

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

In re

**MOTORS LIQUIDATION COMPANY, *et al.*,
Debtors.**

Chapter 11

**Case No. 09-50026
(REG)**

(Jointly Administered)

**SUMMARY SHEET PURSUANT TO UNITED STATES TRUSTEE
GUIDELINES FOR REVIEWING APPLICATIONS FOR COMPENSATION
AND REIMBURSEMENT OF EXPENSES FILED UNDER 11 U.S.C. § 330**

FIRST INTERIM FEE APPLICATION

Name of Applicant: **Butzel Long, a professional corporation**

Time Period: June 10, 2009 through and including September 30, 2009

Role in the Case: Special Counsel to the Official Committee of Unsecured Creditors of Motors Liquidation Company, f/k/a General Motors Corporation

Current Application: Total Fees Requested: \$237,775.50
Total Expenses Requested: \$21,265.87

Prior Applications: N/A

**SUMMARY OF FIRST INTERIM FEE APPLICATION
OF BUTZEL LONG FOR SERVICES RENDERED FOR
THE PERIOD JUNE 10, 2009 THROUGH SEPTEMBER 30, 2009**

NAME OF PROFESSIONAL SHAREHOLDERS AND OF COUNSEL	DEPARTMENT¹	YEAR ADMITTED	HOURLY RATE	TOTAL HOURS BILLED	TOTAL COMPENSATION
Eric Fisher	LIT, BK	1996	\$525.00	116.4	\$61,110.00
Thomas B. Radom	BK	1974	\$475.00	3.1	\$1,472.50
Barry N. Seidel	BK	1978	\$725.00	101.1	\$73,297.50
E. Dale Wilson	RE	1999	\$285.00	6.6	\$1,881.00
Robert Sidorsky	LIT, BK	1983	\$535.00	5.0	\$2,675.00
Total Shareholders and Of Counsel:				232.2	\$140,436.00

NAME OF PROFESSIONAL SENIOR ATTORNEYS AND ASSOCIATES	DEPARTMENT	YEAR ADMITTED	HOURLY RATE	TOTAL HOURS BILLED	TOTAL COMPENSATION
William J. Kohler	CORP	1986	\$410.00	7.9	\$3,239.00
Katie L. Cooperman	CORP	2006	\$385.00	44.8	\$17,248.00
Katie L. Cooperman	CORP	2006	\$350.00 ²	138.2	\$48,370.00
Orlee Goldfeld	LIT	1999	\$360.00	37.2	\$13,392.00
Andre Garron	SA	*	\$175.00	5.3	\$927.50
Max Heuer	SA	*	\$175.00	1.0	\$175.00
Total Senior Attorney and Associates:				234.4	\$83,351.50

¹ BK – Bankruptcy, CORP – Corporate, LIT – Litigation, RE – Real Estate, SA – Summer Associate, * Not yet admitted to the bar.

² Butzel Long mistakenly billed various professionals at reduced rates for the June 10, 2009 – July 31, 2009 period (whereby Butzel Long provided an unintended benefit of \$7,139 to the Debtors' estates). As of the period beginning September 1, 2009, Butzel Long has corrected this mistake and billed such professionals at the rates approved in connection with Butzel Long's Retention Application.

NAME OF PROFESSIONAL PARALEGALS	DEPARTMENT	HOURLY RATE	TOTAL HOURS BILLED	TOTAL COMPENSATION
Frederick Capria	LIT	\$235.00	52.4	\$12,314.00
Deanna Mejia	LIT	\$140.00	6.2	\$868.00
Michelle Ann Pleban	LIT	\$155.00	5.2	\$806.00
Total Paralegals:			63.8	\$13,988.00

PROFESSIONALS	BLENDED RATE	TOTAL HOURS BILLED	TOTAL COMPENSATION
Shareholders and Of Counsel	\$604.81	232.2	\$140,436.00
Senior Attorneys and Associates	\$350.89	234.4	\$82,249.00
Paralegals	\$219.25	63.8	\$13,988.00
Total Fees Incurred		530.4	\$237,775.50
Blended Attorney Rate	\$477.25		
Total Fees Requested		530.4	\$237,775.50

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

In re

**MOTORS LIQUIDATION COMPANY, *et al.*,

Debtors.**

Chapter 11

**Case No. 09-50026
(REG)**

(Jointly Administered)

**APPLICATION OF BUTZEL LONG, A PROFESSIONAL CORPORATION,
AS SPECIAL COUNSEL TO THE OFFICIAL COMMITTEE OF
UNSECURED CREDITORS OF MOTORS LIQUIDATION COMPANY,
f/k/a GENERAL MOTORS CORPORATION, FOR INTERIM ALLOWANCE OF
COMPENSATION FOR PROFESSIONAL SERVICES RENDERED AND
REIMBURSEMENT OF ACTUAL AND NECESSARY EXPENSES
INCURRED FROM JUNE 10, 2009 THROUGH SEPTEMBER 30, 2009**

Butzel Long, a professional corporation ("BL"), Special Counsel to the Official Committee of Unsecured Creditors of Motors Liquidation Company, f/k/a General Motors Corporation (the "Committee"), for its first application (the "Application"), pursuant to sections 330(a) and 331 of title 11 of the United States Code (the "Bankruptcy Code") and Rule 2016 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), for interim allowance of compensation for professional services performed by BL for the period commencing June 10, 2009, through and including September 30, 2009 (the "Compensation Period"), and for reimbursement of its actual and necessary expenses incurred during the Compensation Period, respectfully represents:

PRELIMINARY STATEMENT

1. BL's reputation as a leading law firm in the automotive industry is well-suited to its representation of the Committee. As Special Counsel to the Committee, BL renders its services on an "as-needed" basis. In connection with its representation of the Committee during

the Compensation Period, BL rendered significant advice to the Committee concerning automotive supplier issues and commenced an adversary proceeding on the Committee's behalf.

2. BL's efforts to advise and represent the Committee during the Compensation Period, and the professional services performed and expenses incurred in connection therewith, were actual and necessary to preserve and protect the interests of the unsecured creditors of Motors Liquidation Company, f/k/a General Motors Corporation (the "Debtors"). BL's charges for professional services performed and expenses incurred are reasonable under the applicable standards. BL respectfully asks that the Court grant the Application and allow interim compensation for professional services performed and reimbursement of expenses as requested.

BACKGROUND

3. The Debtors filed voluntary petitions for relief under Chapter 11 of the Bankruptcy Code on June 1, 2009 (the "Petition Date") in the United States Bankruptcy Court for the Southern District of New York.

4. On June 3, 2009, the Office of the United States Trustee for the Southern District of New York (the "U.S. Trustee") appointed the Committee, pursuant to Section 1102 of the Bankruptcy Code.

5. On June 30, 2009, the Committee filed an application (the "Retention Application") with this Court pursuant to Section 1103(a) of Title 11 of the Bankruptcy Code and Rule 2014(a) of the Bankruptcy Rules for entry of an order authorizing the employment of BL as Special Counsel to the Committee, nunc pro tunc to June 10, 2009, all as more fully described in the Retention Application (Docket No. 2847).

6. No objections were filed to BL's retention and, on July 13, 2009, this Court entered an order authorizing the employment of BL as Special Counsel to the Committee (Docket No. 3124). The Court's Order went on to state:

Butzel Long shall be compensated for Special Counsel Services performed as of June 10, 2009, and expenses incurred in connection therewith, subject to the approval of this Court and compliance with Section 330(a) of the Bankruptcy Code, the Bankruptcy Rules, the Local Bankruptcy Rules of this Court, the United States Trustee's Guidelines for Fees and Disbursements issued by the Office of the United States Trustee, and such other procedures as may be fixed by order of this Court, for professional services rendered and expenses incurred by Butzel Long;

A copy of the above order is attached hereto as Exhibit A and is incorporated herein by reference.

**SUMMARY OF PROFESSIONAL COMPENSATION
AND REIMBURSEMENT OF EXPENSES REQUESTED**

7. This Application has been prepared in accordance with the Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases adopted by the Court on June 20, 1991 and the Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases adopted by the Court on April 19, 1995 (together the "Local Guidelines"), the United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330 adopted on January 30, 1996 (the "UST Guidelines"), and this Court's Order Pursuant to 11 U.S.C. §§ 105(a) and 331 Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals, entered August 7, 2009 (Docket No. 3711) (the "Administrative Order," and together with the Local Guidelines and the UST Guidelines, the "Guidelines"). A copy of the Administrative Order is attached hereto as Exhibit B, and incorporated herein by reference.

8. Pursuant to the procedures outlined in the Administrative Order, BL has served a statement of its fees and disbursements accrued for its professional services in the above-captioned matter for the period commencing June 10, 2009 through and including August 31, 2009 (the "First Monthly Statement") and for the period commencing September 1, 2009 through and including September 30, 2009 (the "September Monthly Statement" and together with the First Monthly Statement, the "BL Monthly Statements") upon the U.S. Trustee, the Debtors, the attorneys for the Debtors and the attorneys for the Committee (collectively, the "Notice Parties"). The Administrative Order provides that the Notice Parties shall have at least 15 days after receipt of a monthly statement to review it, and shall serve any objections to the monthly statement no later than 45 days following the month for which compensation is sought. As of the filing of this Application, BL has received no notice of objection to either of the BL Monthly Statements from any of the Notice Parties in the manner prescribed by the Administrative Order.¹

9. BL seeks allowance of interim compensation for professional services performed during the Compensation Period in the amount of \$237,775.50 and for expenses incurred in the rendition of such services in the amount of \$21,265.87. During the Compensation Period, BL professionals and paraprofessionals expended a total of 530.4 hours in connection with the necessary services performed.

10. As of the date of this Application, BL has not received any payments for services rendered and expenses incurred during the Compensation Period. Accordingly, BL now seeks payment from the Debtors' estates of all amounts allowed pursuant to the Administrative Order.

¹ A representative of AlixPartners LLP, on behalf of the Debtors' estates, has requested an explanation from BL as to why its charges relating to BL retention issues exceed ten percent (10%) of the First Monthly Statement. BL has advised AlixPartners LLP that the ten percent (10%) level was exceeded because it was important to the Committee that BL be retained to undertake matters for which Kramer Levin Naftalis & Frankel LLP had a conflict and, once retained, BL was, during the period covered by the First Monthly Statement, primarily tasked with supplier issues which did not require BL to expend many hours of legal time.

11. There is no agreement or understanding between BL and any other person, other than members of BL, for the sharing of compensation to be received for services rendered in these cases. During the Compensation Period, BL has received no payment and no promises of payment from any source for services rendered or to be rendered in any capacity whatsoever in connection with the matters covered by this Application.

12. The fees charged by BL in these cases are billed in accordance with BL's existing billing rates and procedures in effect during the Compensation Period.² The rates BL charges for the services rendered by its professionals and paraprofessionals in these cases are the same rates BL charges for professional and paraprofessional services rendered in comparable bankruptcy and nonbankruptcy related matters. Such fees are reasonable based on the customary compensation charged by comparably skilled practitioners in comparable bankruptcy and nonbankruptcy cases in a competitive national legal market.

13. To the extent that time or disbursement charges for services rendered or disbursements incurred relate to the Compensation Period but were not processed prior to the preparation of this Application, BL reserves the right to request additional compensation for such services and reimbursement of such expenses in a future application.

14. Annexed hereto as Exhibit C is a certification regarding compliance with the Guidelines. As of the time this Application was filed, the chair of the Committee was unable to review this Application.

15. Annexed hereto as Exhibit D, pursuant to the UST Guidelines, is a schedule of BL professionals and paraprofessionals who have performed services for the Committee during the

² BL mistakenly billed various professionals at reduced rates for the period covered by the First Monthly Statement (whereby BL provided an unintended benefit of \$7,139 to the Debtors' estates). BL reserves its right to seek recovery of this amount at a later date. As of the September Monthly Statement, BL has corrected this mistake and billed such professionals at the rates approved in connection with the Retention Application.

Compensation Period, the capacities in which each individual is employed by BL, the department in which each practices, the hourly billing rate charged by BL for the services performed by such individuals, the year in which each professional was first licensed to practice law, and the aggregate number of hours expended in these matters and the fees billed therefor.

16. Annexed hereto as Exhibit E is a schedule specifying the categories of expenses for which BL is seeking reimbursement and the total amount for each such expense category. An itemized schedule of all such expenses has been provided to the Debtors, the Court, the attorneys for the Committee and the U.S. Trustee.

17. Annexed hereto as Exhibit F, pursuant to the UST Guidelines, is a summary of BL's time records relating to the charges for services rendered during the Compensation Period using project categories hereinafter described. BL maintains computerized records of the time spent by all BL attorneys and paraprofessionals in connection with its engagement by the Committee.

18. Copies of these computerized records, annexed hereto as Exhibit G, have been furnished to the Debtors, the attorneys for the Debtors, the attorneys for the Committee, the Court and the U.S. Trustee in the format specified by the UST Guidelines.

