Financial Statements December 31, 2023 and 2022

<u>Index</u>

	<u>Page</u>
Independent Accountant's Review Report	2
Financial Statements	
Statement of Net Assets	4
Statement of Changes in Net Assets	5
Statement of Cash Flows	6
Notes to Financial Statements	7
Independent Accountant's Review Report on Supplemental Information	13
Supplemental Schedule	14



Independent Accountant's Review Report

To the Trustee Volkswagen Diesel Emissions Environmental Mitigation Trust for Indian Tribe Beneficiaries

Opinion

We have reviewed the accompanying statement of net assets of Volkswagen Diesel Emissions Environmental Mitigation Trust for Indian Tribe Beneficiaries (the "Trust") as of December 31, 2023; the related statements of changes in net assets and cash flows for the year then ended; and the related notes to the financial statements. A review includes primarily applying analytical procedures to management's financial data and making inquiries of company management. A review is substantially less in scope than an audit, the objective of which is the expression of an opinion regarding the financial statements as a whole. Accordingly, we do not express such an opinion.

Responsibilities of Management for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with accounting principles generally accepted in the United States of America and for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Accountant's Responsibilities

Our responsibility is to conduct the review in accordance with Statements on Standards for Accounting and Review Services promulgated by the Accounting and Review Services Committee of the American Institute of Certified Public Accountants. Those standards require us to perform procedures to obtain limited assurance as a basis for reporting whether we are aware of any material modifications that should be made to the financial statements for them to be in accordance with accounting principles generally accepted in the United States of America. We believe that the results of our procedures provide a reasonable basis for our report.

We are required to be independent of Volkswagen Diesel Emissions Environmental Mitigation Trust for Indian Tribe Beneficiaries and to meet our other ethical responsibilities in accordance with the relevant ethical requirements related to our review.

Conclusion

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

Emphasis of Matter

As discussed in Note 1, the Trust began the process in 2023 to wind down its operations and distribute the remaining assets of the Trust in accordance with its governing document, the Environmental Mitigation Trust Agreement for Indian Tribe Beneficiaries, as modified.



To the Trustee Volkswagen Diesel Emissions Environmental Mitigation Trust for Indian Tribe Beneficiaries

Report on 2022 Financial Statements

The financial statements as of and for the year ended December 31, 2022 were audited by us, and our report dated March 20, 2023 expressed an unmodified opinion, but no audit procedures have been performed since that date.

Alante & Moran, PLLC

February 14, 2024

Statement of Net Assets

(Dollars in thousands)

ASSETS	ber 31, 2023 audited)	December 31, 2022 (Audited)		
Current Assets				
Cash and Cash Equivalents (Note 3) Other Current Assets	\$ 2,049 614	\$	6,797 49	
Total Current Assets	 2,663		6,846	
Fixed Assets - net	3		4	
Prepaid Expenses	219		115	
TOTAL ASSETS	 2,885		6,965	
LIABILITIE S				
Current Liabilities				
Accounts Payable and Other Current Liabilities Beneficiaries' Distributions Payable	- 76		50 -	
TOTAL LIABILITIES	 76		50	
NET ASSETS	\$ 2,809	\$	6,915	

See Accompanying Notes to Financial Statements

Statement of Changes in Net Assets (Dollars in thousands)

	For the year end December 31, 20 (Unaudited)			year ended ber 31, 2022 udited)
Net Assets, Beginning of period	\$	6,915	\$	7,967
Increase (Decrease) in Net Assets				
Distributions to Beneficiaries Investment Income Trust Expenses (Note 7)		(3,944) 248 (410)		(826) 82 (308)
Net Decrease in Net Assets		(4,106)		(1,052)
Net Assets, End of period	\$	2,809	\$	6,915

See Accompanying Notes to Financial Statements

Statement of Cash Flows (Dollars in thousands)

