Financial Statements
For the interim period ending June 30, 2021

<u>Index</u>

	<u>Page</u>
Independent Auditor's Review Report	2
Financial Statements	
Statement of Net Assets	3
Statement of Changes in Net Assets	4
Statement of Cash Flows	5
Notes to Financial Statements	6
Independent Auditor's Review Report on Supplemental Information	13
Supplemental Schedule	14



Suite 500 2601 Cambridge Court Auburn Hills, MI 48326 Tel: 248.375.7100 Fax: 248.375.7101 plantemoran.com

Independent Auditor's Review Report

To the Trustee Volkswagen Diesel Emissions Environmental Mitigation Trust for State Beneficiaries, Puerto Rico, and the District of Columbia

Report on the Financial Statements

We have reviewed the accompanying statement of net assets of Volkswagen Diesel Emissions Environmental Mitigation Trust for State Beneficiaries, Puerto Rico, and the District of Columbia (the "Trust") as of June 30, 2021 and the related statements of changes in net assets and cash flows for the six-month periods ended June 30, 2021 and 2020.

Management's Responsibility

The Trust's management is responsible for the preparation and fair presentation of this interim financial information in accordance with accounting principles generally accepted in the United States of America; this responsibility includes the design, implementation, and maintenance of internal control sufficient to provide a reasonable basis for the preparation and fair presentation of interim financial information in accordance with accounting principles generally accepted in the United States of America.

Auditor's Responsibility

Our responsibility is to conduct our reviews in accordance with auditing standards generally accepted in the United States of America applicable to reviews of interim financial information. A review of interim financial information consists principally of applying analytical procedures and making inquiries of persons responsible for financial and accounting matters. It is substantially less in scope than an audit conducted in accordance with auditing standards generally accepted in the United States of America, the objective of which is the expression of an opinion regarding the financial information. Accordingly, we do not express such an opinion.

Conclusion

Based on our reviews, we are not aware of any material modifications that should be made to the accompanying interim financial information for it to be in accordance with accounting principles generally accepted in the United States of America.

Report on Condensed Balance Sheet as of December 31, 2020

We have previously audited, in accordance with auditing standards generally accepted in the United States of America, the statement of net assets as of December 31, 2020 and the related statements of changes in net assets and cash flows for the year ended December 31, 2020 (not presented herein), and we expressed an unmodified audit opinion on those audited financial statements in our report dated February 10, 2021. In our opinion, the accompanying statement of net assets of the Trust as of December 31, 2020 is consistent, in all material respects, with the audited financial statements from which it has been derived.

Plante & Moran, PLLC



Statement of Net Assets

(Dollars in thousands)

ASSETS	June 30, 2021 (Unaudited)		December 31, 2020 (Audited)		
Current Assets					
Cash and Cash Equivalents (Note 3) Marketable Securities (Note 3) Other Current Assets	\$	966,413 1,432,183 259	\$	854,148 1,592,054 256	
Total Current Assets		2,398,855		2,446,458	
Fixed Assets - net	243		263		
Prepaid Expenses		1,265		1,385	
TOTAL ASSETS		2,400,363		2,448,106	
LIABILITIES					
Accounts Payable and Other Current Liabilities Beneficiaries' Distributions Payable Unsettled Trades Payble		129 814,665 183,854		106 858,888 -	
TOTAL LIABILITIES	-	998,648	•	858,994	
NET ASSETS	\$	1,401,715	\$	1,589,112	

See Accompanying Notes to Financial Statements

Statement of Changes in Net Assets (Dollars in thousands)

	June 3	hs Ended 30, 2021 udited)	Six Months Ended June 30, 2020 (Unaudited)		
Net Assets, beginning of period	\$	\$ 1,589,112 \$ 1,			
Increase (decrease) in Net Assets					
Distributions to Trust Beneficiaries Investment Income Trust Expenses (Note 7) Income Taxes (Note 5)		(187,114) 535 (818)		(296,027) 14,741 (1,126) 374	
Net Decrease in Net Assets		(187,397)		(282,038)	
Net Assets, end of period	\$	1,401,715	\$	1,705,287	