**SUMMARY OF SERVICES PERFORMED BY
BL DURING THE COMPENSATION PERIOD**

19. The following is a summary of the significant professional services rendered by BL during the Compensation Period, organized in accordance with BL's internal system of project codes. As previously noted, BL's services are requested on an "as-needed" basis which, as of the date of this Application, has been generally infrequent.

a. Retention of BL. The conflict check process performed by BL in connection with the Retention Application was extensive and complex. In particular, BL

was asked to perform a conflict check with regard to more than 2,200 different entities. Because this process required great care and coordination in order to ensure that there were no disabling conflict issues with regard to the hundreds of automotive suppliers that are existing clients of BL, BL spent a significant amount of time preparing the Retention Application.

b. Supplier Issues. BL participated in many conference calls concerning automotive supplier issues, such as supplier contracts and assumption matters.

c. JPMorgan Avoidance Complaint. On July 31, 2009, the Committee commenced an adversary proceeding (the "Adversary Proceeding") challenging, *inter alia*, the security interest of more than 400 lenders (the "Defendants") to a certain term loan agreement, dated as of November 29, 2006, as amended by that certain first amendment dated as of March 4, 2009 (as amended, the "Term Loan Agreement"), and sought to recover in excess of \$1.4 billion from each of the Defendants consistent with its percentage interest in the loan made under the Term Loan Agreement. BL participated in conference calls with the Committee concerning the Adversary Proceeding and drafted memoranda to the Committee in connection therewith. In addition, BL and JPMorgan Chase Bank, N.A., administrative agent and a lender under the Term Loan Agreement, have begun discovery.

20. The professional services performed by the professionals and paraprofessionals of BL were rendered by the Bankruptcy, Corporate and Litigation Departments in numerous offices. The professional services performed by BL on behalf of the Committee during the Compensation Period required an aggregate expenditure of 530.4 recorded hours by BL's professionals and paraprofessionals. Of the aggregate time expended, 232.2 recorded hours were

expended by shareholders and counsel of BL, 228.1 recorded hours were expended by senior attorneys and associates of BL, 6.3 recorded hours were expended by summer associates of BL and 63.8 recorded hours were expended by paraprofessionals of BL.

21. During the Compensation Period, BL billed the Committee for time expended by attorneys based on hourly rates ranging from \$285 to \$725 per hour.

ACTUAL AND NECESSARY DISBURSEMENTS OF BL

22. As set forth in Exhibit E hereto, BL has disbursed \$21,318.21 as expenses incurred in providing professional services during the Compensation Period. These expenses are actual, reasonable and necessary in light of the size and importance of the issues faced by the Committee.

23. The time constraints facing the Committee, particularly in connection with the Adversary Proceeding, have required BL's attorneys and other employees to devote time during the evenings and on weekends to perform legal services on behalf of the Committee. Such services were essential to meet deadlines.

24. Consistent with firm policy, attorneys and other employees of BL who worked late into the evenings were reimbursed for their reasonable meal costs and their cost for transportation from the office to home. BL has not charged the Committee for any meal or transportation costs incurred while working on weekends. The reimbursement amounts do not exceed those set forth in the UST Guidelines.

25. With respect to photocopying expenses, BL charges all of its clients \$.18 per page. Overtime expenses totaled less than \$90 for 1.5 hours of necessary secretarial services after normal closing hours. Each of these categories of expenses does not exceed the maximum rate set forth in the UST Guidelines. The actual expenses incurred in providing professional

services were necessary, reasonable and justified under the circumstances to serve the needs of the Committee and the other unsecured creditors of the Debtors.

THE REQUESTED COMPENSATION SHOULD BE ALLOWED

26. Section 331 of the Bankruptcy Code provides for interim compensation of professionals and incorporates the substantive standards of section 330 to govern the Court's award of such compensation. 11 U.S.C. § 331. Section 330 provides that a court may award a professional employed under section 1103 of the Bankruptcy Code "reasonable compensation for actual necessary services rendered . . . and reimbursement for actual, necessary expenses." Id. § 330(a)(1). Section 330 also sets forth the criteria for the award of such compensation and reimbursement:

In determining the amount of reasonable compensation to be awarded, the court should consider the nature, the extent, and the value of such services, taking into account all relevant factors, including –

- (A) the time spent on such services;
- (B) the rates charged for such services;
- (C) whether the services were necessary to the administration of, or beneficial at the time at which the service was rendered toward the completion of, a case under this title;
- (D) whether the services were performed within a reasonable amount of time commensurate with the complexity, importance, and nature of the problem, issue, or task addressed; and
- (E) whether the compensation is reasonable based on the customary compensation charged by comparably skilled practitioners in cases other than cases under this title.

Id. § 330(a)(3).

27. In the instant case, BL respectfully submits that the services for which it seeks compensation and the expenditures for which it seeks reimbursement in this Application

were necessary for, and beneficial to, the preservation, protection and prosecution of the Committee's rights and claims under this chapter 11 proceeding. Such services and expenditures were necessary to and in the best interests of the Committee. The compensation requested herein is reasonable in light of the nature, extent, and value of such services to the Committee and all parties in interest.

28. Compensation for the foregoing services as requested is commensurate with the complexity, importance and nature of the problems, issues and tasks involved. The professional services were performed expediently and efficiently. Whenever possible, BL sought to minimize the costs of its services to the Debtors by utilizing talented junior attorneys, summer associates and paraprofessionals to handle more routine aspects of case administration. Groups of the same BL attorneys were utilized for similar tasks in these cases to minimize the costs of intra-BL communication and education about the Committee's circumstances.

29. In sum, the services rendered by BL were necessary and beneficial to the Committee and were consistently performed in a timely manner commensurate with the complexity, importance and nature of the issues involved. Accordingly, approval of the compensation for professional services and reimbursement of expenses sought herein is warranted.

CONCLUSION

30. BL respectfully requests the Court enter an Order authorizing (i) an interim allowance of compensation for professional services rendered and reimbursement of actual and necessary expenses incurred during the Compensation Period in the amount of \$259,041.37, consisting of \$237,775.50, representing 100% of fees incurred during the Compensation Period, and reimbursement of \$21,265.87 representing 100% of actual and necessary expenses incurred

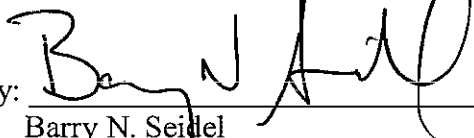
during the Compensation Period; and (ii) that the allowance of such compensation for professional services rendered and reimbursement of actual and necessary expenses incurred be without prejudice to BL's right to seek additional compensation for services performed and expenses incurred during the Compensation Period, which were not processed at the time of this Application.

WHEREFORE, BL respectfully requests that the Court grant the relief requested herein and such other and further relief as is just and proper.

Dated: New York, New York
November 16, 2009

Respectfully submitted,

BUTZEL LONG, a professional corporation

By: 

Barry N. Seidel

Eric B. Fisher

380 Madison Avenue

New York, NY 10017

(212) 818-1110 Telephone

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EXHIBIT A

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

In re

GENERAL MOTORS CORPORATION, *et al.*,

Debtors.

Chapter 11

Case No. 09-50026 (REG)

(Jointly Administered)

**ORDER AUTHORIZING EMPLOYMENT OF BUTZEL LONG AS SPECIAL
COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS
*NUNC PRO TUNC TO JUNE 10, 2009***

Upon the Application, dated June 30, 2009 (the “Application”), of the Official Committee of Unsecured Creditors (the “Committee”), pursuant to Section 1103(a) of Title 11 of the United States Code (the “Bankruptcy Code”) and Rule 2014(a) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), for entry of an order authorizing the employment of Butzel Long, a professional corporation (“Butzel Long”) as Special Counsel to the Committee, *nunc pro tunc* to June 10, 2009, all as more fully described in the Application; and upon the Declaration of Barry N. Seidel, a shareholder of Butzel Long, dated June 30, 2009, attached to the Application as Exhibit A (the “Seidel Declaration”) and the Schedules appended thereto; and the Court being satisfied, based on the representations made in the Application and the Seidel Declaration that Butzel Long and its shareholders are “disinterested” as such term is defined in Section 101(14) of the Bankruptcy Code, as modified by Section 1107(b) of the Bankruptcy Code, and that Butzel Long represents no interest adverse to the Committee with respect to the matters upon which it is to be engaged; and the Court having jurisdiction to consider the Application and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334 and the Standing Order M-61 Referring to Bankruptcy Judges for the Southern District of New York of Any and All Proceedings Under Title 11, dated July 10, 1984 (Ward, Acting

C.J.); and consideration of the Application and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Application having been provided to (a) the Office of the United States Trustee for Region 2; (b) the attorneys for the United States Department of the Treasury, (c) the attorneys for Export Development Canada, (d) the attorneys for the agent under the Debtors' prepetition secured term loan agreement, (e) the attorneys for the agent under the Debtors' prepetition amended and restated secured revolving credit agreement, (f) the attorneys for the Debtors, (g) the United States Department of Labor, (h) the attorneys for the National Automobile Dealers Association, (i) the U.S. Attorney's Office, and (i) all entities that, on or before June 30, 2009, requested notice in these cases pursuant to Rule 2002 of the Bankruptcy Rules, and the Application having been electronically filed on the docket in this case, and it appearing that no other or further notice need be provided; and a hearing having been held to consider the relief requested in the Application (the "Hearing"); and upon the record of the Hearing and all of the proceedings held before the Court; and the Court having found and determined that the relief sought in the Application is in the best interest of the Committee and that the legal and factual bases set forth in the Application establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is

ORDERED that the Application is granted as provided herein; and it is further

ORDERED that pursuant to Section 1103(a) of the Bankruptcy Code and Bankruptcy Rule 2014(a), the Committee is authorized to employ and retain Butzel Long as its Special Counsel to render the Special Counsel Services (as defined in the Application), in accordance with Butzel Long's normal hourly rates and disbursement policies, all as contemplated by the Application, *nunc pro tunc* to June 10, 2009; and it is further

ORDERED that Butzel Long shall be compensated for Special Counsel Services performed as of June 10, 2009, and expenses incurred in connection therewith, subject to the approval of this Court and compliance with Section 330(a) of the Bankruptcy Code, the Bankruptcy Rules, the Local Bankruptcy Rules of this Court, the United States Trustee's Guidelines for Fees and Disbursements issued by the Office of the United States Trustee, and such other procedures as may be fixed by order of this Court, for professional services rendered and expenses incurred by Butzel Long; and it is further

ORDERED that notice of this Application as provided therein shall be deemed good and sufficient notice of the Application; and it is further

ORDERED that this Court shall retain jurisdiction to hear and determine all matters arising from or related to this Order.

Dated: New York, New York

July 13, 2009

s/ Robert E. Gerber
United States Bankruptcy Judge

EXHIBIT B

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X
In re : Chapter 11 Case No.
: :
MOTORS LIQUIDATION COMPANY, *et al.*, : 09-50026 (REG)
f/k/a General Motors Corp., *et al.* :
Debtors. : (Jointly Administered)
: :
-----X

**ORDER PURSUANT TO 11 U.S.C. §§ 105(a) AND 331 ESTABLISHING
PROCEDURES FOR INTERIM COMPENSATION AND
REIMBURSEMENT OF EXPENSES OF PROFESSIONALS**

Upon the Motion, dated July 21, 2009 (the “**Motion**”),¹ of Motors Liquidation Company (f/k/a General Motors Corporation) and its affiliated debtors, as debtors in possession (collectively, the “**Debtors**”), pursuant to sections 105(a) and 331 of title 11, United States Code (the “**Bankruptcy Code**”) and Rule 2016(a) of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), for entry of an order authorizing the establishment of certain procedures for interim compensation and reimbursement of professionals, all as more fully described in the Motion; and due and proper notice of the Motion having been provided, and it appearing that no other or further notice need be provided; and upon the objection of the St. Regis Mohawk Tribe (the “**Tribe Objection**”) and the State of New York on behalf of the New York State Department of Environmental Conservation (the “**State Objection**,” and together with the Tribe Objection, the “**Objections**”) to the Motion; and upon the reply (the “**Reply**”) of Debtors to the Objections; and a hearing having been held to consider the relief requested in the Motion (the “**Hearing**”); and upon the record of the Hearing, and all of the proceedings had before the Court;

¹ Capitalized terms used herein and not otherwise defined herein shall have the meanings ascribed to such terms in the Motion.

and the Court having found and determined that the relief sought in the Motion is in the best interests of the Debtors, their estates, creditors, and all parties in interest and that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is

ORDERED that, for the reasons set forth on the record of the Hearing, the Motion is granted as provided herein; and it is further

ORDERED that the Objections are hereby overruled in their entirety; provided, however, that the Debtors shall provide the St. Regis Mohawk Tribe (the “**Tribe**”) and the New York State Department of Environmental Conservation (the “**NYSDEC**”) with the Monthly Letter (as defined below); and it is further

ORDERED that except as may otherwise be provided in Court orders authorizing the retention of specific professionals, all professionals in this case may seek interim compensation in accordance with the following procedure:

- (a) Except as provided in paragraph (b) below, on or before the **30th day** of each month following the month for which compensation is sought, each professional seeking compensation will serve a monthly statement (the “**Monthly Statement**”), by hand or overnight delivery, on (i) the Debtors, Motors Liquidation Company, 300 Renaissance Center, Detroit, Michigan 48265 (Attn: Ted Stenger); (ii) the attorneys for the Debtors, Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, New York 10153 (Attn: Stephen Karotkin, Esq. and Joseph Smolinsky, Esq.); (iii) the attorneys for the Creditors’ Committee, Kramer Levin Naftalis & Frankel LLP, 1177 Avenue of the Americas, New York, New York 10036 (Attn: Thomas Moers Mayer, Esq. and Robert Schmidt, Esq.); and (iv) the Office of the United States Trustee, 33 Whitehall Street, 22nd Floor, New York, New York 10004 (Attn: Diana G. Adams, Esq.) (collectively, the “**Notice Parties**”).
- (b) Each professional shall serve the Monthly Statement for the month of June 2009 on or before August 14, 2009.
- (c) The Monthly Statement shall not be filed with the Court and a courtesy copy need not be delivered to Chambers because this Motion is not intended to alter the fee application requirements outlined in sections 330

and 331 of the Bankruptcy Code. Professionals are still required to serve and file interim and final applications for approval of fees and expenses in accordance with the relevant provisions of the Bankruptcy Code, the Bankruptcy Rules, and the Local Bankruptcy Rules for the Southern District of New York.