	The Year Ended December 31, 2023 (Unaudited)		Decent	ear Ended ber 31, 2022 udited)
Cash Flows from (used in) Operating Activities				
Changes in Net Assets	\$	(4,106)	\$	(1,052)
Adjustments to Reconcile Change in Net Assets to Net Cash used in Operating Activities Tax Refund Receivable		-		35
Accrued Interest Receivable		18		(18)
Prepaid Expenses Beneficiaries' Distributions Payable		(686) 76		31 (2,439)
Accounts Payable and Other Current Liabilities		(50)		(2,430)
Net Cash Flows used in Operating Activities		(4,748)		(3,435)
Cash flows from (used in) investing activities				
Purchase of Marketable Securities		(5,271)		(12,746)
Proceeds from Sales and Maturities of Marketable Securities		5,271		17,979
Net Cash Flows from Investing Activities		-		5,233
Net Change in Cash		(4,748)		1,798
Cash and Cash Equivalents, Beginning of period		6,797		4,999
Cash and Cash Equivalents, End of period	\$	2,049	\$	6,797

See Accompanying Notes to Financial Statements

Notes to Financial Statements December 31, 2023 and 2022 (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"), 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 Indian Tribe 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 Indian Tribe Trust Agreement.

The purpose of the Indian Tribe Trust is to expeditiously and efficiently fund Eligible Mitigation Actions to be proposed and administered by the Indian Tribe Beneficiaries (the "Beneficiaries") subject to the requirements of the Consent Decrees and the terms of the Indian Tribe Trust Agreement and to provide funds for the administration and operations in accordance with the terms of the Indian Tribe 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 Indian Tribe Trust and the State Trust were funded with Mitigation Trust Payments (the "Settlement Funding") according to the terms of the Consent Decree: (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 Trust and 2.30% to the Indian Tribe Trust.

Notes to Financial Statements December 31, 2023 and 2022 (Dollars in thousands)

(Note 1 – Continued)

The Consent Decrees required total funding for the Indian Tribe Trust by the Settling Defendants of \$59.3 million with \$54.4 million allocated to the beneficiaries of the Indian Tribe Trust and \$4.9 million allocated to the Tribe Trust Administration Costs. All Mitigation Trust Payments required by the Consent Decrees were received by the Indian Tribe Trust during 2018 and 2017.

Wind Down of Trust

The Indian Tribe Trust Agreement was amended effective November 22, 2023 (the "Trust Modification Agreement") to outline provisions and procedures for the Final Distribution of Trust Assets to Designated Beneficiaries ("Final Distribution") and Final Disposition of Trust Assets ("Final Disposition") to Federal Agencies by the Indian Tribe Trust (all capitalized terms in the foregoing are defined herein or in the Trust Modification Agreement). All expected Trust Administration Costs through termination were paid to the Indian Tribe Trust's service providers by November 27, 2023. Final Distribution payments in the amount of approximately \$3.9 million were made on December 22, 2023 to Designated Beneficiaries. The Indian Tribe Trust retains cash balances within several cash accounts to accommodate residual administration and termination costs in excess of the current prepaid expenses. In accordance with the Trust Modification Agreement, the Indian Tribe Trust will pay fifty percent of all remaining unused funds at the 18-month anniversary of the Final Distribution date to both the Forest Service and National Parks Service. The Indian Tribe Trust will terminate shortly after the Final Disposition, which is expected to occur in or about June 2025.

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).

Cash and Cash Equivalents

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

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' Distribution Payable

Beneficiaries' Distributions Payable represents Final Distribution amounts due to certain Designated Beneficiaries at December 31, 2023.

Notes to Financial Statements December 31, 2023 and 2022 (Dollars in thousands)

(Note 2 – Continued)

Income Taxes

The Indian Tribe 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 Indian Tribe Trust Agreement required the Trustee to pursue a private letter ruling from the Internal Revenue Service (the "PLR") confirming that the Indian Tribe Trust will be treated as a QSF pursuant to code section. The Indian Tribe Trust received a PLR in February 2019 confirming it is a QSF pursuant to Code Section 468B and the Treasury Regulations promulgated thereunder and 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. In general, a QSF computes taxable income in the same manner as a corporation but pays federal income tax using trust income tax rates on its modified gross income. Modified gross income includes gross income pursuant to Code Section 61, less administrative expenses, certain losses from the sale, exchange or worthlessness of property, and net operating losses. See Note 5 for additional information on federal income taxes.

