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David F. Heroy  
Andrew P.R. McDermott

*Special Counsel to the Debtors and  
Debtors in Possession*

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

**In re**

**MOTORS LIQUIDATION COMPANY, *et al.*,  
f/k/a General Motors Corp., *et al.***

**Debtors.**

**Chapter 11 Case No.**

**09-50026 (REG)**

**(Jointly Administered)**

**FIRST INTERIM APPLICATION OF BAKER & MCKENZIE  
FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR  
SERVICES RENDERED AS SPECIAL COUNSEL FOR THE DEBTORS  
FOR THE PERIOD JUNE 1, 2009 THROUGH SEPTEMBER 30, 2009**

Name of Applicant:	Baker & McKenzie
Authorized to Provide Services to:	Debtors
Date of Retention:	June 1, 2009
Date of Entry of Retention Order:	August 3, 2009 [Docket No. 3634]
Interim Fee Period for Which Compensation and Reimbursement is Sought:	June 1, 2009 through September 30, 2009
Compensation Requested:	\$1,262,789.76
Expense Reimbursement Requested:	\$21,619.20
Total Request:	\$1,284,408.96
This Is:	Interim Fee Application
Blended Rate of All Billers	\$480.40
Blended Rate of Professionals	\$507.61

\* No prior interim applications have been filed by Baker & McKenzie.

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FOR THE PERIOD JUNE 1, 2009 THROUGH SEPTEMBER 30, 2009**

Baker & McKenzie (“**Baker**”), special counsel to the above-captioned debtors (the “**Debtors**”), hereby applies (this “**Application**”) for entry of an order allowing (a) fees in the amount of \$1,262,789.76 for the reasonable and necessary legal services Baker has rendered to the Debtors, and (b) the actual and necessary expenses that Baker incurred in the amount of \$21,619.20, for the period from June 1, 2009, through September 30, 2009 (the “**Fee Period**”), pursuant to sections 330 and 331 of the Bankruptcy Code, 11 U.S.C. §§ 101, *et seq.* (the “**Bankruptcy Code**”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), and Rule 2016-1 of the Local Rules of the Bankruptcy Court for the Southern District of New York (the “**Local Rules**”), the Retention Order (as defined below), the

United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330 (the “**Trustee Guidelines**”) and the Order Granting Motion of Debtors for Entry of Order Pursuant to 11 U.S.C. §§ 105(a) and 331 Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals [Docket No. 3711] (the “**Interim Compensation Order**”). In support of this Application, Baker respectfully states as follows:

### **BACKGROUND**

1. This Court has jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

2. This Application has been prepared by Baker in accordance with the Amended Guideline for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases adopted by the Court on April 19, 1995 (the “**Local Guidelines**”), the Trustee Guidelines and the Interim Compensation Order. Pursuant to the Local Guidelines, a certification regarding compliance with same is annexed hereto as Exhibit A. Pursuant to the Trustee Guidelines, the Debtors have reviewed this Application and approved of the entire amount requested by Baker for services performed and expenses incurred during the Fee Period.

3. On June 1, 2009 (the “**Commencement Date**”), the Debtors filed voluntary petitions for relief commencing cases (the “**Chapter 11 Cases**”) under chapter 11 of the Bankruptcy Code. The Debtors are operating their businesses and managing their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No trustee or examiner has been appointed in these cases.

4. On July 5, 2009, the Court approved the sale of substantially all of the Debtors’

assets to Vehicle Acquisition Holdings LLC (its successor, “**New GM**”) pursuant to its Order (I) Authorizing Sale Of Assets Pursuant To Amended And Restated Master Sale And Purchase Agreement With NGMCO, Inc., A U.S. Treasury Sponsored Purchase; (II) Authorizing Assumption And Assignment Of Certain Executory Contracts And Unexpired Leases In Connection With The Sale; And (III) Granting Related Relief [Docket No. 2968] and the approved sale was consummated as of July 10, 2009 (the “**Sale Date**”).

**BAKER’S RETENTION & CONTINUING DISINTERESTEDNESS**

5. On July 22, 2009, the Debtors filed their Application For Entry Of Order Pursuant To 11 U.S.C. §§ 327(e) And Fed. R. Bankr. P. 2014 Authorizing Retention And Employment of Baker & McKenzie As Special Counsel, *Nunc Pro Tunc* To The Commencement Date (the “**Retention Application**”) [Docket No. 3283]. In support thereof, on July 31, 2009, the Debtors filed the Amended And Restated Declaration Of A. Duane Webber And Disclosure Statement Of Baker & McKenzie Pursuant To Sections 327(e), 329 And 504 Of The Bankruptcy Code And Rule 2014(a) Of The Federal Rules Of Bankruptcy Procedure (the “**Webber Declaration**”) [Docket No. 3597].

6. By this Court’s order dated August 3, 2009 [Docket No. 3634] (the “**Retention Order**”), the Debtors were authorized to retain Baker as special counsel, *nunc pro tunc* to the Commencement Date, with regard to tax and international matters relating primarily to the Debtors’ post-petition financing, the tax implications of the Debtors’ Chapter 11 Cases and the negotiation and sale of substantially all of the Debtors’ assets. The Retention Order authorizes the Debtors to compensate Baker at Baker’s hourly rates charged for services of this type and to reimburse Baker for Baker’s actual and necessary out-of-pocket expenses incurred, as more fully set forth therein.



7. As disclosed in the Webber Declaration, Baker does not hold any adverse interest to the Debtors or their estates with respect to the matters on which Baker has been employed. As further set forth in the Webber Declaration, Baker may have in the past represented, may currently represent, and likely in the future will represent parties-in-interest in connection with matters unrelated to the Debtors and the Chapter 11 Cases. In the Webber Declaration, Baker disclosed its connections to parties-in-interest that it has been able to ascertain using its reasonable efforts. Baker has and will continue to update the Webber Declaration if and when necessary and appropriate.