- (d) Each Monthly Statement must contain a list of the individuals and their respective titles (e.g., attorney, paralegal, etc.) who provided services during the period covered by the Monthly Statement, their respective billing rates, the aggregate hours spent by each individual, a reasonably detailed breakdown of the disbursements incurred (no professional should seek reimbursement of an expense that would otherwise not be allowed pursuant to the United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330 dated January 30, 1996), and contemporaneously maintained time entries for each individual in increments of **tenths (1/10) of an hour** or as close thereto as practicable.²
- (e) Except as provided for in paragraph (f) below, each Notice Party shall have at least **15 days** after receipt of a Monthly Statement to review it and, if such party has an objection to the compensation or reimbursement sought in a particular Monthly Statement (an “**Objection**”), such party shall, by no later than the **45th day** following the month for which compensation is sought (the “**Objection Deadline**”), serve upon the professional whose Monthly Statement is objected to, and the other persons designated to receive statements in paragraph (a) above, a written “Notice of Objection to Fee Statement,” setting forth the nature of the Objection and the amount of fees or expenses at issue.
- (f) Each Notice Party shall have at least **15 days** after receipt of the Monthly Statement for June 2009 to review it and, if such party has an Objection, such party shall, by no later than the **60th day** following the end of the month of June 2009, serve upon the professional whose Monthly Statement is objected to, and the other persons designated to receive statements in paragraph (a) above, a written “Notice of Objection to Fee Statement,” setting forth the nature of the Objection and the amount of fees or expenses at issue.
- (g) At the expiration of the Objection Deadline, the Debtors shall promptly pay **80%** of the fees and **100%** of the expenses identified in each Monthly Statement to which no Objection has been served in accordance with paragraphs (e) and (f) above.

² The Debtors may seek to modify this requirement in the retention application of certain professionals.

- (h) If the Debtors receive an Objection to a particular Monthly Statement, they shall withhold payment of that portion of the Monthly Statement to which the Objection is directed and promptly pay the remainder of the fees and disbursements in the percentages set forth in paragraph (g) above.
- (i) If an Objection is resolved and if the party whose Monthly Statement was the subject of the Objection serves on all Notice Parties a statement indicating that the Objection has been withdrawn and describing in detail the terms of the resolution, then the Debtors shall promptly pay, in accordance with paragraph (g) above, that portion of the Monthly Statement that was withheld is no longer subject to the Objection.
- (j) All Objections that are not resolved by the parties shall be preserved and presented to the Court at the next interim or final fee application hearing to be heard by the Court in accordance with paragraph (l) below.
- (k) The service of an Objection in accordance with paragraph (f) above shall not prejudice the objecting party's right to object to any fee application made to the Court in accordance with the Bankruptcy Code on any ground, whether raised in the Objection or not. Furthermore, the decision by any party not to object to a Monthly Statement shall not be a waiver of any kind or prejudice that party's right to object to any fee application subsequently made to the Court in accordance with the Bankruptcy Code.
- (l) Commencing with the period ending September 30, 2009, and at four-month intervals thereafter (the "**Interim Fee Period**"), each of the retained professionals as set forth in paragraphs 3 and 4 herein (the "**Retained Professionals**") shall file with the Court an application (an "**Interim Fee Application**") for interim Court approval and allowance, pursuant to sections 330 and 331 of the Bankruptcy Code (as the case may be) of the compensation and reimbursement of expenses requested in the Monthly Statements served during such Interim Fee Period. Each Retained Professional shall file its Interim Fee Application no later than **45 days** after the end of the Interim Fee Period.
- (m) The Debtors' attorneys shall obtain a date from the Court for the hearing to consider Interim Fee Applications for all Retained Professionals (the "**Interim Fee Hearing**"). At least **30 days** prior to the Interim Fee Hearing, the Debtors' attorneys shall file a notice with the Court, with service upon the U.S. Trustee and all Retained Professionals, setting forth the time, date, and location of the Interim Fee Hearing, the period covered by the Interim Fee Applications, and the Objection Deadline. Any Retained Professional unable to file its own Interim Fee Application with the Court shall deliver to the Debtors' attorneys a fully executed copy with original signatures, along with service copies, three business days before the filing deadline. The Debtors' attorneys shall file and serve such Interim Fee Application.

- (n) Any Retained Professional who fails to timely file an Interim Fee Application seeking approval of compensation and expenses previously paid pursuant to a Monthly Statement shall be ineligible to receive further monthly payments of fees or reimbursement of expenses as provided herein until such Interim Fee Application is filed.
- (o) The pendency of an Interim Fee Application or a Court order that payment of compensation or reimbursement of expenses was improper as to a particular Monthly Statement shall not disqualify a Retained Professional from the future payment of compensation or reimbursement of expenses as set forth above, unless otherwise ordered by the Court.
- (p) Neither the payment of, nor the failure to pay, in whole or in part, monthly compensation and reimbursement as provided herein shall have any effect on this Court's interim or final allowance of compensation and reimbursement of expenses of any Retained Professionals.
- (q) The attorneys for the Creditors' Committee may, in accordance with the foregoing procedure for monthly compensation and reimbursement of professionals, collect and submit statements of expenses, with supporting vouchers, from members of the Creditors' Committee; *provided, however*, that these reimbursement requests must comply with this Court's Administrative Orders dated June 24, 1991 and April 21, 1995; and it is further
- (r) On or before the **30th day** of each month following the month for which compensation is sought, the Debtors will transmit a letter (the "**Monthly Letter**") to (i) the attorneys for the Tribe, McNamee, Lochner, Titus & Williams, P.C., 677 Broadway, Albany, New York 12207 (Attn: John J. Privitera Esq. and Jacob F. Lamme, Esq.) and (ii) the attorneys for the State of New York on behalf of the NYSDEC, New York State Department of Law Environmental Protection Bureau, The Capitol, Albany, New York 12224 (Attn: Maureen F. Leary, Assistant Attorney General) setting forth the aggregate fees and aggregate expenses for the period covered by the Monthly Letter for all retained professionals submitting Monthly Fee Statements. The Tribe and NYSDEC shall have no right to object to or otherwise challenge the Monthly Statements. The Monthly Letter is being provided for informational purposes only.

ORDERED that the Debtors shall include all payments to Retained Professionals on their monthly operating reports, detailed so as to state the amount paid to each Retained Professional; provided however, that amounts paid to Ordinary Course Professionals may be stated in the aggregate on any monthly operating reports; and it is further

ORDERED that all time periods set forth in this Order shall be calculated in accordance with Rule 9006(a) of the Federal Rules of Bankruptcy Procedure; and it is further

ORDERED that any and all other and further notice of the relief requested in the Motion shall be, and hereby is, dispensed with and waived; provided, however, that the Debtors shall serve a copy of this Order on each of the Retained Professionals; and it is further

ORDERED that notice of hearings to consider Interim Fee Applications and final fee applications shall be limited to the Notice Parties and any party who files a notice of appearance and requests notice in these chapter 11 cases; and it is further

ORDERED that this Court shall retain jurisdiction to hear and determine all matters arising from or related to this Order.

Dated: New York, New York
August 7, 2009

s/ Robert E. Gerber
United States Bankruptcy Judge

EXHIBIT C

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

In re

**MOTORS LIQUIDATION COMPANY, *et al.*,
Debtors.**

Chapter 11

**Case No. 09-50026
(REG)**

(Jointly Administered)

**CERTIFICATION UNDER GUIDELINES FOR FEES AND
DISBURSEMENTS FOR PROFESSIONALS IN RESPECT OF FIRST
APPLICATION OF BUTZEL LONG, A PROFESSIONAL CORPORATION
FOR INTERIM COMPENSATION AND REIMBURSEMENT OF EXPENSES**

I, Barry N. Seidel, hereby certify that:

1. I am a shareholder with the applicant firm, Butzel Long, a professional corporation (“BL”), with responsibility as Special Counsel to the Official Committee of Unsecured Creditors of Motors Liquidation Company, f/k/a General Motors Corporation (the “Committee”), in respect of compliance with the Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases adopted by the Court on June 20, 1991 (the “Fee and Disbursement Guidelines”) and the Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases Adopted by the Court on April 19, 1995 (together with the Fee and Disbursement Guidelines, the “Local Guidelines”), the United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330, adopted on January 30, 1996 (the “UST Guidelines”) and the Order Pursuant to 11 U.S.C. §§ 105(a) and 331 Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals, entered August 7, 2009 (Docket No. 3711) (the “Administrative Order,” and together with the Local Guidelines and the UST Guidelines, the “Guidelines”).

2. This certification is made in respect of BL's application dated November 16, 2009 (the "Application") for interim compensation and reimbursement of expenses for the period commencing June 10, 2009 through and including September 30, 2009 (the "Compensation Period") in accordance with the Guidelines.

3. In respect of section A.2 of the Fee and Disbursement Guidelines, I certify that as of the time the Application was filed, the chair of the Committee was unable to review the Application.

4. In respect of section B.1 of the Local Guidelines, I certify that:

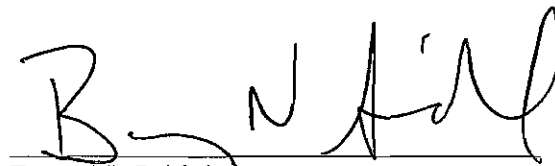
- a. I have read the application;
- b. to the best of my knowledge, information and belief formed after reasonable inquiry, the fees and disbursements sought fall within the Local Guidelines and the UST Guidelines;
- c. the fees and disbursements sought are billed at rates and in accordance with practices customarily employed by BL and generally accepted by BL's clients; and
- d. in providing a reimbursable service, BL does not make a profit on that service, whether the service is performed by the applicant in-house or through a third party.

5. In respect of section B.2 of the Local Guidelines and as required by the Administrative Order, I certify that BL has complied with these provisions requiring it to provide counsel for the Committee, the Trustee and the Debtors with a copy of the Application

6. In respect of section B.2 of the Local Guidelines and as required by the Administrative Order, I certify that BL has complied with these provisions requiring it to provide counsel for the Committee, the Trustee and the Debtors with a statement of BL's fees and disbursements accrued during the previous month, except that the statement of its fees and expenses for the month of June was provided at the end of September.

7. In respect of section B.3 of the Local Guidelines, I certify that the Debtors, the chair of the Committee, and the United States Trustee for the Southern District of New York have all been provided with a copy of the Application on November 6, 2009.

