

**Stipulation By and Between Chemtura Corporation and USI Real Estate Brokerage Services, Inc. Settling All Prepetition Claims (the “USI Stipulation”).**

By the USI Stipulation, USI Real Estate Brokerage Services, Inc. (“USI”) and Debtor Chemtura Corporation (“Chemtura” and, together with USI, the “Parties”) seek authorization to effectuate a setoff of certain prepetition debts owing between the Parties and resolve all prepetition claims between the Parties.

On September 1, 2005, the Parties entered into an agreement (the “Agreement”) pursuant to which USI agreed to provide Chemtura with real estate services related to certain property acquisition and disposition projects.<sup>1</sup> In consideration for USI’s services, Chemtura agreed to pay USI (i) an annual draw paid in 12 monthly installments and (ii) a fixed fee on a monthly basis. As USI earned commissions over the course of each contract year, the commission amounts would then be deducted from the draw amount paid by Chemtura. The Agreement provides that if the total commissions earned by USI do not meet or exceed the draw amount paid by Chemtura at the end of each contract year, Chemtura will be refunded the overpayment amount.

On October 22, 2009, USI filed a proof of claim against Chemtura asserting a claim in the amount of \$107,547.10 on account of unpaid monthly draw payments for the period from January 1, 2009 through March 18, 2009 (the “Petition Date”) and fixed fee payments that remained unpaid as of the Petition Date. Thereafter, Chemtura and USI engaged in discussions regarding Chemtura’s anticipated counterclaim for the draw refund amount (the “Refund”) owed to Chemtura for the contract year September 1, 2008 through September 1, 2009 (the “Contract Year”). Chemtura maintains that the total amount of the Refund owed to Chemtura is \$156,000.

The Parties have now agreed that (i) USI will pay \$70,000 of the Refund to Chemtura within five days of entry of the order approving the USI Setoff Stipulation, and (ii) Chemtura and USI will setoff the remaining \$86,000 of the Refund owed by USI to Chemtura against the \$105,547.10 owed by Chemtura to USI, leaving USI with a claim in the amount of \$21,547.10 (the “Remainder Claim”) against Chemtura. Upon entry of an order approving the USI Stipulation, the Remainder Claim will be withdrawn and expunged from the Debtors’ claims register.

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<sup>1</sup> The Agreement was subsequently amended on June 1, 2008, August 31, 2009 and September 28, 2009. As amended, the Agreement will remain in effect through September 2010.