#### **SERVICES RENDERED BY BAKER**

8. Since the Commencement Date, Baker has performed legal services for the Debtors with respect to four distinct major projects which have made near full use of Baker's international reach:

- (a) **“Project Beam,”** the proposed sale of (or investment in) the Debtors' (and New GM, on and after the Sale Date) stake in Adam Opel GmbH, has been led by Baker's Berlin and London offices, with support from offices in Munich and Frankfurt;
- (b) **“Delphi Steering Acquisition,”** the proposed acquisition by the Debtors (and New GM, on and after the Sale Date) of the steering and half shafts business of Delphi Corporation, has been managed from Baker's London office, with services worldwide from offices in Amsterdam, Beijing, Berlin, Frankfurt, Madrid, Melbourne, Mexico City, Milan, Monterrey (Mexico), Moscow, Paris, Porto Alegre (Brazil), Rome, San Francisco and Sao Paulo;

- (c) **“Project Two,”** support for the Debtors’ (and New GM’s, on and after the Sale Date) restructuring and contingency planning efforts throughout the Asia-Pacific region, including regulatory compliance and review of material contracts, utilizing Baker’s offices and affiliated lawyers in Bangkok, Beijing, Ho Chi Minh City, Jakarta, Kuala Lumpur, Manila, Melbourne, Shanghai, Singapore, Sydney and Tokyo, as well as Baker’s contacts with law firms in countries such as India, that do not permit foreign firms; and
- (d) **“U.S. Tax Liability,”** the resolution of disputed tax liabilities of the Debtors and related claims filed in the Chapter 11 Cases serviced by Baker’s Chicago, New York and Washington, D.C. offices.

9. In addition to the foregoing, Baker has provided services relating to its retention and fee applications in the Chapter 11 Cases (**“Retention & Fee Applications”**) and minor follow up services relating to a previous matter that has wound-down (**“Technology Company”**).

#### **FEES BILLED BY BAKER**

10. The attached Exhibit B provides information regarding Baker’s billing attorneys and paraprofessionals and a summary of the hours of service rendered by each attorney and paraprofessional and the hourly rate of each individual during the Fee Period. The rates described are Baker’s hourly rates for services of this type provided during the Fee Period. Based on these rates and the services performed by each individual, the total reasonable value of such services rendered during the Fee Period is \$1,262,789.76. The Baker attorneys and paraprofessionals expended a total of 2,628.6 hours during the Fee Period. In accordance with

the factors enumerated in Bankruptcy Code § 330, the amount of fees requested is fair and reasonable given: (a) the complexity of the Chapter 11 Cases; (b) the time expended; (c) the nature and extent of the services rendered; (d) the value of such services; and (e) the costs of comparable services other than in a case under the Bankruptcy Code. See, e.g., In re Moss, 320 B.R. 143, 156-57 (Bankr. E.D. Mich. 2005); In re Ray, 314 B.R. 643, 662-63 (Bankr. M.D. Tenn. 2004); In re Chary, 201 B.R. 783, 787-88 (Bankr. W.D. Tenn. 1996).

11. The itemized invoices attached as Exhibit C (a) identify the attorneys and paraprofessionals who rendered services in each subject matter set forth therein; (b) describe each activity or service that each individual performed; and (c) state the number of hours (in increments of one-tenth of an hour) spent by each individual providing the services.

12. The professional services that Baker rendered during the Fee Period are grouped into the following numbered and titled categories:

Project Beam

Fees: \$434,306.88; Expenses \$10,104.21: \$; Hours: 726.2.

This subject matter describes Baker's services performed in connection with the intended sale of the Debtors' stake in Adam Opel GmbH ("**Opel**") to a third party investor. Baker acted as outside lead counsel for the Debtors in the transaction. The assignment included the provision of all necessary legal support during the entire bidding procedure as well as in the specific negotiations with the consortium of the Austrian/Canadian automotive supplier Magna and the Russian Sberbank as well as the financial investor RHJ International. The services provided included the drafting and negotiation of the principal purchase contract and extended to all aspects regarding the future cooperation of Opel's shareholder, although the transaction ultimately was canceled.

As of the Sale Date, Baker was advised that all billings on this matter should be directed by New GM, who would be responsible for payment, and the representation of the Debtors has concluded as to this matter.

Delphi Steering Acquisition

Fees: \$380,897.40; Expenses \$5,599.19; \$; Hours: 917.3.

This subject matter describes Baker's services performed in connection with the Debtors' (and subsequently New GM's) acquisition of the steering and half shafts business of Delphi Corporation. Baker has been responsible for nearly all non-domestic aspects of the transaction, which covers thirteen countries on five different continents. During the Fee Period, Baker assisted in finalizing all local transfer documents, including local asset transfer agreements, employee transfer notices, and other asset specific transfer documents such as property transfer deeds and lease assignments. Further, Baker provided support and legal advice to complete all the relevant employee and/or union consultations taking place in the various countries; assisting New GM in identifying what other licenses and/or permits it may need in each country to operate the business and providing assistance in making the related applications; attending to all necessary corporate approvals for the acquiring entities, including local transfer documents, and coordinating execution of all relevant documents for the closing of the transaction.

As of the Sale Date, Baker was advised that all billings on this matter should be directed by New GM, who would be responsible for payment, and the representation of the Debtors has concluded as to this matter. Baker submitted an invoice in connection with its Monthly Statement (defined below) for July that incorrectly contained fees billed on July 10. Baker has updated this invoice and seeks approval in this Application only for time and expenses

through July 9, 2009.

Project Two

Fees: \$248,217.16; Expenses \$5,575.38; \$; Hours: 595.7

This subject matter describes Baker's services performed in connection with the Debtors' Asia-Pacific subsidiaries. The legal advice provided by Baker addressed the regulatory and contractual impacts of the restructuring in relation to the Debtors' corporate, marketing, finance pension, employment, solvency, and supplier activities in the Asia-Pacific region. Baker's offices in the region provided guidance on specific local legal issues which affected the interpretation of material contracts and regulatory requirements. In the three jurisdictions where Baker did not itself have an office, Baker instructed and coordinated leading local firms. Prior to the Chapter 11 Cases and sale to New GM, Baker had prepared action plans for the Asian subsidiaries to deal with regulatory and material contract consent and waiver issues. Baker then assisted the Debtors (where required) in negotiations with regulators and counterparties. Baker performed multiple detailed reviews of the regional regulatory and material contracts that would be impacted by the Chapter 11 Cases, the sale and related contingencies. This review process was expedited and greatly assisted by the creation of Baker's Client Extranet, which contained the Debtors' (and New GM's) Asia-Pacific material contracts. Baker's advice in this initial phase was re-cut and revisited to take into account changes to restructuring strategy and ongoing operation of the business, including negotiation of new material contracts. Leading up to the closing of the sale to New GM, Baker prepared the local law documents required to effect transfers for the final restructures and coordinated these and internal and external approvals across the affected jurisdictions. Once the closing documents had been prepared and submitted, Baker obtained remaining post-completion regulatory or other approvals.