See Accompanying Notes to Financial Statements

Statement of Cash Flows

(Dollars in thousands)

	Six Months Ended June 30, 2021 (Unaudited)		Six Months Ended June 30, 2020 (Unaudited)		
Cash Flows from (used in) Operating Activities					
Net Decrease in Net Assets	\$	(187,397)	\$	(282,038)	
Adjustments to Reconcile Change in Net Assets to Net Cash used in Operating Activities					
Depreciation and Amortization		19		20	
Change in Fair Value of Marketable Securities Changes in Operating Assets and Liabilities:		154		10,699	
Tax Refund Receivables		-		19,911	
Interest Income Receivable		(9)		176	
Prepaid Expenses		127		130	
Beneficiaries' Distributions Payable		(44,223)		120,815	
Accounts Payable and Other Current Liabilities		23		13	
Net Cash Flows used in Operating Activities		(231,306)		(130,274)	
Cash flows from (used in) investing activities					
Purchase of Marketable Securities		(2,269,285)		(3,763,241)	
Proceeds from Sales and Maturities of Marketable Securities		2,612,856		4,517,754	
Net Cash from Investing Activities		343,571		754,513	
Net Change in Cash		112,265		624,239	
Cash and Cash Equivalents, beginning of period		854,148		159,580	
Cash and Cash Equivalents, end of period	\$	966,413	\$ 783,819		

See Accompanying Notes to Financial Statements

Notes to Financial Statements June 30, 2021 and December 31, 2020

(Dollars in thousands)

Note 1 – Description of Trust

Establishment of Trust

Volkswagen Diesel Emissions Environmental Mitigation Trust for State Beneficiaries, Puerto Rico, and the District of Columbia (the "State Trust") and Volkswagen Diesel Emissions Environmental Mitigation Trust for Indian Tribe Beneficiaries (the "Indian Tribe Trust"), collectively the "Trusts", have been established by order of the United States District Court for the Northern District of California in accordance with a Partial Consent Decree on October 25, 2016 ("First Partial Consent Decree" or "2.0 Liter") in re: Volkswagen "Clean Diesel" Marketing, Sales Practices, and Products Liability Litigation, MDL No. 2672 CRB (JSC) (Dkt. No. 2103-1), among Volkswagen AG, Audi AG, Volkswagen Group of America, Inc., and Volkswagen Group of America Chattanooga Operations, LLC (collectively, the "Settling Defendants"), the United States, and the State of California. In that case, the Court also entered a Second Partial Consent Decree (Dkt. No. 3228-1) on May 17, 2017 (the "Second Partial Consent Decree" or "3.0 Liter") and together with the First Consent Decree, the "Consent Decrees", among the Settling Defendants, Dr. Ing. h.c. F. Porsche AG, and Porsche Cars North America, Inc. (collectively, the "Defendants"), the United States, and the State of California.

The Defendants and Wilmington Trust, N.A. (the "Trustee") have entered into an Environmental Mitigation Trust Agreement for State Beneficiaries (hereinafter, the "State Trust Agreement") —i.e., for the 50 States, Puerto Rico, and the District of Columbia—and established the environmental mitigation trust described therein (the "State Mitigation Trust" or "State Trust"). They have concurrently entered into a separate Environmental Mitigation Trust Agreement for Indian Tribe Beneficiaries (hereinafter, the "Indian Tribe Trust Agreement")—i.e., for federally-recognized Indian Tribes—and established the environmental mitigation trust described in that agreement ("Indian Tribe Mitigation Trust" or "Indian Tribe Trust").

The State Mitigation Trust and the Indian Tribe Mitigation Trust were both approved by Court Order on September 19, 2017 (the "Approval Order") and final fully-executed versions were filed with the Court on October 2, 2017, establishing October 2, 2017 as the Effective Date for each Trust pursuant to the terms of the Approval Order (the "Effective Date").

The Consent Decrees required the Defendants to establish the State Trust to fund environmental mitigation projects that reduce emissions of nitrogen oxides (NOx) where the subject vehicles were, are, or will be operated ("Eligible Mitigation Actions"), and to pay for Trust Administration Costs as set forth in the State Trust Agreement.