Dated: New York, New York
November 16, 2009



Barry N. Seidel

EXHIBIT D

EXHIBIT D

**SUMMARY OF FIRST INTERIM FEE APPLICATION
OF BUTZEL LONG FOR SERVICES RENDERED FOR
THE PERIOD JUNE 10, 2009 THROUGH SEPTEMBER 30, 2009**

NAME OF PROFESSIONAL SHAREHOLDERS AND OF COUNSEL	DEPARTMENT¹	YEAR ADMITTED	HOURLY RATE	TOTAL HOURS BILLED	TOTAL COMPENSATION
Eric Fisher	LIT, BK	1996	\$525.00	116.4	\$61,110.00
Thomas B. Radom	BK	1974	\$475.00	3.1	\$1,472.50
Barry N. Seidel	BK	1978	\$725.00	101.1	\$73,297.50
E. Dale Wilson	RE	1999	\$285.00	6.6	\$1,881.00
Robert Sidorsky	LIT, BK	1983	\$535.00	5.0	\$2,675.00
Total Shareholders and Of Counsel:				232.2	\$140,436.00

NAME OF PROFESSIONAL SENIOR ATTORNEYS AND ASSOCIATES	DEPARTMENT	YEAR ADMITTED	HOURLY RATE	TOTAL HOURS BILLED	TOTAL COMPENSATION
William J. Kohler	CORP	1986	\$410.00	7.9	\$3,239.00
Katie L. Cooperman	CORP	2006	\$385.00	44.8	\$17,248.00
Katie L. Cooperman	CORP	2006	\$350.00 ²	138.2	\$48,370.00
Orlee Goldfeld	LIT	1999	\$360.00	37.2	\$13,392.00
Andre Garron	SA	*	\$175.00	5.3	\$927.50
Max Heuer	SA	*	\$175.00	1.0	\$175.00
Total Senior Attorney and Associates:				234.4	\$83,351.50

¹ BK – Bankruptcy, CORP – Corporate, LIT – Litigation, RE – Real Estate, SA – Summer Associate, * Not yet admitted to the bar.

² BL mistakenly billed various professionals at reduced rates for the period covered by the First Monthly Statement (whereby BL provided an unintended benefit of \$7,139 to the Debtors' estates). As of the September Monthly Statement, BL has corrected this mistake and billed such professionals at the rates approved in connection with the Retention Application.

NAME OF PROFESSIONAL PARALEGALS	DEPARTMENT	HOURLY RATE	TOTAL HOURS BILLED	TOTAL COMPENSATION
Frederick Capria	LIT	\$235.00	52.4	\$12,314.00
Deanna Mejia	LIT	\$140.00	6.2	\$868.00
Michelle Ann Pleban	LIT	\$155.00	5.2	\$806.00
Total Paralegals:			63.8	\$13,988.00

PROFESSIONALS	BLENDED RATE	TOTAL HOURS BILLED	TOTAL COMPENSATION
Shareholders and Of Counsel	\$604.81	232.2	\$140,436.00
Senior Attorneys and Associates	\$350.89	234.4	\$82,249.00
Paralegals	\$219.25	63.8	\$13,988.00
Total Fees Incurred		530.4	\$237,775.50
Blended Attorney Rate	\$477.25		
Total Fees Requested		530.4	\$237,775.50

EXHIBIT E

EXHIBIT E

**EXPENSE SUMMARY BY BUTZEL LONG FOR THE FIRST
INTERIM PERIOD OF JUNE 10, 2009 THROUGH SEPTEMBER 30, 2009**

EXPENSES	AMOUNT
Copies	\$464.22 ¹
Travel	\$284.00
Overtime	\$84.23 ²
EPIQ	\$11,659.79 ³
Messenger	\$12.50
Lien Search	\$109.00
Meals	\$122.87
Computer Research	\$8,279.26
Filing Fees	\$250.00
Total Expenses Requested	\$21,265.87

¹ These charges reflect a fee of \$0.18 per copy.

² These charges reflect 1.5 hours of overtime expenses paid for necessary secretarial services after normal closing hours.

³ These charges reflect EPIQ's fees for service of retention papers.

EXHIBIT F

EXHIBIT F

**COMPENSATION BY PROJECT CODE FOR
SERVICES RENDERED BY BUTZEL LONG FOR FIRST
INTERIM PERIOD OF JUNE 10, 2009 THROUGH SEPTEMBER 30, 2009**

PROJECT CODE	PROJECT DESCRIPTION	HOURS	AMOUNT (FEES + EXPENSES)
0001	General Advice	6.9	\$5,032.92
0002	Retention of Butzel Long	83.0	\$52,040.53
0003	Supplier Issues	53.0	\$35,300.64
0004	Conflict Issues	0.2	\$145.00
0005	Butzel Long Fee Applications	43.7	\$15,650.10
0006	JPMorgan Avoidance Complaint	343.6	\$150,872.18
TOTAL		530.4	\$259,041.37

EXHIBIT G

BUTZEL LONG

ATTORNEYS AND COUNSELORS

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UNSECURED CREDITORS COMMITTEE OF
GENERAL MOTORS CORPORATION

September 25, 2009

Account Number: 000141216-0001

Invoice No. 8442030

(Privileged and Confidential Information)

Matter Description: GENERAL ADVICE

Professional Services				
Timekeeper				Total
Shareholder				
Barry N. Seidel	6.80	hours at	\$725.00	\$4,930.00
Total For Shareholder	6.80			\$4,930.00

Disbursements	
Description	Total
Copies	\$25.38
Total Disbursements	\$25.38

Current Fees	4,930.00
Current Disbursements	25.38
Total Current Invoice	4,955.38
Total Balance Due	\$4,955.38

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September 25, 2009

Account Number: 000141216-0001

Invoice No. 8442030

(Privileged and Confidential Information)

PROFESSIONAL SERVICES posted through August 31, 2009

RE: GENERAL ADVICE

<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
06/29/09	BNS	Participate on FTI call regarding GM business plan.	0.60
07/06/09	BNS	Participate on board interview conference calls.	1.00
07/07/09	BNS	Telephone conference with R. Schmidt regarding Old GM director candidates (0.2); telephone conference with L. Singleton regarding same (0.6); telephone conference with A. Jacobs regarding board seat (0.4).	1.20
07/08/09	BNS	Review BJ Gerber decision on stay.	0.80
07/08/09	BNS	Participate on committee conference call regarding selection of board member for Old GM (2.5); resumed at 3:30-4:00 (0.5).	3.00
08/13/09	BNS	Review committee e-mail regarding status of wind down.	0.20
TOTAL HOURS			6.80

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September 25, 2009

Account Number: 000141216-0002

Invoice No. 8442031

(Privileged and Confidential Information)

Matter Description: RETENTION OF BUTZEL LONG

Professional Services				
Timekeeper				Total
Shareholder				
Eric Fisher	34.90	hours at	\$525.00	\$18,322.50
Barry N. Seidel	13.80	hours at	\$725.00	\$10,005.00
Total For Shareholder	48.70			\$28,327.50
Associate				
Orlee Goldfeld	30.60	hours at	\$360.00	\$11,016.00
Total For Associate	30.60			\$11,016.00
Of Counsel				
Robert Sidorsky	0.10	hours at	\$535.00	\$53.50
Total For Of Counsel	0.10			\$53.50

Disbursements	
Description	Total
Secretarial Services	\$84.23
Service Fees	\$12.50
EPIQ Invoice	\$11,299.69
Travel Expenses	\$94.50
Meal Expenses	\$6.61
Total Disbursements	\$11,497.53

Current Fees	39,397.00
Current Disbursements	11,497.53
Total Current Invoice	50,894.53
Total Balance Due	\$50,894.53

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September 25, 2009

Account Number: 000141216-0002

Invoice No. 8442031

(Privileged and Confidential Information)

PROFESSIONAL SERVICES posted through August 31, 2009

RE: RETENTION OF BUTZEL LONG

<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
06/12/09	BNS	Discuss with O. Goldfeld (0.1) and R. Sidorsky (0.1).	0.20
06/12/09	OG	Conference with Barry Seidel concerning drafting retention application for employment as Special Counsel to the Creditors' Committee (0.1); online legal research in connection therewith (0.3); obtaining copy of bid procedures order for Mr. Seidel and Rob Sidorsky (0.1).	0.50
06/12/09	RS	Discuss with B. Seidel and O. Goldfeld (0.1).	0.10
06/15/09	E.F.	Meet with Goldfeld regarding retention application.	0.40
06/15/09	E.F.	Draft retention application.	3.10
06/15/09	BNS	Attention to preparation of retention application and conflict issues.	1.80
06/15/09	OG	Meet with E. Fisher re retention application (0.4).	0.40
06/16/09	E.F.	Confer with Goldfeld regarding application for retention, declaration, and proposed order.	0.50
06/16/09	E.F.	Draft declaration and retention application.	2.50
06/16/09	E.F.	Draft and revise application for retention, declaration and proposed order (1.6);	1.90

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<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
		conference with B. Seidel re: same (0.3).	
06/16/09	BNS	Attention to preparation of Butzel Long retention application (1.1); review KL application (0.2) and telephone conference with J. Sharret (0.1); conference with E. Fisher regarding same (0.3); telephone conference with G. Novod regarding same (0.2).	1.90
06/16/09	BNS	Review draft of Butzel Long retention application and related papers.	1.30
06/16/09	OG	Assistance with drafting retention application (1.0); review of e-mail messages concerning conflict checking procedures for Checklist Parties (0.1); preparation of revisions to draft notice, application, declaration, and proposed order (4.9); conferences with Eric Fisher in connection therewith (0.5).	6.50
06/17/09	E.F.	Meet with Goldfeld regarding Master Retention Checklist and conflict check.	0.50
06/17/09	E.F.	Draft Seidel declaration and application for retention.	10.80
06/17/09	E.F.	Teleconferences with Wynne regarding Master Retention Checklist and conflict checks.	0.40
06/17/09	E.F.	Meet with Seidel and Goldfeld regarding Master Retention Checklist and conflict check.	0.50
06/17/09	BNS	Review KL retention application and revise Butzel Long retention application (0.3); meet with E. Fisher and O. Goldfeld (0.5).	0.80
06/17/09	BNS	Attention to process for obtaining committee approval for application and service.	0.70

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<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
06/17/09	OG	Drafting revisions to notice and proposed order (0.3); conferences with Barry Seidel and Eric Fisher in connection therewith (0.5); preparation of extensive revisions to schedule of current clients represented in the GM bankruptcy (3.2); conferences with the members of the accounting department to identify clients that may have attributed to 1% or more of the firm's revenues for 2008 (0.5); preparation of e-mail message to Jennifer Sharret at Kramer Levin concerning its notice of hearing (0.1); review of the GM docket and filings contained therein (0.3); several conferences with Eric Fisher concerning revisions to draft retention application and schedules of checklist parties and supplier clients represented in the GM case (0.5); preparation of further revisions to draft notice application, and proposed order (3.0).	8.40
06/18/09	E.F.	Review and revise retention application.	5.50
06/18/09	E.F.	Meetings with Seidel regarding retention application.	0.50
06/18/09	E.F.	Due diligence work in connection with conflict check and disclosure schedules.	2.10
06/18/09	BNS	Review revised draft of Butzel Long retention papers and conflict report (2.2); discuss with E. Fisher (0.5).	2.70
06/18/09	OG	Review of comments by Barry Seidel and Eric Fisher on draft retention application (0.2); preparation of revisions to draft Schedule 2 of clients represented in GM case (1.5); preparation of additional revisions to Schedule 3 of Checklist	5.00

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<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
		Parties (0.8); preparation of revisions to retention application, including notice, application, declaration, and order (1.4); review of e-mail message to Epiq Systems regarding procedure for service of retention application (0.1); preparation of further revisions to draft schedules (1.0).	
06/19/09	E.F.	Revisions to Seidel declaration and schedules.	1.10
06/19/09	BNS	Further attention to Butzel Long retention papers (0.5) and solicit for comments regarding same (0.2); make revisions (0.3).	1.00
06/19/09	OG	Obtaining copies of fee guidelines published by the US Trustee's Office, as well as by the Southern District of New York (0.2); transmission of same to Eric Fisher (0.1); review of comments on draft retention application by Matt Williams of Gibson Dunn (0.1); preparation of revisions to draft retention application to incorporate Mr. Williams' comments (0.2); e-mail communications to Mr. Fisher concerning timing of filing and whether the Trustee's comments have been received (0.1); e-mail correspondence to Barry Seidel in connection therewith (0.1); preparation of further modifications to schedules of supplier clients represented in GM case (0.4).	1.20
06/22/09	OG	Preparation of minor revisions to draft application and draft schedule 2.	0.10
06/24/09	E.F.	Revisions to retention application.	0.30
06/24/09	BNS	Follow-up with US Trustee's Office (0.1); telephone conference with UST (Andy Velez) regarding Butzel Long retention application (0.3)	0.50

UNSECURED CREDITORS COMMITTEE OF
 GENERAL MOTORS CORPORATION

September 25, 2009

Invoice No. 8442031

Account Number 000141216-0002

<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
		and memo to E. Fisher regarding same (0.1).	
06/24/09	OG	Review of e-mail message from Barry Seidel concerning the comments of the US Trustee (0.1); review of e-mail message from Eric Fisher concerning incorporating same and additional materials into retention application; preparation of e-mail message to Mr. Fisher (0.1).	0.20
06/25/09	E.F.	Draft and revise documents for retention application (1.2); conference with O. Goldfeld re: retention application (0.2).	1.40
06/25/09	OG	Conference with Eric Fisher concerning revisions to draft retention application (0.2); preparation of minor revisions to retention application (0.2); obtaining copy of Smart World decision by the Second Circuit (0.1); analysis thereof and conference with Mr. Fisher in connection therewith (0.4); telephone call with Elise Frejka of Kramer Levin concerning project categories for fee application (0.1).	1.00
06/28/09	BNS	Review revised BL retention paper.	0.30
06/29/09	E.F.	Revise retention application.	1.80
06/29/09	E.F.	Conference with Seidel regarding revisions to retention application.	0.40
06/29/09	BNS	Attention to finalizing BL retention papers (0.5); conference with E. Fisher regarding same (0.4).	0.90
06/29/09	OG	Telephone call with Elise Frejka of Kramer Levin concerning project categories.	0.20
06/30/09	E.F.	Teleconferences with Goldfeld regarding retention application.	0.30