As of the Sale Date, Baker was advised that all billings on this matter should be directed by New GM, who would be responsible for payment. After submitting invoices to New GM for the continuation of Project Two (and the newly entitled Project Three), however, Baker was advised by New GM in early October that an invoice sent to New GM for services billed from July 10 through July 31, in fact, remained the responsibility of the Debtors. In addition, in early November, it was determined that a “Project Three” invoice for September initially sent to New GM was the Debtors’ responsibility. As a result of this miscommunication, these two invoices were not included in Baker’s Monthly Statements (defined below) for July and September.

U.S. Tax Liability

Fees: \$74,656.00; Expenses \$169.40: \$; Hours: 147.3

This subject matter describes Baker’s services performed in connection with the compilation of a central database sorting all proofs of claim filed by creditors with respect to potential disputed tax matters and providing legal advice regarding resolution of these claims. Baker has also been providing legal advice on how to resolve pre-petition tax disputes of the Debtors that have not yet been raised in the Chapter 11 Cases. Based on its familiarity with state and local tax laws and tax controversy processes and fora, Baker has been working with the Debtors (and New GM) to assess and quantify such claims, identify potential methods to efficiently settle or resolve them, and determine the appropriate litigation strategy for tax claims that remain disputed.

As of the Sale Date, Baker was not given immediate direction as to whether billings on this matter should be directed and paid by New GM (whom Baker has been advised acquired the tax liabilities that are the subject of the representation). As a result, Baker included

a U.S. Tax Liability invoice in its Monthly Statement (defined below) for July that included the entire month. After consultation with the Debtors and New GM, Baker re-issued an invoice (i) to the Debtors for the period of July 1 through July 9 and (ii) to New GM for the period of July 10 through July 31. Baker has submitted all subsequent invoices on this matter to New GM and seeks approval in this Application only for fees and expenses through July 9, 2009.

Retention & Fee Applications

Fees: \$122,222.32; Expenses \$169.68; \$; Hours: 239.0.

This subject matter describes Baker's services performed in connection with its obligations as a retained professional in the Chapter 11 Cases, including assisting Debtors' counsel with preparation of the Retention Application and drafting the supporting Webber Declaration. Significant time was spent by Baker insolvency attorneys in the first month of the case to coordinate the required conflicts checks among the thirty (30) Baker offices actively working for the Debtors. In addition, Baker insolvency attorneys spent significant time advising Baker offices of the requirements of professionals in U.S. bankruptcy cases and coordinating billing to comply with bankruptcy guidelines. The effort expended reflects the fact that Baker was being retained on four distinct matters involving twenty-six (26) international offices, the majority of which are located in non-English speaking countries and which offices are not typically retained in U.S. bankruptcy proceedings. Further complicating matters, Baker was initially slated by the Debtors to be retained as ordinary course counsel, perhaps reflecting confusion over whether Baker was retained by non-debtor subsidiaries. Baker worked with Debtors' counsel to resolve these and other issues and ultimately was retained as special counsel, as its fees were in excess of the limits for ordinary course professionals. In addition, Baker billed fees to this matter assisting the Debtors in the retention of "ordinary course professionals,"

in foreign jurisdictions. Baker also billed fees beginning in August to the preparation of the Monthly Statements discussed below. The review and editing of invoices aggregated from Baker's numerous offices for compliance with bankruptcy guidelines necessarily required a greater amount of work in the beginning stages of the case, however, fees billed to this matter have been reduced as the Chapter 11 Cases have progressed.

Technology Company

Fees: \$2,490.00; Expenses \$1.34; \$; Hours: 3.1.

This subject matter describes Baker's services performed winding down a previous representation in support of negotiation of an agreement between U.S. and foreign tax authorities regarding the GM's tax liability arising from certain transactions.

ACTUAL & NECESSARY EXPENSES

13. Attached hereto as Exhibit D is a summary of the expenses incurred during the Fee Period for which reimbursement is sought. These disbursements comprise the requested sum for Baker's out-of-pocket expenses, totaling \$21,619.20.

14. It is Baker's policy to charge its clients in all areas of practice the amounts incurred by Baker for identifiable, non-overhead expenses incurred in connection with the client's case that would not have been incurred except for representation of that particular client. Examples of such expenses are postage, overnight mail, courier delivery, computer assisted legal research, photocopying, out-going facsimile transmissions, local transportation and secretarial overtime.

MONTHLY STATEMENTS

15. Baker has served monthly fee statements (collectively, the "**Monthly Statements**") on the applicable Notice Parties (as defined in the Interim Compensation Order),



for the periods listed below. No objections to any Monthly Statement have been filed in the Chapter 11 Cases or received by Baker. As discussed above, due to uncertainty regarding the transition of representation and payment responsibilities from the Debtors to New GM, the invoices submitted in connection with this Application vary from those that were included in the Monthly Statements. The following is a summary of these changes:

- (a) Monthly Statement for June and July 2009;
  - The July invoice for the U.S. Tax Liability matter included as Exhibit E-2 to the Monthly Statement has been replaced by the invoice included in Exhibit C hereto, with time billed on and after July 10, 2009 removed.
  - The July invoice for the Delphi Steering Acquisition matter included as Exhibit E-6 to the Monthly Statement has been replaced by the invoice included in Exhibit C hereto, with time billed on July 10, 2009 removed.
- (b) Monthly Statement for August 2009;
  - The August invoice for the U.S. Tax Liability matter included in the Monthly Statement is not included in Exhibit C hereto.
- (c) Monthly Statement for September 2009
- (d) Two invoices not previously submitted are included in Exhibit C hereto
  - i. Project Two invoice for July 10 through July 31, 2009;
  - ii. Project Two invoice for September 2009 (states “Project Three,” however, Baker has been advised that this should be billed to the Debtors, not New GM).

16. On October 20, 2009, Baker received wire transfers of (a) \$365,294.83, which amount was applied in satisfaction of 80% of Baker's fees and all of Baker's expenses for the Project Beam matter from June 1 through July 9, 2009; (b) \$310,294.44, which amount was applied in satisfaction of 80% of Baker's fees and all of Baker's expenses for the Delphi Steering Acquisition matter from June 1 through July 9, 2009; (c) \$176,873.93, which amount was applied in satisfaction of 80% of Baker's fees and all of Baker's expenses for the Project Two matter from June 1 through July 9, 2009; and (d) \$110,545.19, which amount was applied in satisfaction of 80% of Baker's fees and all of Baker's expenses for the U.S. Tax Liability and Technology Company matters, from June 1 through July 9, 2009, and for the Retention & Fee Applications matter from June 1 through July 31, 2009.

17. None of the foregoing payments have been shared by Baker with any other party, nor are these or any other payments subject to a sharing agreement between Jones Day and any third party. Baker did not receive payments or promises of payments during the Fee Period from any source for services rendered or to be rendered in connection with these Chapter 11 Cases.