The purpose of the State Trust is to expeditiously and efficiently fund Eligible Mitigation Actions to be proposed and administered by the State Beneficiaries subject to the requirements of the Consent Decrees and the terms of the State Trust Agreement and to provide funds for the administration and operations in accordance with the terms of the State Trust Agreement, as set forth therein. The goal of each Eligible Mitigation Action shall be to achieve reductions of NOx emissions in the United States.

Funding of Trust

The State Mitigation Trust and the Indian Tribe Mitigation Trust were funded with Mitigation Trust Payments according to the terms of the Consent Decrees: (1) 97.99% of the Mitigation Trust Payments from the First Partial Consent Decree (2.0 Liter) was allocated to the State Mitigation Trust and 2.01% to the Indian Tribe Mitigation Trust; and (2) 97.70% of the Mitigation Trust Payments from the Second Partial Consent Decree (3.0 Liter) was allocated to the State Mitigation Trust and 2.30% to the Indian Tribe Mitigation Trust.

Notes to Financial Statements June 30, 2021 and December 31, 2020

(Dollars in thousands)

(Note 1 - Continued)

The Consent Decrees required total funding for the State Trust by the Settling Defendants of \$2,865 million with \$2,840 million allocated to the beneficiaries of the State Trust and \$25.4 million allocated to State Trust Administration Costs. All Mitigation Trust Payments required by the Consent Decrees were received by the State Trust during 2018 and 2017.

Note 2 – Summary of Significant Accounting and Reporting Policies

Basis of Presentation

The financial statements and accompanying notes have been prepared using the accrual basis of accounting in accordance with U.S. generally accepted accounting principles (U.S. GAAP).

The accompanying financial statements present the State Trust's changes in net assets for the six months ended June 30, 2021 and 2020. In the opinion of management, the financial statements of the State Trust as of June 30, 2021 and for the six months ended June 30, 2021 and 2020 contain all adjustments and accruals, consisting of normal, recurring adjustments, which are necessary for a fair presentation of the financial position and changes in net assets and cash flows for the interim periods presented. The interim financial results are not necessarily indicative of results for a full year. The Trust's normal fiscal period is a calendar year ended December 31.

Cash and Cash Equivalents

Cash and cash equivalents consist of amounts held in bank accounts or money market funds.

Marketable Securities

Marketable securities at June 30, 2021 and December 31, 2020 consist of short term investments in U.S. Treasury bills. The State Trust has valued these securities at fair value.

Property and Equipment

Property and equipment including website development costs are stated at cost, less accumulated depreciation and amortization. Depreciation and amortization are calculated on a straight-line basis over estimated service lives of three to ten years.

Other Assets

Other assets consist principally of accrued investment income and prepaid expenses.

Accounts Payable and Other Liabilities

Accounts payable and other liabilities represent amounts due to professionals, other service providers and vendors for services rendered through the end of the period.

Beneficiaries' Distributions Payable

Beneficiaries' Distributions Payable represents amounts due to beneficiaries where a Beneficiary Eligible Mitigation Action Certification (Appendix D-4) has been approved by the Trustee at period end but has yet to be paid.

Notes to Financial Statements June 30, 2021 and December 31, 2020

(Dollars in thousands)

(Note 2 - Continued)

Unsettled Trades Payable

Unsettled Trades Payable represents pending trades the Trust has entered into but not completed at period end. These are non-cash transactions and accordingly are not reflected in the statement of cash flows.

Income Taxes

The State Trust is intended to be a qualified settlement fund ("QSF") pursuant to section 468B of the Internal Revenue Code, 26 U.S.C. (the "Code") 468B, and related Treasury Regulations. The State Trust Agreement required the Trustee to pursue a private letter ruling from the Internal Revenue Service (the "PLR") that the State Trust will be treated as a QSF pursuant to Code Section 468B and that all investment income earned on the Funds held by the State Trust will be excludible from gross income under Code Section 115. The State Trust received a PLR in April 2019 confirming (i) it is a QSF pursuant to Code Section 468B and the Treasury Regulations promulgated thereunder, (ii) that its investment income is excludible from gross income under Code Section 115, and (iii) it may exclude from its gross income, under Treasury Regulation section 1.468-2(b)(1), the assets transferred to it from the Settling Defendants after its establishment as a QSF pursuant to the Consent Decrees. See Note 5 for additional information on federal income taxes.

