>	<u>241,804.08</u>	<u>-</u>	<u>241,804.08</u>
Net Trust Assets, Beginning	5,144,100.95	332,493.54	4,811,607.41	-	4,811,607.41
Funding	10,050,000.00	500,000.00	9,550,000.00	-	9,550,000.00
Net Trust Assets, Ending	<u>\$ 15,162,021.15</u>	<u>\$ 558,609.66</u>	<u>\$ 14,603,411.49</u>	<u>\$ -</u>	<u>\$ 14,603,411.49</u>

See Accountant's Compilation Report

Penobscot Estuary Beneficial Environmental Projects Trust (Project Trust)
Statement of Net Trust Assets
As of December 31, 2022

	Project Trust Total	Trust Administrative Account	Trust Remediation Account		
			Total Trust Remediation Account	Trust Remediation Account (General)	Trust Remediation Account for Beneficial Environmental Projects
Assets					
Cash	\$ 24,201.94	\$ 19,816.94	\$ 4,385.00	\$ -	\$ 4,385.00
Investments, money market funds	5,132,754.73	25,532.32	5,107,222.41	4,650,000.00	457,222.41
Total Assets	\$ 5,156,956.67	\$ 45,349.26	\$ 5,111,607.41	\$ 4,650,000.00	\$ 461,607.41
Liabilities					
Accounts Payable	\$ 10,804.62	\$ 10,804.62	\$ -	\$ -	\$ -
Due to Remediation Trust	2,051.10	2,051.10	-	-	-
Due to (from) Inter-Trust Accounts ¹	-	(300,000.00)	300,000.00	4,650,000.00	(4,350,000.00)
Total Liabilities	12,855.72	(287,144.28)	300,000.00	4,650,000.00	(4,350,000.00)
Net Trust Assets	5,144,100.95	332,493.54	4,811,607.41	-	4,811,607.41
Total Liabilities & Net Trust Assets	\$ 5,156,956.67	\$ 45,349.26	\$ 5,111,607.41	\$ 4,650,000.00	\$ 461,607.41

Statement of Changes in Net Trust Assets
For the Year Ended December 31, 2022

	Project Trust Total	Trust Administrative Account	Trust Remediation Account		
			Total Trust Remediation Account	Trust Remediation Account (General)	Trust Remediation Account for Beneficial Environmental Projects
Total Deductions from Net Trust Assets	\$ (14,161.62)	\$ (14,161.62)	\$ -	\$ -	\$ -
Total Additions to Net Trust Assets	12,043.50	514.22	11,529.28	-	11,529.28
Change in Net Trust Assets	(2,118.12)	(13,647.40)	11,529.28	-	11,529.28
Net Trust Assets, Beginning	496,219.07	46,140.94	450,078.13	-	450,078.13
Funding	4,650,000.00	300,000.00	4,350,000.00	-	4,350,000.00
Net Trust Assets, Ending	\$ 5,144,100.95	\$ 332,493.54	\$ 4,811,607.41	\$ -	\$ 4,811,607.41

¹Pursuant to ¶ 19(c) of the Consent Decree, required 2022 funding in the amount of \$15,000,000 was received from Mallinckrodt in December 2022. Of the total \$15,000,000 received, the portion allocated to the Project Trust in the amount of \$4,650,000 was deposited into the Trust Remediation Account (General). Funds were distributed to the Administrative Account and the Trust Remediation Account for Beneficial Environmental Projects after 2023 final budgets were issued. The remaining \$10,350,000 was allocated to the Penobscot Estuary Mercury Remediation Trust.

Penobscot Estuary Beneficial Environmental Projects Trust (Project Trust)
Trust Administrative Account
Supplemental Statements of Net Trust Assets
As of December 31, 2023 and December 31, 2022

	<u>December 31, 2023</u>	<u>December 31, 2022</u>
Assets		
Cash	\$ 139,463.97	\$ 19,816.94
Due from Trust Remediation Account (General) ¹	-	300,000.00
Funding Receivable ²	500,000.00	-
Investments, money market funds	4,537.78	25,532.32
Total Assets	<u>\$ 644,001.75</u>	<u>\$ 345,349.26</u>
Liabilities		
Accounts Payable	\$ 85,135.75	\$ 10,804.62
Due to Remediation Trust	256.34	2,051.10
Total Liabilities	<u>85,392.09</u>	<u>12,855.72</u>
Net Trust Assets, Administrative	<u>558,609.66</u>	<u>332,493.54</u>
Total Liabilities & Net Trust Assets	<u>\$ 644,001.75</u>	<u>\$ 345,349.26</u>