#### CONCLUSION

18. Pursuant to the Interim Compensation Order, at four-month intervals, a Professional (as defined in the Interim Compensation Order) may apply to the Court for interim allowance of the compensation and reimbursement of expenses sought by such Professional in its monthly statements pursuant to section 331 of the Bankruptcy Code.

19. By this Application, Baker requests interim allowance and payment of fees and expenses in the total amount of \$1,284,408.96 consisting of: (a) \$1,262,789.76 for the actual, reasonable and necessary professional services rendered by Baker on behalf of the Debtors; and (b) \$21,619.20 for actual and necessary costs and expenses. This is the first interim fee

application that Baker has submitted in the Chapter 11 Cases.

**NOTICE**

20. Notice of this Application has been provided to all parties required to receive notice of this Application. In light of the nature of the relief requested, Baker submits that no further notice is required.

WHEREFORE, Baker respectfully requests the entry of an order (a) allowing an administrative expense claim for Baker's compensation and reimbursement for its fees and expenses incurred during the Fee Period, (b) authorizing and directing payment of such amounts and (c) granting such other and further relief as is just and proper.

Dated: November 16, 2009

/s/ David F. Heroy

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**ORDER APPROVING  
FIRST INTERIM APPLICATION OF BAKER & MCKENZIE  
FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR  
SERVICES RENDERED AS SPECIAL COUNSEL FOR THE DEBTORS  
FOR THE PERIOD JUNE 1, 2009 THROUGH SEPTEMBER 30, 2009**

This matter having come before this Court upon consideration of the First Interim Fee Application Of Baker & McKenzie LLP For Compensation And Reimbursement Of Expenses For Services Rendered As Special Counsel For The Debtors For The Period March 10, 2009 Through June 30, 2009 [Docket No. \_\_\_\_] (the “**Application**”)<sup>1</sup> and the Court finding that (a) the Court has jurisdiction to entertain this Application pursuant to 28 U.S.C. §§ 157 and 1334; (b) venue is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409 and the Local Rules of the Bankruptcy Court for the Southern District of New York; (c) this is a core proceeding pursuant to 28 U.S.C. § 157(b); and (d) due and adequate notice has been given to all parties

<sup>1</sup> Capitalized terms used but not defined herein shall have the meanings assigned to such terms in the Application.

entitled thereto, and no other or further notice is necessary or required; and the Court having determined that the legal and factual bases set forth in the Application establish just cause for the relief granted herein and the Court having determined that the relief requested in the Application is necessary and in the best interests of the Debtors and their respective estates; and after due deliberation and sufficient cause appearing;

**THE COURT HEREBY FINDS AND IT IS HEREBY ORDERED, ADJUDGED  
AND DECREED THAT:**

1. The Application is granted in its entirety.
2. Objections to the Application, if any, shall be and hereby are overruled.
3. Baker is a duly appointed professional in the Chapter 11 Cases.
4. The following fees and expenses set forth in the Application are reasonable, actual and necessary, are approved and allowed in the following amounts and the Debtors are authorized and directed to make payment of such amounts to the extent not already paid:

Total Fees:	1,262,789.76
<u>Total Expenses:</u>	<u>21,619.20</u>
<i>Total</i>	1,284,408.96

8. The Court shall retain jurisdiction over all matters arising from or related to the interpretation, implementation and enforcement of this Order.
9. This Order shall be effective immediately upon entry.

Dated: \_\_\_\_\_

\_\_\_\_\_  
UNITED STATES BANKRUPTCY JUDGE

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**EXHIBIT A**

**CERTIFICATION UNDER GUIDELINES IN SUPPORT OF  
FIRST INTERIM APPLICATION OF BAKER & MCKENZIE  
FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR  
SERVICES RENDERED AS SPECIAL COUNSEL FOR THE DEBTORS  
FOR THE PERIOD JUNE 1, 2009 THROUGH SEPTEMBER 30, 2009**

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SERVICES RENDERED AS SPECIAL COUNSEL FOR THE DEBTORS  
FOR THE PERIOD JUNE 1, 2009 THROUGH SEPTEMBER 30, 2009**

I, David F. Heroy, hereby certify that:

1. I am a member with the applicant firm, Baker & McKenzie LLP (“**Baker**”), with responsibility for the jointly administered chapter 11 cases of Motors Liquidation Company, et al. (f/k/a General Motors Corp., et al.) (collectively, the “**Debtors**”), pursuant to Sections 105(a), 331 of the Bankruptcy Code and Local Bankruptcy Rule 2016-1, in respect of compliance with the Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases adopted by the Court (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 “**Trustee Guidelines**”)

and the Order Pursuant to Sections 105(a) and 331 of the Bankruptcy Code Establishing Procedures for Interim Monthly Compensation and Reimbursement of Expenses of Professionals (the “**Interim Compensation Order**”, and collectively with the Amended Local Guidelines and **Trustee Guidelines**, the “**Guidelines**”).

2. This certification is made in respect of Baker’s application, dated November \_\_\_, 2009 (the “**Application**”), for interim compensation and reimbursement of expenses for the period commencing June 1, 2009 through and including September 30, 2009 in accordance with the Guidelines.

3. 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;
- c. the fees and disbursements sought are billed at rates in accordance with those customarily charged by Baker and generally accepted by Baker’s clients; and
- d. in providing a reimbursable service, Baker does not make a profit on that service, whether the service is performed by Baker in-house or through a third party.

4. As required by the Interim Compensation Order, I certify that Baker has complied with these provisions requiring it to provide the Debtors and the Office of the United States Trustee for the Southern District of New York, on a monthly basis, with a statement of Baker’s fees and disbursements accrued during the previous month.



5. I certify that the Debtors and the United States Trustee for the Southern District of New York are each being provided with a copy of the Application, along with the parties designated in the August 7, 2009 Order of the Court establishing procedures for interim compensation and reimbursement of expenses of professionals.