The States Trust generates income in the form of interest and maturities of treasury bills. However, as noted above, the State Trust's investment income is excludible from gross income for federal income tax purposes. If the State Trust were to receive an item of income outside the scope of the PLR and included in gross income pursuant to the Code, which is not expected to occur, such income would be reduced by administrative expenses and accumulated net operating losses to compute modified gross income. As the State Trust is a taxable entity for federal income tax purposes and estimated federal income taxes were paid pending receipt of the PLR, a current income tax liability or asset, if any, is recognized for estimated taxes payable or receivable for the year. Deferred tax liabilities and assets are recognized for the estimated future tax effects of temporary differences between financial reporting and tax accounting. Deferred tax assets are reviewed for recoverability and valuation allowances are provided as necessary.

The State Trust is not subject to state income taxes under current law. Accordingly, no current state income tax liabilities and assets are recorded.

The State Trust recognizes the tax benefit from an uncertain tax position only if it is more likely than not that the tax position will be sustained on examination by the taxing authority, based on the technical merits of the position, review of available evidence and consultation with Trust professionals.

Use of Estimates

The preparation of financial statements in conformity with U.S. GAAP requires the use of estimates and assumptions that affect the reported amounts of assets and liabilities. These estimates are subject to known and unknown risks, uncertainties and other factors that could materially impact the amounts reported and disclosed in the financial statements and related footnotes. Significant estimates include estimated investment income expected to be received and fair value of marketable securities. Actual results could differ from those estimates.

Notes to Financial Statements June 30, 2021 and December 31, 2020

(Dollars in thousands)

(Note 2 - Continued)

Subsequent Events

The State Trust evaluated events and transactions occurring between June 30, 2021 and August 11, 2021, which is the date that the financial statements were available to be issued, for disclosure and recognition purposes.

Note 3 – Cash and Cash Equivalents and Marketable Securities

As of June 30, 2021 and December 31, 2020, cash and cash equivalents and U.S. treasury bills are comprised of the following:

	ne 30, 2021 Jnaudited)	mber 31, 2020 (Audited)
Cash Money Market Funds U.S. Treasury Bills	\$ 151,855 814,558 1,432,183	\$ 168,903 685,245 1,592,054
Total	\$ 2,398,596	\$ 2,446,202

Note 4 – Fair Value Measurement

Accounting standards require certain assets and liabilities be reported at fair value in the financial statements and provide a framework for establishing that fair value. The framework for determining fair value is based on a hierarchy that prioritizes the inputs and valuation techniques used to measure fair value. The State Trust's Cash Equivalents and Marketable Securities are presented as provided by this hierarchy.

Level 1—In general, fair values determined by Level 1 inputs use quoted prices in active markets for identical assets and liabilities that the State Trust has the ability to access.

Level 2—Fair values determined by Level 2 inputs use other inputs that are observable, either directly or indirectly. These Level 2 inputs include quoted prices for similar assets or liabilities in active markets, and other inputs such as interest rates and yield curves that are observable at commonly quoted intervals.

Level 3—Level 3 inputs are unobservable inputs, including inputs that are available in situations where there is little, if any, market activity for the related asset or liability. These Level 3 fair value measurements are based primarily on management's own estimates using pricing models, discounted cash flow methodologies, or similar techniques taking into account the characteristics of the asset or liability. The State Trust had no assets or liabilities that are measured with Level 3 inputs at June 30, 2021 and December 31, 2020.

In instances where inputs used to measure fair value fall into different levels in the above fair value hierarchy, fair value measurements in their entirety are categorized based on the lowest level input that is significant to the valuation. The State Trust's assessment of the significance of particular inputs to these fair value measurements requires judgment and considers factors specific to each asset or liability.