Supplemental Statements of Changes in Net Trust Assets
For the Year Ended December 31, 2023 and the Year Ended December 31, 2022

	<u>Year Ended December 31, 2023</u>	<u>Year Ended December 31, 2022</u>
Total Deductions from Net Trust Assets	\$ (282,844.34)	\$ (14,161.62)
Total Additions to Net Trust Assets	8,960.46	514.22
Change in Net Trust Assets	<u>(273,883.88)</u>	<u>(13,647.40)</u>
Net Trust Assets, Administrative Beginning	332,493.54	46,140.94
Funding	500,000.00	300,000.00
Net Trust Assets, Administrative Ending	<u>\$ 558,609.66</u>	<u>\$ 332,493.54</u>

¹Pursuant to ¶ 19(c) of the Consent Decree, 2022 funding was received from Mallinckrodt in December 2022. The required 2022 funding for the Trust Administrative Account, in the amount of \$300,000, was deposited into the Trust Remediation Account (General) and transferred into the Administrative Account after 2023 final budgets were issued.

²Pursuant to ¶ 19(c) of the Consent Decree, 2023 funding was received from Mallinckrodt in January 2024. The required 2023 funding for the Trust Administrative Account, in the amount of \$500,000, was deposited into the Trust Remediation Account (General) and transferred into the Administrative Account after 2024 final budgets were issued.

Penobscot Estuary Beneficial Environmental Projects Trust (Project Trust)
Trust Administrative Account
Supplemental Schedule of Detail Changes in Net Trust Assets and Budget to Actual
For the Year Ended December 31, 2023

	Fourth Quarter Ended December 31, 2023	Year Ended December 31, 2023	Revised Annual Budget	Variance	% of Budget
Deductions from Net Trust Assets:					
1.A · Trust Management and Beneficiary Communications	\$ 74,092.37	\$ 239,274.59	\$ 248,000.00	\$ (8,725.41)	96.5%
1.B · Financial Affairs	11,043.38	42,680.86	43,000.00	(319.14)	99.3%
1.C · General Contracting and Procurement	-	-	-	-	0.0%
1.D · Insurance	-	-	-	-	0.0%
1.E · Records and Data Management	256.34	888.89	2,000.00	(1,111.11)	44.4%
Total Deductions from Net Trust Assets	<u>85,392.09</u>	<u>282,844.34</u>	<u>293,000.00</u>	<u>(10,155.66)</u>	<u>96.5%</u>
Additions to Net Trust Assets:					
Investment Income, net of expenses	952.00	8,960.46	-	8,960.46	
Total Additions to Net Trust Assets	<u>952.00</u>	<u>8,960.46</u>	<u>-</u>	<u>8,960.46</u>	
Change in Net Trust Assets	<u>\$ (84,440.09)</u>	<u>\$ (273,883.88)</u>	<u>\$ (293,000.00)</u>	<u>\$ 19,116.12</u>	
Net Trust Assets, Administrative Beginning		332,493.54			
Funding		<u>500,000.00</u>			
Net Trust Assets, Administrative Ending		<u>\$ 558,609.66</u>			

Supplemental Schedule of Detail Changes in Net Trust Assets and Budget to Actual
For the Year Ended December 31, 2022

	Year Ended December 31, 2022	Revised Annual Budget	Variance	% of Budget
Deductions from Net Trust Assets:				
1.A · Trust Management and Beneficiary Communications	\$ 1,492.40	\$ 8,100.00	\$ (6,607.60)	18.4%
1.B · Financial Affairs	9,419.12	12,400.00	(2,980.88)	76.0%
1.C · General Contracting and Procurement	-	-	-	0.0%
1.D · Insurance	2,166.10	3,100.00	(933.90)	69.9%
1.E · Records and Data Management	-	-	-	0.0%
1.F · Pre-Effective Date Setup Activities	1,084.00	1,200.00	(116.00)	90.3%
Total Deductions from Net Trust Assets	<u>14,161.62</u>	<u>24,800.00</u>	<u>(10,638.38)</u>	<u>57.1%</u>
Additions to Net Trust Assets:				
Investment Income, net of expenses	514.22	-	514.22	
Total Additions to Net Trust Assets	<u>514.22</u>	<u>-</u>	<u>514.22</u>	
Change in Net Trust Assets	<u>\$ (13,647.40)</u>	<u>\$ (24,800.00)</u>	<u>\$ 11,152.60</u>	
Net Trust Assets, Administrative Beginning		46,140.94		
Funding		<u>300,000.00</u>		
Net Trust Assets, Administrative Ending		<u>\$ 332,493.54</u>		