Respectfully Submitted,

BAKER & MCKENZIE LLP

/s/ David F. Heroy

David F. Heroy  
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130 East Randolph St  
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Facsimile: (312) 698-2704  
David.F.Heroy@bakernet.com

Dated: November 16, 2009

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**EXHIBIT B**

**SUMMARY OF PROFESSIONALS & PARAPROFESSIONALS RENDERING SERVICES**

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## ATTORNEY INFORMATION

<b>Billr</b>	<b>Title</b>	<b>Office</b>	<b>Yrs</b>	<b>Adm.</b>	<b>Area of Exptertise</b>
Achramowicz, Weronika	Associate	Warsaw	2	2007	Mergers & Acquisitions
Adame-Alvarez, Gerardo	Associate	Mexico City	1	2005	Mergers & Acquisitions
Alonso, Manuel	Associate	Madrid	4	2005	Tax
Amaral, Renata C.	Associate	Porto Alegre	6	2003	Environmental
Austin, Jenny	Associate	Chicago	5	2003	Tax
Baiguera, Mara T.	Paralegal	Milan	5	N/A	Mergers & Acquisitions
Bassman, Nicole	Prof. Supp. Lwyr.	Frankfurt	3	N/A	Corporate Commercial
Beatty, Andrew	Partner	Sydney	4	1985	Environmental
Bell, Mitchell	Associate	London	5	1997	Employment
Binns, Bryony	Associate	Melbourne	7	2003	Employment & Comp.
Bolster, Thomas	Trainee Solicitor	London	4	N/A	Tax
Brandman, Scott	Partner	New York	9	1994	Tax
Broderson, Christian	Partner	Frankfurt	-	1975	Real Estate
Broughton, Jonathon	Associate	London	2	2006	Corporate Commercial
Burke, Frederick	Partner	Ho Chi Minh City	12	1988	Corporate Commercial
Cary, Sylvia	Paralegal	Melbourne	2	N/A	Corporate & Securities
Celescuecki, Hercules	Partner	Sao Paulo	13	1984	Employment
Chadwick, Alexander F.	Partner	London	8	1992	Tax
Chauhan, Deepti	Associate	Melbourne	1	2009	Banking & Finance
Chertok, Seth	Associate	Chicago	2	2005	Coporate & Securities
Chia, Brian H. G.	Partner	Kuala Lumpur	7	1990	Coporate Commercial
Coetsee, Emma	Associate	Melbourne	1	-	Corporate & Securities
Cogan, Erin	Associate	London	2	2006	Corporate Commercial
Commons, Martin G.	Associate	Shanghai	8	2002	Competition Law
Crabbe, Lorren	Trainee Solicitor	London	2	N/A	Employment
Crozier, Jannan	Associate	London	3	2005	Corporate Commercial
Cruz, Alessandro F.	Law Clerk	Porto Alegre	2	N/A	Environmental
Cruz, Felix A.	Paralegal	Manila	9	N/A	Corporate Commercial
Cummings, Charles B.	Partner	New York	9	1974	Litigation
De Martinis, Lorenzo	Partner	Milan	8	1992	Intellectual Property
Deng, Joseph W.	Of Counsel	Shanghai	1	1995	Employment
Dickson, John	Summer Assoc.	Chicago	1	N/A	Tax
Dimagiba, Dennis G.	Partner	Manila	11	1995	Tax
Ding, Yi	Associate	Shanghai	4	2000	Corporate Commercial
Ding, Yi-Jun	Jr. Proj. Assoc.	Melbourne	3	N/A	Litigation
Dominguez, Leo G.	Partner	Manila	19	1981	Corporate Commercial
Dookhun, Romaana	Associate	London	3	2007	Employment
Du, Xiaohong	Paralegal	-	N/A	N/A	-
Dunahoo, Carol A.	Partner	Washington, D.C.	6	1986	Tax
Ellers, Holger	Associate	Berlin	4	2006	Corporate Commercial
Feroni, Constantino	Associate	Rome	6	2003	Mergers & Acquisitions
Fikry, Dede	Associate	Jakarta	2	-	Corporate Commercial
Friel, Arne	Partner	Berlin	3	2001	Corporate Commercial
Garcia-Garza, Juan B.	Partner	Monterrey	7	1997	Real Estate
Ge, Xiangyang	Partner	Shanghai	6	1991	M&A, Antitrust
Gebler, Olaf	Partner	Frankfurt	5	1994	Banking & Finance
Gernoth, Jan	Partner	Frankfurt	6	2003	Corporate Commercial
Gimeno, Santiago Martinez	Associate	Madrid	7	2003	Labor & Employment
Glatt, Carmen	Associate	London	3	2007	Intellectual Property

<b>Billor</b>	<b>Title</b>	<b>Office</b>	<b>Yrs</b>	<b>Adm.</b>	<b>Area of Exptertise</b>
Gnutova, Maria M.	Associate	Moscow	3	2004	Labor & Employment
Gon, Michelle Y.L.	Partner	Shanghai	15	1986	Mergers & Acquisitions
Gonzalez-Elizondo, Jose	Partner	Monterrey	7	1991	Mergers & Acquisitions
Grange, Joanne	Paralegal	Sydney	16	N/A	Corporate
Gregory, Sarah C.	Partner	London	8	1992	Employment
Gu, Victor	Associate	Shanghai	5	2003	Mergers & Acquisitions
Guch, Karen Anne	Partner	London	3	1996	Corporate Commercial
Gurevich, Leonid	Lit. Supp. Spec.	Chicago	4	N/A	Tax
Heckelmann, Guenther	Partner	Frankfurt	19	1985	Labor & Employment
Heroy, David	Partner	Chicago	3	1976	Financial Restructuring
Hinderer, Hermann Ali	Associate	Berlin	5	2004	Corporate Commercial
Ho, Grace	Associate	Sydney	5	2005	Tax
Holmes, Steve	Partner	London	3	1998	Information Technology
Houghton, Kendall	Partner	Washington, D.C.	1	1998	Tax
Huang, Xin	Associate	Beijing	2	-	Corporate Commercial
Jacinto, Maria Ana Camlia	Associate	Manila	2	2006	Tax
Johnson, Demetrio	Paralegal	Chicago	5	N/A	Tax
Jouniaux, Sophie	Partner	Paris	2	2001	Tax
Jungling, Roman C.	Associate	-	-	-	-
Kellock, Ian	Partner	Melbourne	8	1994	Tax
Kim, Hannah	Paralegal	Sydney	2	N/A	Corporate Commercial
Koch, Caroline	Associate	Berlin	2	2008	Labor & Employment
Komatsuzaki, Tomoko	Paralegal	Tokyo	2	1900	Corporate Commercial
Koutsis, Constantin	Partner	Sydney	3	2001	Tax
Krailadsiri, Saravut	Associate	Bangkok	3	-	Tax
Kurata, Nobuhiko	Associate	Tokyo	4	2004	Corporate Commercial
Lai, Nancy	Associate	Shanghai	3	2004	Tax
Lattanzio, Antonio	Associate	Rome	4	2004	Mergers & Acquisitions
Lee, Kiat Seng	Partner	Singapore	2	1995	Dispute Resolution
Lekfuangfu, Nam-Ake	Lawyer	Bangkok	2	-	Corporate Commercial
Lim, Selwyn	Int'l Clerk	Singapore	1	-	Corporate Commercial
Lim, Jo Yan	Associate	Kuala Lumpur	3	2005	Corporate Commercial
Linguanti, Thomas	Partner	Chicago	8	1991	Tax
Liu, Yolanda	Legal Assistant	Shanghai	3	-	Finance
Liu, Ping	Associate	Beijing	5	2005	Mergers & Acquisitions
Liu, Jinghua	Translator	Beijing	4	2002	Corporate Commercial
Mahalingam, Dakshayani	Paralegal	Singapore	1	-	Corporate Commercial
Maitland, Joanne	Trainee Solicitor	London	1	-	Banking & Finance
Mance, Victoria	Associate	London	6	2004	Pensions
Marlange, Sophie H.	Partner	Paris	3	1997	Labor & Employment
Martin, Concepcion	Partner	Madrid	7	1991	Labor & Employment
Martin, Andrew D.	Partner	Singapore	3	1991	Corporate Commercial
Maruyama, Shin	Paralegal	Tokyo	2	-	Corporate Commercial
Marx, Jean-Denis	Partner	Tokyo	8	1992	Corporate Commercial
Massara, Cinzia	Associate	Milan	4	2006	Mergers & Acquisitions
McDade, Kellie-Ann	Associate	Melbourne	1	2006	Employment & Comp.
McDermott, Andrew P.R.	Associate	Chicago	2	2003	Financial Restructuring
McGrath, Sharon	Associate	Melbourne	2	1998	Corporate & Securities
Munoz-Garcia, Elias	Law Clerk	Monterrey	2	-	Real Estate
Ngai, Clement	Special Counsel	Shanghai	3	1997	Intellectual Property
Nguyen, Thanh Vinh	Associate	Ho Chi Minh City	3	2007	Tax
Nguyen, Tuanh	Associate	Melbourne	3	2007	Corporate & Securities