Notes to Financial Statements June 30, 2021 and December 31, 2020

(Dollars in thousands)

(Note 4 – Continued)

The State Trust also holds other financial instruments not measured at fair value on a recurring basis, including accounts payable and other assets. The fair value of these assets and liabilities approximates the carrying amounts in the accompanying financial statements due to the short maturity of such instruments.

The following table presents information about the State Trust's assets measured at fair value on a recurring basis at June 30, 2021 and 2020 and the valuation techniques used by the State Trust to determine those fair values.

	June 30, 2021 (Unaudited)								
	Level 1	Level 2	Level 3	Total					
Assets:									
Cash Equivalents: Money Market Funds Marketable Securities:	\$ 814,558	\$ -	\$ -	\$ 814,558					
U.S. Treasury Bills	-	1,432,183	-	1,432,183					
Total	\$ 814,558	\$ 1,432,183	\$ -	\$ 2,246,741					
	Level 1	December 31,	Total						
Assets:									
Cash Equivalents: Money Market Funds Marketable Securities: U.S. Treasury Bills	\$ 685,245	\$ - 1,592,054	\$ - -	\$ 685,245 1,592,054					
Total	\$ 685,245	\$ 1,592,054	\$ -	\$ 2,277,299					

The following are descriptions of the valuation methodologies used for assets measured at fair value.

- Due to their short-term liquid nature, the fair value of cash equivalents approximates carrying value.
- Due to their short-term maturities, the fair value of U.S. Treasury bills approximates their principal amounts.

The State Trust's policy is to recognize transfers between levels of the fair value hierarchy as of the actual date of the event of change in circumstances that caused the transfer. There were no such transfers during the six months ended June 30, 2021 and the period ended December 31, 2020.

Notes to Financial Statements June 30, 2021 and December 31, 2020

(Dollars in thousands)

Note 5 - Income Taxes

The State Trust received the PLR (see Note 2 – Income Taxes) in April of 2019 confirming (i) it is a QSF pursuant to Code Section 468B and the Treasury Regulations promulgated thereunder, (ii) that its investment income is excludible from gross income under Code Section 115, and (iii) it may exclude from its gross income, under Treasury Regulation section 1.468-2(b)(1), the assets transferred to it from the Settling Defendants after its establishment as a QSF pursuant to the Consent Decrees. As a result of the PLR and the nature of the Trust's operations, the Trust does not expect to generate future taxable income or utilize any net operating losses it has generated.

Prior to the State Trust obtaining the PLR (see Note 2 – Income Taxes), the State Trust calculated taxable income in 2018 and 2017 in the same manner as a C corporation at a rate of 37% using trust income tax rates on its modified gross income for the 2018 and 2017 tax years, pursuant to Code Section 468B and the Treasury Regulations promulgated thereunder. Modified gross income includes gross income pursuant to IRC Section 61, less administrative expenses, and certain losses from the sale, exchange or worthlessness of property, and net operating losses. As a result of the PLR, the State Trust filed for a refund of prior federal income tax payments, and accordingly, the State Trust recognized a tax refund receivable in the amount of \$19.911 million in 2019. The State Trust received the refund and interest on those funds of \$394 thousand in 2020.

The tax provision for the six months ended June 30, 2020 consists of a current tax recovery of \$374 related to additional interest on the income tax refund received.

Note 6 – Related Party Transactions

Pursuant to the First Partial Consent Decree, the Court appointed Wilmington Trust, N.A, as Trustee of the Environmental Mitigation Trust to administer the State Mitigation Trust. Wilmington Trust N.A. is acting in two separate and distinct roles: 1) as the Trustee of the State Mitigation Trust; and 2) as the Investment Manager of the Trust Assets. The fees and commissions charged by Wilmington Trust N.A. are consistent with the standard fees and commissions charged by Wilmington Trust N.A. to unrelated third parties in negotiated transactions.