The Indian Tribe Trust generates gross income in the form of interest and maturities of treasury bills which is reduced by administrative expenses and accumulated net operating losses to compute modified gross income. As the Indian Tribe Trust is a taxable entity for federal income tax purposes, 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 Indian Tribe Trust is not subject to state income taxes under current law. Accordingly, no current state income tax liabilities and assets are recorded.

The Indian Tribe 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.

Subsequent Events

The Indian Trust evaluated events and transactions occurring between December 31, 2022 and February 14, 2024, which is the date that the financial statements were available to be issued, for disclosure and recognition purposes.

Notes to Financial Statements December 31, 2023 and 2022 (Dollars in thousands)

Note 3 – Cash and Cash Equivalents

As of December 31, 2023, and 2022, cash and cash equivalents are comprised of the following:

	per 31, 2023 audited)	December 31, 202 (Audited)		
Cash Money Market Funds	\$ 2,049	\$	833 5,964	
Total	\$ 2,049	\$	6,797	

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 Indian Tribe Trust's Cash Equivalents 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 Indian Tribe 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 Indian Tribe Trust had no assets or liabilities that are measured with Level 3 inputs at December 31, 2023 and 2022.

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 Indian Tribe 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.

The Indian Tribe Trust also holds other financial instruments not measured at fair value on a recurring basis, including funding receivable, 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 Indian Tribe Trust's assets measured at fair value on a recurring basis at December 31, 2023 and 2022 and the valuation techniques used by the Indian Trust to determine those fair values.

Notes to Financial Statements December 31, 2023 and 2022 (Dollars in thousands)

(Note 4 – Continued)

	December 31, 2023 (Unaudited) Level 1 Level 2 Level 3							Total		
Assets:										
Cash Equivalents: Money Market Funds	\$	-	\$	-	\$	-	\$	-		
Total	\$	-	\$	-	\$	-	\$	-		
	L	December 31 Level 1 Level 2				udited) vel 3	Total			
Assets:										
Cash Equivalents: Money Market Funds	\$	5,964	\$	-	\$	-	\$	5,964		
Total	\$	5,964	\$	-	\$	-	\$	5,964		

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

• Due to their liquid nature, the fair value of cash equivalents approximates carrying value.

The Indian Tribe 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 year ended December 31, 2023 and 2022.

Note 5 – Income Taxes

The Indian Tribe Trust received a PLR (see Note 2 – Income Taxes) in February 2019 confirming it is a QSF pursuant to Code Section 468B and the Treasury Regulations promulgated thereunder and 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.

The Indian Tribe Trust calculates taxable income in the same manner as a C corporation at a rate of 37.0% using trust income tax rates on its modified gross income, pursuant to Code Section 468B and the Treasury Regulations promulgated thereunder. Modified gross income includes gross income pursuant to Code Section 61, less administrative expenses, certain losses from the sale, exchange, or worthlessness of property, and net operating losses.

Notes to Financial Statements December 31, 2023 and 2022 (Dollars in thousands)

(Note 5 – Continued)

The Tribe Trust has incurred net operating losses since its inception, including for 2023 and 2022. Due to uncertainty as to the realization of the net operating loss carryforwards as a result of the Tribe Trust's limited operating history and operating losses since inception, a full valuation allowance has been recorded against the Tribe Trust's net operating loss carryforwards deferred tax asset. Accordingly, the Tribe Trust has not recognized an income tax benefit for the years ended December 31, 2023 and 2022.

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 Indian Tribe Mitigation Trust. Wilmington Trust N.A. is acting in two separate and distinct roles: 1) as the Trustee of the Indian Tribe Mitigation Trust; and 2) as the Investment Manager of the Trust Assets. The 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 December 31, 2023 and 2022, and the fees and commissions charged by Wilmington Trust N.A. during the year ended December 31, 2023 and 2022.