<b>Billers</b>	<b>Title</b>	<b>Office</b>	<b>Yrs</b>	<b>Adm.</b>	<b>Area of Expertise</b>
Nguyen, Oanh H.K.	Partner	Ho Chi Minh City	3	1999	Mergers & Acquisitions
O'Neill, Michael	Associate	Melbourne	4	2004	Corporate & Securities
O'Connor, Matthew	Associate	Chicago	2	2008	Corporate & Securities
Ostermeyer, Christoph	Law Clerk	Berlin	1	-	Corporate Commercial
Otaola, Isabel De	Partner	Madrid	10	1986	Tax
Pacheco, Mauricio M.	Associate	Sao Paulo	4	2004	Mergers & Acquisitions
Papin, Sandrine	Paralegal	Paris	4	-	Finance
Partogi, Ponti	Associate	Jakarta	7	-	Tax
Parungao, Maritess	Paralegal	Manila	12	-	Corporate Commercial
Pascual, Cecilia	Paralegal	Manila	4	-	Mergers & Acquisitions
Pasquel Villegas, Salvador	Partner	Mexico City	8	1996	Labor & Employment
Payne, Yvonne	Associate	London	2	2008	Employment
Percivalle, Uberto	Partner	Milan	2	1990	Employment
Perera, Sajeeva	Associate	Melbourne	1	2009	Banking & Finance
Poa, Kelvin T.W.	Partner	Singapore	3	1999	Corporate Commercial
Poke, Ashley	Partner	Melbourne	5	1989	Corporate & Securities
Postigo Uribe, Jose	Partner	Mexico City	7	1997	Mergers & Acquisitions
Poulton, Edward	Associate	London	8	2002	Dispute Resolution
Rawski, Piotr	Partner	Warsaw	6	2001	Employment & Comp.
Reid, Ira A.	Partner	New York	6	1988	Financial Restructuring
Reksodiputro, Harun Admana	Partner	Jakarta	3	-	Corporate Commercial
Respass III, Thomas	Partner	N/A	4	1991	Tax
Rietvelt, Laura E.	Associate	Amsterdam	6	2004	Corporate Commercial
Rodriguez, Patricia Ma	Associate	Madrid	10	2000	Tax
Salce, Valerio	Partner	Rome	8	1995	Mergers & Acquisitions
Samet, Joseph	Partner	New York	19	1975	Financial Restructuring
Sanchez de la Espada, Hugo	Associate	San Francisco	4	2001	Finance
Sandiford, Matthew J.	Associate	New York	4	2007	Banking & Finance
Sauty De Chalon, Alain	Partner	Paris	6	1997	Mergers & Acquisitions
Saw, Jeremy	Jr. Proj. Assoc.	Melbourne	1	-	Real Estate
Schechter, Erika	Partner	Chicago	3	1997	Tax
Schenkel, Simon	Associate	Melbourne	1	2009	Corporate & Securities
Seidel, Thorsten	Partner	Berlin	3	1998	Corporate Commercial
Sharma, Shamil	Special Counsel	Melbourne	3	2000	Banking & Finance
Shen, Kathy	Associate	Shanghai	2	2004	Corporate Commercial
Shen, Jolie	Associate	Shanghai	4	2001	Mergers & Acquisitions
Silva, Rodrigo T.	Associate	Porto Alegre	3	2007	Mergers & Acquisitions
Smith, James H.	Associate	London	9	2001	Tax
Surasathian, Jidapa	Associate	Bangkok	2	2005	Real Estate
Tan, Allen	Associate	Singapore	5	2004	Tax
Tan, Kim F.	Associate	Amsterdam	1	1999	Corporate Commercial
Taylor, Bruce	Partner	Melbourne	2	1992	Banking & Finance
Tomasoni, Giovanni B.	Associate	Sao Paulo	1	2006	Environmental
Tomboc, Gmeleen Faye	Associate	Manila	2	2007	Corporate Commercial
Tong, Angela W.M.	Paralegal	Singapore	3	-	Corporate Commercial
Tran, Chi Anh	Paralegal	Ho Chi Minh City	2	-	Corporate Commercial
Trevino-Martinez, Fernando	Partner	Monterrey	5	1990	Litigation
Truong, Kieu	Associate	Melbourne	3	2007	Banking & Finance
Tungsuwan, Suriyong	Partner	Bangkok	17	1982	M&A, Real Estate
Turner, Stephen	Partner	London	10	1982	Real Estate
Urban, Catlin A.	Lit. Supp. Spec.	Chicago	15	-	Tax
Van Es, Fleur E.	Associate	Amsterdam	5	2008	Corporate Commercial