The following tables are the fees and commissions due to Wilmington Trust N.A. as of June 30, 2021 and 2020, and the fees and commissions charged by Wilmington Trust N.A. during the six months ended June 30, 2021 and 2020:

Notes to Financial Statements June 30, 2021 and December 31, 2020

(Dollars in thousands)

(Note 6 - Continued)

		June 30, 2021 (Unaudited)	December 31, 2020 (Audited)			
Accrued Investment Management Fee	\$		67	\$		75
Total Liabilities			67	\$		75
		Six Months Ended June 30, 2021 (Unaudited)			Six Months Ended June 30, 2020 (Unaudited)	
Expenses						
Trust Administration Fee Trust Advanced Flat Fee Trust Investment Management Fee			72 - 413			75 3 490
Total Expenses	\$		485	\$		568

Note 7 – Trust Expenses

Trust expenses for the six months ended June 30, 2021 and 2020 are comprised of the following:

	Six Months Ended June 30, 2021 (Unaudited)	Six Months Ended June 30, 2020 (Unaudited)		
Trust Administration Costs Trust Investment Management Fees	\$ 406 412	\$	640 486	
	\$ 818	\$	1,126	



Suite 500 2601 Cambridge Court Auburn Hills, MI 48326 Tel: 248.375.7100 Fax: 248.375.7101 plantemoran.com

Independent Auditor's Review Report on Supplemental Information

To the Trustee Volkswagen Diesel Emissions Environmental Mitigation Trust for State Beneficiaries, Puerto Rico, and the District of Columbia

We have reviewed the statement of net assets of Volkswagen Diesel Emissions Environmental Mitigation Trust for State Beneficiaries, Puerto Rico, and the District of Columbia (the "Trust") as of June 30, 2021 and the related statements of changes in net assets and cash flows for the six-month periods ended June 30, 2021 and 2020. Our reviews were made primarily for the purpose of obtaining a basis for reporting whether we are aware of any material modifications that should be made to the interim financial statements in order for them to be in conformity with accounting principles generally accepted in the United States of America through performing limited procedures. The supplemental trust administration actual costs versus budget schedule is presented for the purpose of additional analysis and is not a required part of the interim financial statements. This supplemental information has been subjected to the limited procedures applied in the review of the interim financial statements, and we did not become aware of any material modifications that should be made to such information.

Plante & Moran, PLLC

August 11, 2021



Supplemental Schedule Trust Administration Costs Actual vs. Budget

(Dollars in thousands)

Six Months Ended June 30, 2021

	 tual al Basis	Accrual to Cash Adjustments		Actual Cash Basis		Budget		Variance	
Trust Administrator Costs	\$ 72	\$	-	\$	72	\$	76	\$	(4)
Trust Counsel	36		(5)		31		140		(109)
Tax Counsel	-		-		-		5		(5)
Trust Accountants	24		(24)		-		128		(128)
Trust Audit	46		-		46		35		11
Tax Return Preparation	8		(8)		-		8		(8)
Website Support	26		(26)		-		10		(10)
Intralinks	74		5		79		131		(52)
Insurance	120		(120)		-		-		-
Contingency Expenses	-		-		-		125		(125)
State Trust Administration CostsTotal	\$ 406	\$	(178)	\$	228	\$	658	\$	(430)

Civ	Monthe	Ended June	30 2020
OIX.	WOUTH	Enaea June	3 JU. ZUZU

	ctual al Basis	Accrual to Cash Adjustments		Actual Cash Basis		Budget		Variance	
Trust Administrator Costs	\$ 78	\$	(3)	\$	75	\$	76	\$	(1)
Trust Counsel	208		(44)		164		175		(11)
Tax Counsel	49		32		81		5		76
Trust Accountants	37		(1)		36		128		(92)
Trust Audit	28		10		38		35		3
Tax Return Preparation	57		(15)		42		8		34
Website Support	29		(10)		19		10		9
Intralinks	34		(19)		15		19		(4)
Insurance	120		(120)		-		-		- ` ′
Contingency Expenses	-		- '		-		125		(125)
State Trust Administration CostsTotal	\$ 640	\$	(170)	\$	470	\$	581	\$	(111)