Penobscot Estuary Beneficial Environmental Projects Trust (Project Trust)
Trust Remediation Account (General)
Supplemental Statements of Net Trust Assets
As of December 31, 2023 and December 31, 2022

	<u>December 31, 2023</u>	<u>December 31, 2022</u>
Assets		
Cash	\$ -	\$ -
Investments, money market funds	-	4,650,000.00
Total Assets	<u>\$ -</u>	<u>\$ 4,650,000.00</u>
Liabilities		
Accounts Payable	\$ -	\$ -
Due to (from) Inter-Trust Accounts ¹	-	4,650,000.00
Total Liabilities	-	4,650,000.00
Net Trust Assets, Remediation (General)	-	-
Total Liabilities & Net Trust Assets	<u>\$ -</u>	<u>\$ 4,650,000.00</u>

Supplemental Statements of Changes in Net Trust Assets
For the Year Ended December 31, 2023 and the Year Ended December 31, 2022

	<u>Year Ended December 31, 2023</u>	<u>Year Ended December 31, 2022</u>
Total Deductions from Net Trust Assets	\$ -	\$ -
Total Additions to Net Trust Assets	-	-
Change in Net Trust Assets	-	-
Net Trust Assets, Remediation (General) Beginning	-	-
Funding	-	-
Net Trust Assets, Remediation (General) Ending	<u>\$ -</u>	<u>\$ -</u>

¹Pursuant to ¶ 19(c) of the Consent Decree, required 2022 funding in the amount of \$15,000,000 was received from Mallinckrodt in December 2022. Of the total \$15,000,000 received, the portion allocated to the Project Trust in the amount of \$4,650,000 was deposited into the Trust Remediation Account (General). Funds were distributed to the Administrative Account and the Trust Remediation Account for Beneficial Environmental Projects after the 2023 final budgets were issued. The remaining \$10,350,000 was allocated to the Penobscot Estuary Mercury Remediation Trust.

Penobscot Estuary Beneficial Environmental Projects Trust (Project Trust)
Trust Remediation Account for Beneficial Environmental Projects
Supplemental Statements of Net Trust Assets
As of December 31, 2023 and December 31, 2022

	<u>December 31, 2023</u>	<u>December 31, 2022</u>
Assets		
Cash	\$ 4,385.00	\$ 4,385.00
Due from Trust Remediation Account (General) ¹	-	4,350,000.00
Funding Receivable ²	9,550,000.00	-
Investments, money market funds	5,049,026.49	457,222.41
Total Assets	<u>\$ 14,603,411.49</u>	<u>\$ 4,811,607.41</u>
Liabilities		
Accounts Payable	\$ -	\$ -
Due to (from) Inter-Trust Accounts	-	-
Total Liabilities	-	-
Net Trust Assets, Remediation Account for Beneficial Environmental Projects	<u>14,603,411.49</u>	<u>4,811,607.41</u>
Total Liabilities & Net Trust Assets	<u>\$ 14,603,411.49</u>	<u>\$ 4,811,607.41</u>

Supplemental Statements of Changes in Net Trust Assets
For the Year Ended December 31, 2023 and the Year Ended December 31, 2022

	<u>Year Ended December 31, 2023</u>	<u>Year Ended December 31, 2022</u>
Total Deductions from Net Trust Assets	\$ -	\$ -
Total Additions to Net Trust Assets	241,804.08	11,529.28
Change in Net Trust Assets	241,804.08	11,529.28
Net Trust Assets, Remediation Account for Beneficial Environmental Projects Beginning	4,811,607.41	450,078.13
Funding	9,550,000.00	4,350,000.00
Net Trust Assets, Remediation Account for Beneficial Environmental Projects Ending	<u>\$ 14,603,411.49</u>	<u>\$ 4,811,607.41</u>

¹Pursuant to ¶ 19(c) of the Consent Decree, 2022 funding was received from Mallinckrodt in December 2022. The required 2022 funding for the Trust Remediation Account for Beneficial Environmental Projects, in the amount of \$4,350,000, was deposited into the Trust Remediation Account (General) and transferred into the Trust Remediation Account for Beneficial Environmental Projects after 2023 final budgets were issued.