<b>Billor</b>	<b>Title</b>	<b>Office</b>	<b>Yrs</b>	<b>Adm.</b>	<b>Area of Exptertise</b>
Van Lier, Wouter	Associate	Amsterdam	4	2006	Corporate Commercial
Varandas, Fabrice	Associate	Paris	1	2008	Real Estate
Vasile, Mila	Associate	Milan	4	2008	Employment
Vazquez-Silveyra, Juan	Associate	Monterrey	10	2000	Real Estate
Vonckx, Lawrence	Associate	Chicago	3	2006	Financial Restructuring
Wang, Karen	Associate	Shanghai	1	-	Intellectual Property
Warsaw M&A Paralegal	Paralegal	Warsaw	-	N/A	Mergers & Acquisitions
Webber, Duane	Partner	Washington, D.C.	18	1985	Tax
Wessels, Peter	Partner	Berlin	10	1992	Corporate Commercial
West, Robert J.	Partner	London	25	1978	Pensions
Whitefoord, Charles A.A.	Partner	London	10	1991	Corporate Commercial
Wilson, Oliver T.	Associate	London	1	2009	Real Estate
Wilson, Jeffrey P.	Associate	Shanghai	8	2001	Employment
Winge, Jessica	Law Clerk	Sao Paulo	1	-	Mergers & Acquisitions
Wolff, Alex	Partner	Melbourne	5	1994	Litigation
Wong, Edric	Associate	Singapore	2	2002	Corporate Commercial
Woodhall, Jennifer	Paralegal	Melbourne	2	-	Banking & Finance
Wu, Vivian W.	Associate	Beijing	3	1999	Corporate Commercial
Yik, Elaine	Associate	Sydney	2	2008	Tax
Yu, Hanqian	Associate	Beijing	2	2007	Labor & Employment
Zhang, Tracy	Associate	Shanghai	2	2004	Mergers & Acquisitions
Zhao, Julie H.D.	Paralegal	Shanghai	2	-	Mergers & Acquisitions
Zimmerman, Rebecca C.J.	Associate	Amsterdam	2	2008	Corporate Commercial

### **BILLING SUMMARY**

<b>Billor</b>	<b>Category</b>	<b>Billing Rate*</b>	<b>Total Hours</b>	<b>Total Compensation</b>
Achramowicz, Weronika	Professional	373.14	4.6	1,716.44
Adame-Alvarez, Gerardo	Professional	153.45	40.9	6,276.11
Alonso, Manuel	Professional	343.85	3.7	1,272.25
Amaral, Renata C.	Professional	320.00	7.6	2,432.00
Austin, Jenny	Professional	460.00	1.5	690.00
Baiguera, Mara T.	Paraprofessional	113.00	1.9	214.70
Baiguera, Mara T.	Paraprofessional	113.35	2.4	272.04
Bassman, Nicole	Paraprofessional	225.42	5.9	1,329.98
Beatty, Andrew	Professional	611.52	0.1	61.15
Bell, Mitchell	Professional	544.28	1.1	598.71
Binns, Bryony	Professional	419.17	14.3	5,994.13
Bolster, Thomas	Paraprofessional	275.47	29.7	8,181.46
Bolster, Thomas	Paraprofessional	279.92	34.2	9,573.26
Brandman, Scott	Professional	695.00	5.1	3,544.50
Broderson, Christian	Professional	695.47	0.9	625.93
Broughton, Jonathon	Professional	607.66	34.6	21,025.04
Broughton, Jonathon	Professional	666.86	14.4	9,602.78
Burke, Frederick	Professional	915.98	0.3	274.79
Cary, Sylvia	Paraprofessional	559.60	0.2	111.92
Celescueki, Hercules	Professional	420.00	6.9	2,898.00
Chadwick, Alexander F.	Professional	816.43	8.4	6,857.98
Chauhan, Deepti	Professional	250.00	1.1	275.00
Chauhan, Deepti	Professional	256.89	16.8	4,315.68

<b>Biller</b>	<b>Category</b>	<b>Billing Rate*</b>	<b>Total Hours</b>	<b>Total Compensation</b>
Chauhan, Deepti	Professional	281.46	113.4	31,917.10
Chertok, Seth	Professional	370.00	45.5	16,835.00
Chia, Brian H. G.	Professional	540.20	1.1	594.22
Coetsee, Emma	Professional	217.70	2.7	587.79
Cogan, Erin	Professional	544.28	166.6	90,677.71
Commons, Martin G.	Professional	728.09	1.7	1,237.74
Crabbe, Lorren	Paraprofessional	287.26	3.6	1,034.14
Crozier, Jannan	Professional	656.27	94.4	61,951.89
Crozier, Jannan	Professional	687.44	24.0	16,498.56
Cruz, Alessandro F.	Paraprofessional	100.00	0.7	70.00
Cruz, Felix A.	Paraprofessional	64.39	4.0	257.56
Cummings, Charles B.	Professional	560.00	4.2	2,352.00
De Martinis, Lorenzo	Professional	679.00	0.6	407.40
Deng, Joseph W.	Professional	850.00	3.1	2,635.00
Deng, Joseph W.	Professional	940.00	0.3	282.00
Dickson, John	Paraprofessional	150.00	16.3	2,445.00
Dimagiba, Dennis G.	Professional	407.65	3.1	1,263.71
Ding, Yi	Professional	460.00	5.2	2,392.00
Ding, Yi-Jun	Paraprofessional	225.79	5.4	1,219.28
Dominguez, Leo G.	Professional	506.11	0.5	253.05
Dominguez, Leo G.	Professional	495.34	2.3	1,139.27
Dominguez, Leo G.	Professional	582.36	1.6	931.77
Dookhun, Romaana	Professional	478.03	9.3	4,445.68
Du, Xiaohong	Paraprofessional	280.60	0.1	28.06
Dunahoo, Carol A.	Professional	810.00	3.0	2,430.00
Ellers, Holger	Professional	408.21	3.8	1,551.21
Feroni, Constantino	Professional	394.24	18.6	7,332.86
Fikry, Dede	Professional	191.69	9.0	1,725.21
Fikry, Dede	Professional	196.29	4.3	844.03
Fikry, Dede	Professional	187.43	0.6	112.46
Fikry, Dede	Professional	221.29	11.3	2,500.63
Friel, Arne	Professional	544.28	22.4	12,191.96
Garcia-Garza, Juan B.	Professional	250.00	3.0	750.00
Ge, Xiangyang	Professional	940.00	1.0	940.00
Gebler, Olaf	Professional	695.47	7.4	5,146.51
Gernoth, Jan	Professional	577.00	3.4	1,961.80
Gimeno, Santiago Martinez	Professional	394.38	3.1	1,222.58
Glatt, Carmen	Professional	544.28	0.7	381.00
Gnutova, Maria M.	Professional	325.00	0.2	65.00
Gon, Michelle Y.L.	Professional	1162.59	2.9	3,371.52
Gonzalez-Elizondo, Jose	Professional	275.00	0.4	110.00
Grange, Joanne	Paraprofessional	264.00	0.1	26.40
Gregory, Sarah C.	Professional	891.23	0.3	267.37
Gu, Victor	Professional	692.86	20.8	14,411.52
Guch, Karen Anne	Professional	980.36	14.1	13,823.08
Guch, Karen Anne	Professional	996.18	1.1	1,095.80
Gurevich, Leonid	Paraprofessional	280.00	21.5	6,020.00
Heckelmann, Guenther	Professional	784.62	1.8	1,412.32
Heckelmann, Guenther	Professional	773.74	1.7	1,315.36
Heckelmann, Guenther	Professional	695.47	3.8	2,642.80
Heroy, David	Professional	795.00	41.0	32,595.00