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<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
06/30/09	E.F.	E-mails with Committee counsel and Wilmington Trust regarding retention application.	0.20
06/30/09	E.F.	Revise and finalize retention application.	0.70
06/30/09	BNS	Review final draft (0.2); discuss with Wilmington Trust and M. Williams (Gibson Dunn) (0.2).	0.40
06/30/09	OG	Attention to revised draft retention application including confirming that all revisions are included therein and proofread same for accuracy including schedules (2.5); arranging for red-lined versions thereof (0.2); review of same for accuracy (0.5); transmission of same to Eric Fisher (0.1); e-mail correspondence to Mr. Fisher and Barry Seidel in connection therewith (0.2); e-mail correspondence with Epiq concerning service (0.2); several conferences with Mr. Fisher (0.3); several telephone calls with Epiq concerning service tonight (0.2); preparation of revisions to retention application (1.7); arranging for preparation of pdf versions thereof for service and filing (0.1); transmission of same to Epiq (0.1); filing application and Notice of Hearing with the Court (0.2).	6.30
07/01/09	OG	Review of e-mail message from Eric Fisher to Epiq Systems concerning service of retention application; preparation of e-mail message to Mr. Fisher in connection therewith.	0.10
07/02/09	BNS	Telephone conference with A. Velez regarding comments to BL retention.	0.20
07/02/09	OG	Review of e-mail message from Sidney Garabato concerning affidavit of service of retention application; preparation of e-mail message to	0.20

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September 25, 2009

Invoice No. 8442031

Account Number 000141216-0002

<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
		Mr. Garabato concerning filing same with the Court; preparation of e-mail message to Barry Seidel and Eric Fisher in connection therewith (0.1); arranging for ECF filing with the Bankruptcy Court of Mr. Garabato's Affidavit of Service (0.1).	
07/08/09	OG	Telephone call with Helene Blum concerning transmission of courtesy copy of application materials to Judge Gerber (0.1); drafting letter enclosing same (0.3); conference with Eric Fisher concerning parties to be copied on letter to Judge Gerber (0.1).	0.50
07/10/09	BNS	Telephone conference with G. Novod regarding application to retain Butzel Long and hearing on 7/14.	0.10
07/13/09	BNS	Prepare for and attend hearing on BL retention.	1.00
TOTAL HOURS			79.40

BUTZEL LONG

ATTORNEYS AND COUNSELORS

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UNSECURED CREDITORS COMMITTEE OF
 GENERAL MOTORS CORPORATION

September 25, 2009

Account Number: 000141216-0003

Invoice No. 8442033

(Privileged and Confidential Information)

Matter Description: SUPPLIER ISSUES

Professional Services				
Timekeeper				Total
Shareholder				
Thomas B. Radom	3.10	hours at	\$475.00	\$1,472.50
Barry N. Seidel	42.00	hours at	\$725.00	\$30,450.00
Total For Shareholder	45.10			\$31,922.50
Sr. Attorney				
William J. Kohler	7.90	hours at	\$410.00	\$3,239.00
Total For Sr. Attorney	7.90			\$3,239.00

Disbursements	
Description	Total
Copies	\$139.14
Total Disbursements	\$139.14

Current Fees	35,161.50
Current Disbursements	139.14
Total Current Invoice	35,300.64
Total Balance Due	\$35,300.64

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UNSECURED CREDITORS COMMITTEE OF
GENERAL MOTORS CORPORATION

September 25, 2009

Account Number 000141216-0003

Invoice No. 8442033

PROFESSIONAL SERVICES posted through August 31, 2009

RE: SUPPLIER ISSUES

<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
06/12/09	BNS	Conference with W. Kohler regarding supplier issues and preparation for call with K. Levin (Schmidt) (0.3); telephone conference with Schmidt and Novod (11:30-12:30) (1.0); follow-up with W. Kohler (0.3).	1.60
06/12/09	WJK	Reviewed trade agreement, order pertaining to assumption of contracts and cure amounts, and cure dispute resolution description (0.3); conferences with B. Seidel re: supplier issues (0.6); prepared detailed memo to Barry Seidel re supplier issues relating to assumption of contracts and cure amounts and potential for addressing additional supplier issues (1.0).	1.90
06/15/09	BNS	Review bid procedures in preparation for 9 am call with K. Levin (1.1); telephone conference with B. Kohler regarding preparation for 9 am call (0.3); telephone conference with R. Schmidt, G. Novod, B. Kohler regarding supplier issues regarding assumption/assignment (0.8).	2.20
06/15/09	WJK	Prep for and conf call with Gordon Novod and Bob Schmidt re supplier issues relating to assumption of contracts and cure amounts (0.8); conference with B. Seidel re: same (0.3).	1.10
06/16/09	BNS	Draft e-mail to Smolinsky regarding supplier issues (0.6) and consider A. Rogoff response (0.1).	0.70
06/16/09	WJK	Conf call with Gordon Novod re supplier issues	0.90

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September 25, 2009

Invoice No. 8442033

Account Number 000141216-0003

<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
		relating to assumption of contracts and cure amounts	
06/17/09	BNS	Participate on committee call (11-2).	3.00
06/17/09	BNS	Arrange meeting with supplier subcommittee.	0.30
06/17/09	WJK	Participation in conf call of counsel to creditors' committee	3.00
06/18/09	TBR	Prepare for supplier sub-committee conference call regarding supplier issues (.50); conference call with supplier sub-committee regarding supplier issues (1.0).	1.50
06/18/09	BNS	Preparation for conference call with subcommittee of suppliers (2-3).	1.00
06/18/09	WJK	Participated in conf call re supplier issues pertaining to assumption of contracts and cure amounts	1.00
06/19/09	TBR	Conference call with supplier sub-committee, FTI, AlixPartners, GM representative and counsel regarding supplier issues.	1.00
06/19/09	BNS	Participate on conference call with GM regarding website and cure amounts and issues regarding suppliers (4-4:45) (0.8); follow-up with T. Radom (0.2).	1.00
06/22/09	BNS	Respond to R. Schmidt email regarding suppliers and assumption assignment process and GM discussions (0.3); compare Chrysler protocol (0.4).	0.70
06/25/09	BNS	Attention to review of pleadings regarding supplier issues.	1.40

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<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
06/26/09	TBR	E-mails to B. Seidel regarding assignment of supplier contracts (.40); review Seidel e-mail to R. Weiss regarding supplier contracts (.20).	0.60
06/26/09	BNS	Participate on committee conference call regarding issues including 363 sale and supplier issues (0.5).	0.50
06/26/09	BNS	Telephone conference with S. O'Neil regarding assumption and assignment issues (0.4); conference call with Denso and R. Shapiro (0.4); telephone conference with A. Rogoff (0.5); draft email to B. Weiss regarding assumption of all supplier agreements (0.3); follow-up discussion with L. Lis (0.2); telephone conference with J. Smolinsky regarding same (0.5); further consideration of supplier issues and sale order (1.0).	3.30
06/27/09	BNS	Review sale order and synthesize comments from committee (1.3); telephone conference with J. Smolinsky regarding proposed revisions (0.6); draft language to add to proposal sale order (1.6).	3.50
06/28/09	BNS	Further attention to sale order (0.7); extended telephone conference with J. Smolinsky regarding revisions to order regarding assumption/assignment of contracts (1.1).	1.80
06/29/09	BNS	Further attention to review of revised sale order and objections to 363 sale (2.1); participate on committee 5 pm conference call regarding status of sale (1.1).	3.20
06/30/09	BNS	Attend GM 363 sale hearing (10-8) (4.0); conference with J. Smolinsky regarding sale	5.10

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<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
		order; review sale order (0.7) and discuss with G. Novod (0.4).	
07/01/09	BNS	Attention to revised sale order regarding contract assumption/assignment issues.	0.50
07/01/09	BNS	Attend continued hearing regarding §363 sale (9:30-6:30).	3.50
07/02/09	BNS	Follow-up with J. Smolinsky regarding status of sale order (0.2); prepare for call with J. Smolinsky regarding open issues (0.6); telephone conference with J. Smolinsky regarding sale order changes (0.6).	1.40
07/03/09	BNS	Review revised draft sale order and provide comments to Kramer Levin (1.4); telephone conference with G. Novod regarding S. Zarowny e-mail regarding sale order (0.3); draft further language to address withdrawal of objections (0.4); further discussion with J. Smolinsky regarding issues in sale order and agreement on contract issues for assumption process (1.0).	3.10
07/06/09	BNS	Review B.J. Gerber decision and sale order to make sure supplier revisions and assumption process were addressed.	1.00
07/07/09	BNS	Telephone conference with S. Zarowny regarding contracts regarding Hummer (0.2); telephone conference with J. Smolinsky regarding same (0.3); telephone conference with Matt Michael regarding same (0.2); e-mail to Zarowny and Lis regarding same (0.2); conference call with Zarowny and Lis regarding same (0.6).	1.50

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<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
07/08/09	BNS	Telephone conference with Anna Phillips regarding assumption of contracts regarding discontinued brands.	0.20
07/21/09	BNS	Conference call with FTI (Tully, FTI, Rogoff) regarding supplier issues and assumption of contracts (0.7); review FTI report regarding claims (0.4).	1.10
07/22/09	BNS	Telephone conference with J. Smolinsky regarding status of assumption and assignment.	0.40
TOTAL HOURS			53.00

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UNSECURED CREDITORS COMMITTEE OF
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September 25, 2009

Invoice No. 8442036

Account Number: 000141216-0006

(Privileged and Confidential Information)

Matter Description: JP MORGAN AVOIDANCE COMPLAINT

Professional Services				
Timekeeper				Total
Shareholder				
E. Dale Wilson	6.60	hours at	\$285.00	\$1,881.00
Eric Fisher	67.40	hours at	\$525.00	\$35,385.00
Barry N. Seidel	35.00	hours at	\$725.00	\$25,375.00
Total For Shareholder	109.00			\$62,641.00
Associate				
Katie L. Cooperman	138.20	hours at	\$350.00	\$48,370.00
Orlee Goldfeld	6.60	hours at	\$360.00	\$2,376.00
Total For Associate	144.80			\$50,746.00
Of Counsel				
Robert Sidorsky	4.90	hours at	\$535.00	\$2,621.50
Total For Of Counsel	4.90			\$2,621.50
Summer Assoc.				
Andre Garron	5.30	hours at	\$175.00	\$927.50
Max Heuer	1.00	hours at	\$175.00	\$175.00
Total For Summer Assoc.	6.30			\$1,102.50
Paralegal II				
Deanna Mejia	6.20	hours at	\$140.00	\$868.00
Total For Paralegal II	6.20			\$868.00
Paralegal III				
Michelle Ann Pleban	5.20	hours at	\$155.00	\$806.00
Total For Paralegal III	5.20			\$806.00

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Paralegal II				
Frederick Capria	34.40	hours at	\$235.00	\$8,084.00
Total For Paralegal II	34.40			\$8,084.00

Disbursements	
Description	Total
Copies	\$268.92
Computer Research	\$7,940.81
Filing Fees	\$250.00
Service Fees	\$109.00
Travel Expenses	\$189.50
Meal Expenses	\$168.60
Total Disbursements	\$8,926.83

Current Fees:	126,869.00
Current Disbursements:	8,926.83
Total Current Invoice:	135,795.83
Total Balance Due:	\$135,795.83

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PROFESSIONAL SERVICES posted through August 31, 2009

RE: JP MORGAN AVOIDANCE COMPLAINT

<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
07/16/09	EDW	Receipt and review of correspondence from Barry Seidel (.5); receipt and review of correspondence from counsel (.6); review termination and UCC filings (.8); preparation of correspondence (.4).	2.30
07/16/09	E.F.	Call with Kramer Levin, Wilson and Seidel regarding prepetition liens.	0.50
07/16/09	E.F.	Meet with Seidel regarding work plan with regard to prepetition lien issue.	0.30
07/16/09	E.F.	Meet with Cooperman regarding legal research concerning lien issue.	0.50
07/16/09	E.F.	Review results of legal research regarding lien issue.	0.20
07/16/09	BNS	Review materials regarding UCC-3 termination statement in preparation for 10 am call (0.4); conference call with A. Katz regarding UCC-3 (0.5); subsequent telephone conference with A. Caton regarding lien issues (0.3); meet with E. Fisher re: lien issues (0.3).	1.50
07/16/09	KLC	Meeting with E. Fisher re: legal research concerning lien issue (0.5); review e-mails from Kramer Levin re: same (0.4); legal research re: UCC and lien issue (3); correspondence to E.	4.10