	 For the Year ended December 31, 2023 (Unaudited)	For the Year ended December 31, 2022 (Audited)		
Expenses				
Trust Administration Fee Trust Investment Management Fee	\$ 15 1	\$	14 1	
Total Expenses	\$ 16	\$	15	

Notes to Financial Statements December 31, 2023 and 2022 (Dollars in thousands)

Note 7 – Trust Expenses

Trust expenses for the year ended December 31, 2023 and 2022 are comprised of the following:

	Dec	the Year ended ember 31, 2023 (Unaudited)	For the Year ended December 31, 2022 (Audited)		
Trust Administration Costs Trust Investment Management Fees Technic al Advisory Fees	\$	399 1 10	\$	307 1 -	
	\$	410	\$	308	



Plante & Moran, PLLC Suite 300 2601 Cambridge Court Auburn Hills, MI 48326 Tel: 248.375.7100 Fax: 248.375.7101 plantemoran.com

Independent Accountant's Report on Supplemental Information

To the Trustee Volkswagen Diesel Emissions Environmental Mitigation Trust for Indian Tribe Beneficiaries

We have reviewed the financial statements of Volkswagen Diesel Emissions Environmental Mitigation Trust for Indian Tribe Beneficiaries (the "Trust") as of and for the year ended December 31, 2023 and have issued our report thereon dated February 14, 2024. Our review was performed primarily for the purpose of obtaining a basis for reporting whether we are aware of any material modifications that should be made to the 2023 financial statements in order for them to be in accordance with accounting principles generally accepted in the United States of America. We have audited the financial statements of Volkswagen Diesel Emissions Environmental Mitigation Trust for Indian Tribe Beneficiaries as of and for the year ended December 31, 2022 and have issued our report thereon dated March 20, 2023. Our audit was performed for the purpose of forming an opinion on the 2022 financial statements as a whole. The supplemental trust administration costs actual versus budget schedule is presented for the purpose of additional analysis rather than to present the financial position, changes in net assets, and cash flows of the Trust and is not a required part of the financial statements.

This supplemental information is the responsibility of management and was derived from, and relates directly to, the underlying accounting and other records used to prepare the 2023 and 2022 financial statements. The supplemental information for the year ended December 31, 2023 has been subjected to the review procedures applied in our review of the basic financial statements. We are not aware of any material modifications that should be made to the 2023 supplemental information. We have not audited the 2023 supplemental information and, therefore, do not express an opinion on such information. The supplemental information for the year ended December 31, 2022 has been subjected to the auditing procedures applied in the audit of the 2022 financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the 2022 information is fairly stated in all material respects in relation to the 2022 financial statements as a whole.

Alente & Moran, PLLC

February 14, 2024



Supplemental Schedule Trust Administration Costs Actual vs. Budget (Dollars in thousands)

(in thousands)	The Year Ended December 31, 2023 (Unaudited)									
	Actual Accrual Basis		Accrual to Cash Adjustments		Actual Cash Basis		Budget		Variance	
Trust Administrator Costs	S	19	S	-	S	19	S	22	S	(3)
TrustCounsel		235		576		811		306		505
Trust Accountants		25		39		64		36		28
Tax Return Preparation		5		45		50		16		34
Trust Audit		15		57		72		50		22
Tax Counsel		47		1		48		10		38
Website Support		1		(1)		-		-		-
Intralinks		2		-		2		2		-
Insurance		39		(39)		-		-		-
Contingency Expenses		11		-		11		26		(15)
Administration Cost Total	S	399	S	678	S	1,077	S	468	S	609

(in thousands)	The Year Ended December 31, 2022 (Unaudited)									
	Actual Accrual Basis		Accrual to Cash Adjustments		Actual Cash Basis		Budget		Variance	
Trust Administrator Costs	s	21	S	-	S	21	S	23	s	(2)
TrustCounsel		148		(15)		133		250		(117)
Trust Accountants		33		13		46		35		11
Tax Return Preparation		11		-		11		15		(4)
Trust Audit		48		(8)		40		48		(8)
Tax Counsel		12		3		15		10		5
Consultants		-		-		-		24		(24)
Website Support		1		-		1		-		1
Intralinks		2		-		2		1		1
Insurance		31		(31)		-		-		-
Contingency Expenses		-		-		-		25		(25)
Administration Cost Total	S	307	S	(38)	S	269	S	430	S	(161)

* State taxes refund