²Pursuant to ¶ 19(c) of the Consent Decree, 2023 funding was received from Mallinckrodt in January 2024. The required 2023 funding for the Trust Remediation Account for Beneficial Environmental Projects, in the amount of \$9,550,000, was deposited into the Trust Remediation Account (General) and transferred into the Trust Remediation Account for Beneficial Environmental Projects after 2024 final budgets were issued.

Penobscot Estuary Beneficial Environmental Projects Trust (Project Trust)
Trust Remediation Account for Beneficial Environmental Projects
Supplemental Schedule of Detail Changes in Net Trust Assets and Budget to Actual
For the Year Ended December 31, 2023

	Fourth Quarter Ended December 31, 2023	Year Ended December 31, 2023	Annual Budget	Variance	% of Budget
Deductions from Net Trust Assets:					
2.A - Planning, Investigation, and Studies	\$ -	\$ -	\$ -	\$ -	0.0%
2.B - Design, Construction, and Implementation	-	-	-	-	0.0%
2.C - Community Involvement	-	-	-	-	0.0%
2.D - Database and Records Management	-	-	-	-	0.0%
2.E - Permitting and Regulatory Coordination	-	-	-	-	0.0%
2.F - Trustee Technical, Contract, and Project Management	-	-	-	-	0.0%
2.H - Access and Property Management	-	-	-	-	0.0%
Total Deductions from Net Trust Assets	-	-	-	-	0.0%
Additions to Net Trust Assets:					
Investment Income, net of expenses	63,683.02	241,804.08	-	241,804.08	
Total Additions to Net Trust Assets	63,683.02	241,804.08	-	241,804.08	
Change in Net Trust Assets	<u>\$ 63,683.02</u>	<u>\$ 241,804.08</u>	<u>\$ -</u>	<u>\$ 241,804.08</u>	
Net Trust Assets, Remediation Account for Beneficial Environmental Projects Beginning		4,811,607.41			
Funding		9,550,000.00			
Net Trust Assets, Remediation Account for Beneficial Environmental Projects Ending		<u>\$ 14,603,411.49</u>			

Supplemental Schedule of Detail Changes in Net Trust Assets and Budget to Actual
For the Year Ended December 31, 2022

	Year Ended December 31, 2022	Revised Annual Budget	Variance	% of Budget
Deductions from Net Trust Assets:				
2.A - Planning, Investigation, and Studies	\$ -	\$ 5,500.00	\$ (5,500.00)	0.0%
2.B - Design, Construction, and Implementation	-	-	-	0.0%
2.C - Community Involvement	-	-	-	0.0%
2.D - Database and Records Management	-	-	-	0.0%
2.E - Permitting and Regulatory Coordination	-	-	-	0.0%
2.F - Trustee Technical, Contract, and Project Management	-	-	-	0.0%
2.H - Access and Property Management	-	-	-	0.0%
Total Deductions from Net Trust Assets	-	5,500.00	(5,500.00)	0.0%
Additions to Net Trust Assets:				
Investment Income, net of expenses	11,529.28	-	11,529.28	
Total Additions to Net Trust Assets	11,529.28	-	11,529.28	
Change in Net Trust Assets	<u>\$ 11,529.28</u>	<u>\$ (5,500.00)</u>	<u>\$ 17,029.28</u>	
Net Trust Assets, Remediation Account for Beneficial Environmental Projects Beginning		450,078.13		
Funding		4,350,000.00		
Net Trust Assets, Remediation Account for Beneficial Environmental Projects Ending		<u>\$ 4,811,607.41</u>		

VIII. Previous Quarterly Progress Reports

The Quarterly Progress Reports for the previous Reporting Periods can be found at the following hyperlinks:

[Quarterly Progress Report for the Third Quarter of 2023](#)

[Quarterly Progress Report for the Second Quarter of 2023](#)

[Quarterly Progress Report for the First Quarter of 2023](#)

[Quarterly Progress Reports for the Fourth Quarter of 2022](#)