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<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
		Fisher re: summary research (0.2)	
07/17/09	E.F.	Review term loan documents (0.2).	0.20
07/17/09	E.F.	Draft and send action plan to Seidel regarding potential claims against lenders.	0.80
07/17/09	KLC	Research UCC perfection re: DE and NY (3.3); review final DIP order and exhibits (0.5); review Gordon affidavit and exhibits (0.6)	4.40
07/19/09	KLC	Prepare summary of research re: perfection issue (3.6); review Kramer Levin collateral memos (0.3)	3.90
07/20/09	E.F.	Meet with Seidel regarding term loan issue.	0.30
07/20/09	E.F.	Meet with Cooperman regarding legal research concerning UCC termination research.	0.30
07/20/09	E.F.	Review results of legal research.	0.30
07/20/09	BNS	Attention to work plan for lien analysis (1.2); review memos from Kramer Levin and E. Fisher (0.4); e-mail to R. Toder regarding extension of Challenge Period (0.3); telephone conference with J. Sharett regarding committee meeting and lien investigation (0.1); meet with E. Fisher re: term loan issue (0.3).	2.30
07/20/09	KLC	Draft memorandum including black letter and case law re: perfection issue (7.6); meeting with E. Fisher re: memo (0.3)	7.90
07/20/09	MH	Formatted cases and statutes into proper BlueBook long and short form and sent results to K. Cooperman.	1.00
07/21/09	E.F.	Draft memorandum to Committee regarding termination statement.	3.90

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<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
07/21/09	E.F.	Review results of research regarding termination.	0.50
07/21/09	E.F.	Meet with Cooperman regarding termination statement research and adversary complaint.	0.50
07/21/09	E.F.	Meet with Seidel regarding adversary proceeding and extension of challenge deadline.	0.50
07/21/09	E.F.	E-mails with Kramer Levin regarding Mayer Brown affidavit.	0.20
07/21/09	BNS	Consider strategy regarding lien investigation (0.8); telephone conference with T. Mayer regarding timing (0.1); conference with E. Fisher (0.3); telephone conference with A. Gottfried and R. Toder regarding extension of time (0.2); follow-up e-mails and discussions regarding plan of action (1.3).	2.70
07/21/09	KLC	Revise memo (1.8); meeting with E. Fisher re: adversary complaint (0.5); research burden issue (2.4); research adversary complaint (2)	6.70
07/22/09	E.F.	Meet with Cooperman regarding legal research concerning voiding of prepetition lender's security interest.	0.60
07/22/09	E.F.	Review results of legal research regarding voiding of prepetition lender's security interest.	1.50
07/22/09	E.F.	Draft and revise legal research memorandum to committee regarding unperfected security interest on term loan.	2.20
07/22/09	BNS	Further consideration to strategy regarding UCC-3 (0.8).	0.80

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<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
07/22/09	KLC	Meeting with E. Fisher re: research concerning voiding of prepetition lenders' security interest (0.6); revise memo re: same (6); research NY state cases re: termination statement(1.3); draft adversary complaint (6.7)	14.60
07/23/09	E.F.	Meet with Seidel and Sidorsky to review legal research regarding memorandum concerning unperfected security interest.	0.60
07/23/09	E.F.	E-mails with Kramer Levin regarding Wood affidavit and term loan.	0.20
07/23/09	E.F.	Review results of legal research on agency issues and trustee lien issue.	1.20
07/23/09	E.F.	Revise adversary complaint concerning unperfected security interest.	2.30
07/23/09	E.F.	Revise memorandum to committee.	0.90
07/23/09	BNS	Review draft memos (0.5); and attention to UCC-3 termination statement issues (1.7) and conference with E. Fisher and R. Sidorsky regarding same (0.6); additional analysis of UCC-3 legal issues and strategy (0.9).	3.50
07/23/09	KLC	Revise adversary complaint (3.2); agency research concerning principal liability for agent acts outside scope of authority (4); research concerning defendants to name in adversary complaint (3.3)	10.50
07/23/09	RS	Office conference with B. Seidel and E. Fisher regarding claim against lenders (.6); review memo and draft complaint (.9).	1.50
07/24/09	EDW	Receipt and review of correspondence from	4.30

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<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
		counsel (.4); receipt and review of UCC filing termination and other information (.6); conduct legal research regarding effect of unauthorized UCC termination filing (2.7); preparation of memorandum; several teleconferences with Katie Cooperman (.4); preparation of correspondence (.2).	
07/24/09	E.F.	Review and revise memorandum to Committee regarding unperfected security interest.	0.90
07/24/09	E.F.	Meet with Seidel and Cooperman regarding memorandum to Committee regarding unperfected security interest.	0.40
07/24/09	E.F.	Review memorandum from Wilson regarding UCC issues.	0.30
07/24/09	E.F.	Review results of legal research regarding 544(a).	0.40
07/24/09	E.F.	Conference with Sidorsky regarding draft adversary complaint.	0.30
07/24/09	E.F.	Conference with Cooperman regarding parties to be named as defendants in adversary complaint.	0.20
07/24/09	BNS	Additional thought and attention to memo of committee regarding UCC-3 (1.6); review cases (0.7); revisions to memo (0.5); e-mail to Morgan Lewis regarding extension (0.1); conference with K. Cooperman and E. Fisher regarding analysis (0.4); conference with R. Sidorsky regarding analysis (0.3).	3.60
07/24/09	BNS	Review and finalize memo to UCC regarding termination statement.	2.60

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07/24/09	KLC	Revise introduction and memorandum from Butzel to Creditors' Committee (3.1); meeting with Seidel and Fisher re: same (0.4); telephone calls with D. Wilson re: same (0.4); revise adversary complaint to include all potential defendants (2.2); meeting with Fisher re: same (0.2); review term loan agreement re: potential defendants (0.5).	6.80
07/24/09	RS	Office conference with B. Seidel (.4); telephone conference with K. Cooperman and D. Wilson regarding UCC perfection issues (.4); office conference with E. Fisher (.3); review memo from D. Wilson (.2).	1.30
07/24/09	AG	Researching issue of principal's liability when an agent acts outside the scope of authority	5.30
07/26/09	KLC	Review agency cases from A. Garron	1.00
07/27/09	E.F.	Review and revise draft adversary complaint.	1.90
07/27/09	E.F.	Review results of legal research regarding causes of action for adversary proceeding.	0.90
07/27/09	E.F.	Teleconference with J. Sharret at Kramer Levin regarding advice to Committee on prepetition loan.	0.20
07/27/09	E.F.	Meet with Cooperman regarding memorandum to Committee regarding term loan.	0.60
07/27/09	E.F.	Review and revise term loan memorandum.	1.20
07/27/09	E.F.	Meet with Seidel regarding term loan issues.	0.50
07/27/09	E.F.	Review results of legal research regarding ability to amend complaint to add proper parties.	1.60

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<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
07/27/09	E.F.	Draft e-mail memorandum regarding amendment of complaint to add parties.	0.50
07/27/09	BNS	Consider Cooperman e-mail regarding identifying potential defendants (0.3); draft e-mails requesting list of GM term lenders to WG&M and Morgan Lewis (0.4); conference with E. Fisher regarding defendants and strategy (0.5).	1.20
07/27/09	OG	Relation back under F.R.C.P. 15(c) online legal research (1.9); conference with Rob Sidorsky concerning amendment of pleading (0.4); analysis of legal authorities (2.5); drafting memorandum concerning Rule 15(c) and authorities from the Southern District of New York (1.7); preparation of e-mail messages to Mr. Fisher in connection therewith (0.1).	6.60
07/27/09	KLC	Office conference with E. Fisher re: term loan memo (0.6); research pleading avoidance in adversary complaint (2.7); review collateral review memo re: undisputed debt (0.7); correspondence to E. Fisher re: FTI valuation (0.3); revise memo per Kramer Levin comments (0.6); revise complaint regarding defendants (3); research defendant entity information (5)	12.90
07/27/09	RS	Office conference with O. Goldfeld regarding relation back issues (.4); email from E. Fisher (.3).	0.70
07/28/09	E.F.	Revise draft adversary complaint.	2.20
07/28/09	E.F.	Review results of legal research regarding claims.	0.90
07/28/09	E.F.	Meet with Cooperman and Sidorsky regarding claims.	0.50

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07/28/09	E.F.	Meet with Seidel regarding claims.	0.50
07/28/09	E.F.	E-mails with Kramer Levin regarding adversary complaint.	0.20
07/28/09	E.F.	Teleconference with Morgan Lewis regarding identity of term loan lenders.	0.20
07/28/09	E.F.	Review results of legal research regarding discovery schedule and possibility of pursuing Rule 2004.	1.90
07/28/09	BNS	Further consideration to issues arising in connection with complaint against term lenders (2.2); meet with E. Fisher re: claims (0.5).	2.70
07/28/09	KLC	Office conference with E. Fisher and R. Sidorsky re: claims (0.7); revise complaint re: additional claims for relief (7.5); research regarding recovery of proceeds from DIP facility (3.5)	11.70
07/28/09	RS	Office conference with E. Fisher and K. Cooperman regarding draft complaint.	0.50
07/29/09	E.F.	Legal research in connection with pleading issues for adversary complaint.	3.40
07/29/09	E.F.	Teleconference with FTI and Seidel regarding value of collateral.	1.00
07/29/09	E.F.	Meet with Cooperman regarding revisions to complaint.	1.40
07/29/09	E.F.	Meet with Seidel regarding revisions to complaint.	1.20
07/29/09	E.F.	Teleconference with Caton and Sharret regarding status of complaint.	0.30

BUTZEL LONG

ATTORNEYS AND COUNSELORS

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UNSECURED CREDITORS COMMITTEE OF
GENERAL MOTORS CORPORATION

September 25, 2009

Invoice No. 8442036

Account Number 000141216-0006

<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
07/29/09	E.F.	Review schedules provided by Weil Gotshal.	0.30
07/29/09	E.F.	Review case management order regarding adversary proceedings.	0.20
07/29/09	E.F.	Meet with Capria regarding commencement of action.	0.30
07/29/09	E.F.	Draft and revise complaint.	1.70
07/29/09	E.F.	Meet with Sidorsky regarding complaint.	0.30
07/29/09	BNS	Conference with E. Fisher regarding draft of UCC-3 complaint (1.2); telephone conference with J. Smolinsky regarding information regarding transfers for complaint (0.3); e-mail to R. Berkovich regarding same (0.2); review revised complaint (0.5); conference with Fisher and Cooperman regarding revisions to complaint (1.4); conference call with FTI regarding collateral valuation (0.7).	4.30
07/29/09	KLC	Office conference with B. Seidel and E. Fisher re: complaint revisions (1.4); revise complaint (11.1); draft rule 7.1 disclosure (1)	13.50
07/29/09	RS	Review draft complaint (.4); office conference with E. Fisher (.3).	0.70
07/29/09	FJC	Research re forms and rules in connection with e-filing bankruptcy adversary actions (1.1); telephone calls with court clerks re same (0.6); e-mails with case team re findings (0.2); begin collecting addresses of agents of service for defendants (3.4).	5.30
07/30/09	E.F.	Conference with Seidel re: additional comments (0.5).	0.50

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<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
07/30/09	E.F.	Conference with Seidel re: Complaint (0.4).	0.40
07/30/09	E.F.	Meet with Cooperman regarding draft complaint.	0.50
07/30/09	E.F.	E-mails with Kramer Levin regarding revisions to complaint.	0.20
07/30/09	E.F.	Teleconference with Cooperman regarding updating UCC search.	0.20
07/30/09	E.F.	Draft and revise complaint.	1.30
07/30/09	BNS	Review revised complaint and further revise (1.4); investigate various factual allegations to confirm (0.6); conference with E. Fisher regarding additional comments (0.5); telephone conference with A. Gottfried regarding status (0.1); further attention to finalizing complaint (1.3) and conference with E. Fisher regarding same (0.4).	4.30
07/30/09	KLC	Revise complaint and caption concerning 415 defendant entities (15.2); correspondence to A. Katz re: exhibits (0.1); telephone call from A. Katz re: same (0.1); correspondence to F. Capria re: exhibits and complaint (0.1); meet with E. Fisher re: complaint (0.5); call with E. Fisher re: UCC Search (0.2).	16.20
07/30/09	RS	Review draft complaint.	0.20
07/30/09	MAP	Format Excel spreadsheet for comparison of draft complaint caption against newly circulated list of parties (4.0); review and compare party lists and remove any duplication (1.0);. format for use in body of complaint (0.2).	5.20

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<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
07/30/09	FJC	Review complaint (0.8); prepare cover page images for exhibits thereto (0.3); prepare images of exhibits (1.0); telephone calls with court re procedure (0.2); continue research re service of process of defendants (1.5).	3.80
07/30/09	DM	Attention to analysis of members of defendant list prepare updated members group list for completion of complaint.	6.20
07/31/09	E.F.	Meet with Cooperman regarding UCC search.	0.40
07/31/09	E.F.	Call with Gottfried regarding complaint.	0.20
07/31/09	E.F.	E-mails with Weil regarding prepetition payments.	0.20
07/31/09	E.F.	E-mails with Kramer Levin regarding complaint.	0.20
07/31/09	E.F.	Review and revise 7.1 statement.	0.20
07/31/09	E.F.	Review, revise and finalize complaint.	4.40
07/31/09	E.F.	Teleconference with Seidel regarding revisions to complaint.	0.20
07/31/09	E.F.	Teleconference with Wynne regarding conflict check for complaint.	0.20
07/31/09	E.F.	Meet with Cooperman to review parties named in complaint.	1.10
07/31/09	BNS	Attention to resolution of issues and strategy regarding filing and finalization of complain vs. JPM et al (1.6); teleconference with E. Fisher re: revisions to complaint (0.2).	1.80
07/31/09	KLC	Telephone call to CSC re: UCC searches through petition date (0.3); correspondence from CSC re: search results (0.4); office conference with E.	6.00

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<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
		Fisher re: defendants (0.4); revise complaint (3.2); meet with E. Fisher re: party names (1.1); revise 7.1 statement (0.6).	
07/31/09	FJC	Continue research re service of process on defendants (2.0); prep images of adversary complaint and corporate disclosure statement for electronic filing (0.5); electronically file same (0.6).	3.10
08/03/09	E.F.	Review FTI report regarding status of case.	0.60
08/03/09	E.F.	Conference with Seidel regarding discovery issues and depositions.	0.40
08/03/09	BNS	Telephone conference with Elizabeth McCusker regarding service of complaint on behalf of Deutsche Bank.	0.10
08/03/09	BNS	Conference with E. Fisher regarding discovery issues, depositions and inquiries from news sources.	0.40
08/03/09	KLC	Review list of defendants provided to clerk (0.3).	0.30
08/03/09	FJC	Telephone calls with court clerk re issuance of summons (0.2); put together list of all defendants and e-mail to court clerk per her instructions (0.6); repair errors and e-mail errata report to court clerk (1.0); continue research re location of agents of service for defendants (2.4).	4.20
08/04/09	E.F.	Meet with Cooperman regarding legal research concerning ratification issue.	0.20
08/04/09	E.F.	Participate in conference call with Committee.	1.50
08/04/09	KLC	Research ratification of past acts in connection with knowledge of termination statement (5.5);	5.70

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<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
		meet with E. Fisher re: same (0.2).	
08/04/09	FJC	Continue research re defendants and agents of service for them	0.80
08/05/09	E.F.	Review results of legal research regarding ratification by JPM.	0.40
08/05/09	E.F.	Draft letter to JPM counsel regarding litigation.	0.60
08/05/09	BNS	Review draft letter to Gottfried and provide comments.	0.20
08/05/09	KLC	Research ratification of past acts in NY and DE (3.2); draft memorandum regarding ratification (1.5); review letter from E. Fisher to A. Gottfried (0.2)	4.90
08/05/09	FJC	Research re status of issuance of summons (2.0); conference call to court clerk re same (0.2); research re defendants and where to serve them (0.5).	2.70
08/06/09	E.F.	Teleconference with JPM counsel.	0.20
08/06/09	E.F.	E-mails to Seidel regarding discovery plan.	0.20
08/06/09	E.F.	Meet with Cooperman regarding discovery plan.	0.20
08/06/09	KLC	Meet with E. Fisher re: discovery plan (0.2).	0.20
08/06/09	FJC	Continue research re defendants and where to serve them	4.70
08/07/09	E.F.	Prepare for meeting regarding discovery issues.	0.20
08/07/09	FJC	Check docket re progress of listing of defendants (0.1); telephone call to court clerk re same (0.1); continue research re defendants and where to serve them (4.1).	4.30

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<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
08/10/09	E.F.	E-mail correspondence regarding meeting with JPM counsel.	0.20
08/10/09	E.F.	Analyze need for discovery from JPM.	0.30
08/10/09	KLC	Prepare list of documents we want from JPMorgan in discovery (0.6); correspondence to E. Fisher re: same (0.1)	0.70
08/10/09	FJC	Research re case status (0.2); e-mail to E. Fisher re same (0.1); continue research re defendants and where to serve them (2.3).	2.60
08/11/09	E.F.	Meet with Cooperman regarding potential discovery issues.	0.30
08/11/09	E.F.	Meet with Seidel to prepare for meeting with JPM's counsel.	0.40
08/11/09	E.F.	Meet with Seidel and JPM's counsel regarding service and discovery issues.	0.80
08/11/09	BNS	Prepare with E. Fisher for meeting (.4); attend conference with KD&W, JPM and ML&B with E. Fisher to discuss adversary proceedings (.8).	1.20
08/11/09	KLC	Meet with E. Fisher re: JPMorgan discovery	0.30
08/11/09	FJC	Research re order in GM Bankruptcy pertaining to compensation of professionals (0.2); download same, print out and forward hard copy to B. Seidel (0.2); research re status of summons in Adversary action (0.2); e-mail to E. Fisher re same (0.2).	0.80
08/12/09	E.F.	Conference with Cooperman regarding Mayer Brown letter.	0.20
08/12/09	E.F.	Meet with Seidel regarding JPM discovery issues.	0.20

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<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
08/12/09	BNS	Conference with E. Fisher to discuss meeting 8/11 with KD&W(0.2); telephone conference with J. Smolinsky (0.1).	0.30
08/12/09	KLC	Conference with E. Fisher re: Mayer Brown letter (0.2).	0.20
08/12/09	FJC	Telephone call with court clerk re status of issuance of summons (0.1); e-mail to case team re same (0.1).	0.20
08/13/09	E.F.	Finalize and send letter to Mayer Brown.	0.30
08/13/09	E.F.	Conference with Seidel regarding strategy.	0.20
08/13/09	BNS	Conference with E. Fisher regarding strategy (0.2); review letter to Mayer Brown regarding paralegal (0.1).	0.30
08/13/09	KLC	Draft letter to R. Gordon (Mayer Brown) re: discovery (0.7); review clerk's list of defendants (1.8)	2.50
08/13/09	FJC	Telephone call with court clerk re issuance of summons (0.1); e-mail to case team re same (0.1); e-mails with case team re review of defendants listed on summons (0.1); pull, print out docket and forward copy to K. Cooperman for review (0.1).	0.40
08/14/09	E.F.	Check docket and confer with Capria regarding summons.	0.20
08/14/09	KLC	Review clerk's list of defendants	0.80
08/14/09	FJC	Scan list of corrections to listing of defendants in adversary action; (0.3) forward same to court via e-mail (0.1); telephone call with clerk re same	0.50

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		(0.1).	
08/19/09	FJC	Telephone calls and e-mails with court clerk re corrections to listing of defendants in adversary complaint (0.3); e-mails with case team re status of same (0.1).	0.40
08/21/09	KLC	Review revised defendant list from clerk (0.7); correspondence to F. Capria and E. Fisher re: same (0.1).	0.80
08/21/09	FJC	E-mails with court clerk re completion of docket (0.1); print out docket and forward to K. Cooperman (0.1); e-mails with case team re completion of docket (0.1).	0.30
08/24/09	E.F.	Prepare discovery plan.	0.40
08/24/09	E.F.	Meet with Seidel regarding call with JPM.	0.20
08/24/09	E.F.	Meet with Cooperman regarding summons.	0.10
08/24/09	E.F.	Call with Callogly regarding JPM discovery.	0.20
08/24/09	BNS	Conferences with E. Fisher regarding discovery plan and telephone call with J. Callagy.	0.20
08/24/09	KLC	Meet with E. Fisher re: summons (0.1).	0.10
08/25/09	E.F.	Meet with Seidel regarding status of litigation.	0.30
08/25/09	E.F.	Draft status update.	0.40
08/25/09	BNS	Meet with Fisher re: status of litigation (0.3).	0.30
08/25/09	FJC	Download summons and print out hard copies of same and distribute to case team (0.1); e-mails with case team re summons and service of summons and complaint (0.2).	0.30
08/26/09	E.F.	Teleconference with Sandell Management	0.40

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<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
		regarding status of litigation.	
08/26/09	E.F.	Draft status update for Committee.	0.40
08/26/09	E.F.	Draft discovery requests.	0.50
08/26/09	BNS	Review e-mails drafted by E. Fisher regarding lawsuit vs. JPM.	0.30
08/27/09	E.F.	E-mail with Callagy regarding discovery issues.	0.20
08/27/09	E.F.	Research regarding timing of third-party discovery.	0.30
08/27/09	E.F.	Conference with Seidel regarding discovery plan and strategy.	0.20
08/27/09	BNS	Conference with E. Fisher regarding discovery plan and strategy (.2); review e-mails regarding same (.1).	0.30
08/28/09	E.F.	Conference with B. Seidel re: creditor request (0.1).	0.10
08/28/09	E.F.	Meet with Cooperman regarding discovery to JPM and Mayer Brown.	0.80
08/28/09	BNS	Conference with E. Fisher regarding creditor request to file amicus brief (.1).	0.10
08/28/09	KLC	Office conference with E. Fisher re: Mayer Brown discovery	0.80
08/31/09	E.F.	E-mails regarding update to Committee concerning litigation status.	0.20
08/31/09	KLC	Draft Mayer Brown discovery request	0.70
TOTAL HOURS			310.80

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UNSECURED CREDITORS COMMITTEE OF
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October 15, 2009

Account Number 000141216-0001

Invoice No. 8443647

(Privileged and Confidential Information)

PROFESSIONAL SERVICES posted through September 30, 2009

RE: GENERAL ADVICE

Professional Services				
Timekeeper				Total
Shareholder				
Barry N. Seidel	0.10	hours at	\$725.00	\$72.50
Total For Shareholder	0.10			\$72.50

Disbursements	
Description	Total
Copies	\$5.04
Total Disbursements	\$5.04

Current Fees:	72.50
Current Disbursements:	5.04
Total Current Invoice:	77.54

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October 15, 2009

Account Number: 000141216-0001

Invoice No. 8443647

(Privileged and Confidential Information)

PROFESSIONAL SERVICES posted through September 30, 2009

RE: GENERAL ADVICE

<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
09/29/09	BNS	Telephone conference with Ron Francisente regarding wife's pension claims.	0.10
TOTAL HOURS			0.10

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October 15, 2009

Account Number 000141216-0002

Invoice No. 8443649

(Privileged and Confidential Information)

PROFESSIONAL SERVICES posted through September 30, 2009

RE: RETENTION OF BUTZEL LONG

Professional Services				
Timekeeper				Total
Associate				
Katie L. Cooperman	2.00	hours at	\$385.00	\$770.00
Total For Associate	2.00			\$770.00
Paralegal II				
Frederick Capria	1.60	hours at	\$235.00	\$376.00
Total For Paralegal II	1.60			\$376.00

Current Fees:	1,146.00
Current Disbursements	0.00
Total Current Invoice:	1,146.00

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October 15, 2009

Account Number: 000141216-0002

Invoice No. 8443649

(Privileged and Confidential Information)

PROFESSIONAL SERVICES posted through September 30, 2009

RE: RETENTION OF BUTZEL LONG

<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
09/29/09	FJC	Courlink research re GM Bankruptcy docket (.4)	0.40
09/30/09	KLC	Draft supplement to Seidel Declaration re: Deutsche Bank (1.5); review Butzel retention affidavit re: same (0.2); review Seidel original declaration (0.3).	2.00
09/30/09	FJC	Continue research re supplemental affirmations concerning retention of professionals (.8); download selected examples of same (.3); e- mail images to K. Cooperman (.1).	1.20
TOTAL HOURS			3.60

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UNSECURED CREDITORS COMMITTEE OF
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October 15, 2009

Account Number 000141216-0004

Invoice No. 8443652

(Privileged and Confidential Information)

PROFESSIONAL SERVICES posted through September 30, 2009

RE: CONFLICT ISSUES

Professional Services			
Timekeeper			Total

Shareholder			
Barry N. Seidel	0.20	hours at \$725.00	\$145.00
Total For Shareholder	0.20		\$145.00

Current Fees:	145.00
Current Disbursements	0.00
Total Current Invoice	145.00

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October 15, 2009

Account Number: 000141216-0004

Invoice No. 8443652

(Privileged and Confidential Information)

PROFESSIONAL SERVICES posted through September 30, 2009

RE: CONFLICT ISSUES

<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
09/11/09	BNS	Attention to representing Committee with regard to motion regarding settlement with Ace Insurance.	0.20
TOTAL HOURS			0.20

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PROFESSIONAL SERVICES posted through September 30, 2009

RE: BUTZEL LONG FEE APPLICATIONS

Professional Services				
Timekeeper				Total
Shareholder				
Eric Fisher	2.00	hours at	\$525.00	\$1,050.00
Barry N. Seidel	2.10	hours at	\$725.00	\$1,522.50
Total For Shareholder	4.10			\$2,572.50
Associate				
Katie L. Cooperman	25.00	hours at	\$385.00	\$9,625.00
Total For Associate	25.00			\$9,625.00
Paralegal II				
Frederick Capria	14.60	hours at	\$235.00	\$3,431.00
Total For Paralegal II	14.60			\$3,431.00

Disbursements	
Description	Total
Copies	\$21.60
Total Disbursements	\$21.60

Current Fees:	15,628.50
Current Disbursements:	21.60
Total Current Invoice:	15,650.10

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PROFESSIONAL SERVICES posted through September 30, 2009

RE: BUTZEL LONG FEE APPLICATIONS

<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
09/03/09	E.F.	Review order entered by court concerning fees.	0.20
09/10/09	E.F.	Conference with Seidel regarding monthly fee statements.	0.10
09/10/09	BNS	Conference with E. Fisher (.1) and F. Capria (.2) regarding monthly statements and process.	0.30
09/10/09	FJC	Meeting with E. Fisher re fee requests (.1); meeting with B. Seidel re same (.2).	0.30
09/11/09	E.F.	Conference with Seidel regarding monthly fee statements.	0.10
09/11/09	BNS	Conference with E. Fisher regarding monthly statements (.1); follow-up e-mail to F. Capria (.1).	0.20
09/11/09	KLC	Review fee order (.1); calendar dates (.2); telephone call with F. Capria re: same (.1).	0.40
09/11/09	FJC	Print out order re compensation and review same (.4); telephone call with K. Cooperman re submission of fee request (.1); research on court's website re forms for fee requests (.2); download images of same (.1).	0.80
09/14/09	FJC	Begin drafting of fee application.	1.40
09/15/09	KLC	Revise proformas re: fee statement preparation.	2.10

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RE: BUTZEL LONG FEE APPLICATIONS

<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
09/16/09	KLC	Revise proforma (1); office conference with Capria re: same (0.1); correspondences to E. Fisher re: same (0.3); correspondence to K. Herrick re: fee revisions (0.1); telephone calls with K. Herrick re: same (0.2); correspondence to R. Sidorsky re: fee revision (0.1); correspondence to B. Seidel re: same (0.1); correspondence to E. Fisher re: same (0.1).	2.00
09/16/09	FJC	Meeting with K. Cooperman re billing (.1); go over time charges and edit where necessary (.7).	0.80
09/17/09	KLC	Correspondences to and from K. Herrick re: proforma revisions (0.2); discuss same with K. Herrick (0.2); review revised proforma (0.8).	1.20
09/21/09	KLC	Correspondence to F. Capria re: monthly statement.	0.10
09/21/09	FJC	Continue draft of monthly statement re interim compensation(1.1); draft of application for interim compensation (.7).	1.80
09/22/09	E.F.	Conference with Capria and Cooperman regarding fee application.	0.20
09/22/09	KLC	Conference with Capria and Fisher regarding fee application.	0.20
09/22/09	KLC	Review draft monthly statement (0.5); review	2.50

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UNSECURED CREDITORS COMMITTEE OF
GENERAL MOTORS CORPORATION

October 15, 2009

Account Number 000141216-0005

Invoice No. 8443653

(Privileged and Confidential Information)

PROFESSIONAL SERVICES posted through September 30, 2009

RE: BUTZEL LONG FEE APPLICATIONS

<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
		order re: interim compensation (0.3); revise monthly statement (1.5); discuss same with F. Capria (0.1); correspondence to E. Fisher re: same (0.1).	
09/22/09	FJC	Conference with Cooperman and Fisher regarding fee application.	0.20
09/22/09	FJC	Continue to draft application for compensation (1.7); discuss with K. Cooperman re revisions to draft monthly statement (.1); revise draft monthly statement (1.7).	3.50
09/23/09	E.F.	Review draft fee statement and conference with Cooperman regarding revisions.	0.40
09/23/09	KLC	Office conference with E. Fisher re: monthly statement(.4); telephone calls to accounting re: same (.2); review back up documentation for overtime expenses (0.1); review US trustee guidelines for fee statements (1).	1.70
09/24/09	E.F.	Review fee statement (.2); conference with Cooperman regarding same (.1).	0.30
09/24/09	KLC	Revise monthly statement (1); conference with E. Fisher re: same (.1); review Exhibit A to trustee guidelines (.3); telephone calls to K. Herrick (Accounting) re: same (.3).	1.70

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09/24/09	FJC	Continue drafting application for payment of fees and reimbursement of expenses.(1.7).	1.70
09/25/09	E.F.	Review and revise monthly fee statement (.2); conference with Cooperman and Seidel regarding same (.5).	0.70
09/25/09	BNS	Review draft fee statement (.7); conference with E. Fisher and K. Cooperman regarding fee statement (.5).	1.20
09/25/09	KLC	Correspondence from E. Fisher re: monthly statement (.1); correspondence from B. Seidel re: same (.1); office conference with E. Fisher and B. Seidel re: same (.9); telephone calls to accounting re: same (.6); review form monthly statement (1.4); revise monthly statement cover letter (1); revise monthly statement enclosures (4); review and reconcile back up documentation re: expenses (.3); correspondences from accounting re: same (.3); telephone call with F. Capria re: monthly statement (.4); meeting with F. Capria re: same (.5).	8.80
09/25/09	FJC	Telephone call with K. Cooperman re revisions to monthly statement (.4); meeting with Cooperman re same (.5); revise monthly statement and forward revisions to case team	2.10

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		(1.2).	
09/27/09	KLC	Revise monthly statement enclosures (2.4); correspondence to E. Fisher and B. Seidel re: same (.2).	2.60
09/28/09	KLC	Correspondences to F. Capria re: monthly statement (.2); correspondences from F. Capria re: same (.1).	0.30
09/28/09	FJC	E-mails with K. Cooperman re updates to monthly statement (.1); telephone calls to W. Kohler re additional information needed for statement (.1); edit statement (.3); download, revise, and save fee documents to system (.4).	0.90
09/29/09	BNS	Review of finalized monthly fee statement (.3) and discuss with K. Cooperman (.1).	0.40
09/29/09	KLC	Telephone call with F. Capria re: monthly statement (.1); coordinate monthly statement distribution (.1); correspondence from E. Fisher re: same (.1); revise monthly statement (.9); correspondence to B. Seidel re: same (.1); correspondence to Accounting re: same (.1).	1.40
09/29/09	FJC	Check arithmetic on all entries of Monthly Statement (1.); telephone call with K. Cooperman re same (.1).	1.10

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RE: BUTZEL LONG FEE APPLICATIONS

TOTAL HOURS

43.70

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PROFESSIONAL SERVICES posted through September 30, 2009

RE: JP MORGAN AVOIDANCE COMPLAINT

Professional Services				
Timekeeper				Total
Shareholder				
Eric Fisher	12.10	hours at	\$525.00	\$6,352.50
Barry N. Seidel	1.10	hours at	\$725.00	\$797.50
Total For Shareholder	13.20			\$7,150.00
Associate				
Katie L. Cooperman	17.80	hours at	\$385.00	\$6,853.00
Total For Associate	17.80			\$6,853.00
Paralegal II				
Frederick Capria	1.80	hours at	\$235.00	\$423.00
Total For Paralegal II	1.80			\$423.00

Disbursements	
Description	Total
Copies	\$4.14
Computer Research	\$338.45
EPIQ Charges	\$360.10
Total Disbursements	\$702.69

Current Fees:	14,426.00
Current Disbursements:	702.69
Total Current Invoice:	15,128.69

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PROFESSIONAL SERVICES posted through September 30, 2009

RE: JP MORGAN AVOIDANCE COMPLAINT

<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
09/01/09	E.F.	E-mails with Seidel and Kramer Levin regarding status of litigation.	0.20
09/01/09	KLC	Draft discovery request for Mayer Brown (1.5); review term loan agreement as amended in connection with discovery request (1.6).	3.10
09/02/09	E.F.	Prepare for call with committee, including review of Evercore and FTI report and information regarding status of litigation.	0.70
09/02/09	E.F.	Participate in GM Committee call, including update to Committee regarding litigation.(2.6).	2.60
09/02/09	E.F.	Meet with Seidel concerning update to Committee.	0.20
09/02/09	BNS	Meeting with Fisher concerning Committee call (.2); participate in Committee call (.4).	0.60
09/02/09	KLC	Revise document requests for mayer brown.	0.60
09/03/09	E.F.	Meet with Cooperman regarding discovery from JPM and related issues.	0.40
09/03/09	E.F.	Teleconference with JPM counsel/Callagy regarding service of complaint and discovery.	0.30

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09/03/09	KLC	Correspondence to E. Fisher re: fee order (.1); office conference with E. Fisher re: Mayer Brown discovery (.4).	0.50
09/04/09	E.F.	Draft letter to court.	0.90
09/04/09	KLC	Correspondence from E. Fisher re: Kelly Drye letter; review letter.	0.10
09/08/09	E.F.	Finalize letter to Court.	0.20
09/08/09	E.F.	Memorandum to Committee regarding approval of letter to Court.	0.20
09/08/09	BNS	Review E. Fisher e-mail to BJ Gerber regarding amicus briefs.	0.10
09/10/09	E.F.	E-mails to Williams and Sharrett regarding clearing potential conflict issue.	0.30
09/10/09	FJC	Assist P. Phonetheva with filing of papers.	0.20
09/11/09	E.F.	Revise Callagy letter.	0.20
09/11/09	E.F.	Review rules regarding deadline for service.	0.10
09/14/09	E.F.	Legal research regarding motion to extend time to serve summons and complaint.	0.80
09/14/09	BNS	Review E. Fisher draft of letter to Callagy regarding service, etc. and suggest comments.	0.20
09/14/09	KLC	Review email from E. Fisher re: committee and Callagy letter.	0.20

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<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
09/15/09	E.F.	Meet with Cooperman regarding Rule 4(m) motion.	0.40
09/15/09	KLC	Meet with Fisher regarding Rule 4(m) motion.	0.40
09/16/09	E.F.	Teleconference with Mason Capital regarding summons and complaint.	0.30
09/16/09	E.F.	Teleconference with DB regarding summons and complaint.	0.30
09/16/09	E.F.	Letter and memorandum to Committee regarding discovery issues.	1.80
09/16/09	E.F.	E-mail with Seidel regarding adversary proceeding.	0.10
09/16/09	BNS	Consider e-mail message from V&E regarding adversary proceeding and e-mail with E. Fisher regarding same.	0.10
09/17/09	E.F.	E-mails with defendants regarding service of summons.	0.20
09/17/09	E.F.	E-mails with Committee members regarding discovery strategy.	0.20
09/17/09	E.F.	Finalize and send letter to Callagy.	0.10
09/17/09	KLC	Research courts extension of time to serve (.8); review local rules re: notice of motion (.2).	1.00

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09/17/09	FJC	E-mails with K. Cooperman re assignment (.1); Courtlink and Pacer research re motions for extension of time for service of process (.7); download images of court filings and forward same to Cooperman via e-mail (.1).	0.90
09/18/09	KLC	Review correspondences from J. Hoffman (creditors committee) re: motion to extend time to serve.	0.20
09/18/09	KLC	Review letter from E. Fisher to J. Callagy.	0.10
09/18/09	KLC	Research motion to extend time for service under Rule 6b (1); review form motion to extend time to serve (.5); review local bankruptcy rules for SDNY re: order on presentment (1).	2.50
09/20/09	KLC	Draft motion to extend time to serve (1.1); correspondence to E. Fisher re: Rule 4m (.1).	1.20
09/21/09	E.F.	Review draft motion regarding service of summons and complaint (.6); meet with Cooperman regarding initial disclosures and motion regarding service (.3).	0.90
09/21/09	KLC	Continue drafting motion to extend time to serve (5.6); correspondences to E. Fisher re: same (.1); draft notice for same motion (.8); draft order for same motion (1); office conference with E. Fisher re: motion and disclosures (.3); correspondences to F. Capria re: cases for motion (.1).	7.90

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09/21/09	FJC	Westlaw and Pacer research: pull cases and orders re extension of time for service of process.	0.70
09/23/09	E.F.	E-mail correspondence concerning discovery schedule.	0.20
09/24/09	E.F.	Review proposed scheduling order.	0.20
09/24/09	E.F.	E-mail with Seidel regarding scheduling discovery.	0.10
09/24/09	BNS	Consider E. Fisher e-mail regarding scheduling discovery.	0.10
09/30/09	E.F.	E-mail correspondence with JPM counsel regarding discovery issues.	0.20
TOTAL HOURS			32.80