<b>Biller</b>	<b>Category</b>	<b>Billing Rate*</b>	<b>Total Hours</b>	<b>Total Compensation</b>
Heroy, David	Professional	850.00	1.7	1,445.00
Hinderer, Hermann Ali	Professional	408.21	181.3	74,009.02
Hinderer, Hermann Ali	Professional	482.91	16.5	7,968.02
Ho, Grace	Professional	343.08	11.9	4,082.65
Holmes, Steve	Professional	740.83	3.8	2,815.16
Houghton, Kendall	Professional	650.00	37.0	24,050.00
Huang, Xin	Professional	360.00	7.2	2,592.00
Jacinto, Maria Ana Camlia	Professional	209.65	8.1	1,698.15
Jacinto, Maria Ana Camlia	Professional	256.24	0.2	51.25
Johnson, Demetrio	Paraprofessional	280.00	6.0	1,680.00
Jouniaux, Sophie	Professional	626.67	1.0	626.67
Jungling, Roman C.	Professional	379.69	1.9	721.41
Kellock, Ian	Professional	640.00	0.2	128.00
Kim, Hannah	Paraprofessional	84.67	0.5	42.34
Komatsuzaki, Tomoko	Paraprofessional	140.00	6.2	868.00
Komatsuzaki, Tomoko	Paraprofessional	163.06	2.1	342.42
Koutsis, Constantin	Professional	663.83	2.6	1,725.96
Krailadsiri, Saravut	Professional	293.59	1.5	440.38
Kurata, Nobuhiko	Professional	407.37	2.8	1,140.64
Lai, Nancy	Professional	551.94	0.9	496.75
Lattanzio, Antonio	Professional	380.96	32.5	12,381.20
Lee, Kiat Seng	Professional	686.98	1.1	755.68
Lekfuangfu, Nam-Ake	Professional	187.90	2.4	450.95
Lim, Selwyn	Paraprofessional	234.87	2.0	469.74
Lim, Jo Yan	Professional	287.72	2.9	834.37
Linguanti, Thomas	Professional	750.00	17.7	13,275.00
Liu, Yolanda	Paraprofessional	352.30	1.3	457.99
Liu, Ping	Professional	520.00	22.0	11,440.00
Liu, Jinghua	Paraprofessional	763.32	0.4	305.33
Mahalingam, Dakshayani	Paraprofessional	284.00	2.4	681.60
Maitland, Joanne	Paraprofessional	275.47	3.1	853.96
Maitland, Joanne	Paraprofessional	279.92	4.5	1,259.64
Mance, Victoria	Professional	544.28	1.1	598.71
Marlange, Sophie H.	Professional	634.22	10.8	6,849.58
Martin, Concepcion	Professional	665.00	0.7	465.50
Martin, Andrew D.	Professional	702.50	0.4	281.00
Martin, Andrew D.	Professional	780.35	1.8	1,404.62
Martin, Andrew D.	Professional	786.17	1.1	864.79
Martin, Andrew D.	Professional	786.80	3.7	2,911.16
Maruyama, Shin	Paraprofessional	294.41	1.9	559.38
Marx, Jean-Denis	Professional	683.51	29.1	19,890.14
Marx, Jean-Denis	Professional	683.57	0.2	136.71
Marx, Jean-Denis	Professional	791.99	10.5	8,315.93
Marx, Jean-Denis	Professional	803.64	1.6	1,285.83
Marx, Jean-Denis	Professional	810.29	3.5	2,836.02
Massara, Cinzia	Professional	309.41	20.4	6,311.96
McDade, Kellie-Ann	Professional	321.09	9.6	3,082.46
McDade, Kellie-Ann	Professional	335.00	1.6	536.00
McDermott, Andrew	Professional	425.00	77.1	32,767.50
McGrath, Sharon	Professional	407.43	30.4	12,385.87
Munoz-Garcia, Elias	Paraprofessional	60.00	30.2	1,812.00



<b>Biller</b>	<b>Category</b>	<b>Billing Rate*</b>	<b>Total Hours</b>	<b>Total Compensation</b>
Ngai, Clement	Professional	974.70	0.8	779.76
Nguyen, Thanh Vinh	Professional	293.59	0.7	205.51
Nguyen, Tuanh	Professional	329.28	4.5	1,481.76
Nguyen, Oanh H.K.	Professional	504.96	1.2	605.96
O'Neill, Michael	Professional	463.58	13.1	6,072.90
O'Connor, Matthew	Professional	295.00	3.3	973.50
Ostermeyer, Christoph	Paraprofessional	151.19	1.0	151.19
Otaola, Isabel De	Professional	690.00	2.5	1,725.00
Pacheco, Mauricio M.	Professional	265.00	26.0	6,890.00
Papin, Sandrine	Paraprofessional	215.00	6.1	1,311.50
Partogi, Ponti	Professional	349.41	1.0	349.41
Parungao, Maritess	Paraprofessional	75.71	2.0	151.41
Pascual, Cecilia	Paraprofessional	64.39	1.0	64.39
Pascual, Cecilia	Paraprofessional	75.71	0.3	22.71
Pasquel Villegas, Salvador	Professional	250.00	4.3	1,075.00
Payne, Yvonne	Professional	469.92	9.7	4,558.22
Payne, Yvonne	Professional	493.97	8.7	4,297.54
Percivalle, Uberto	Professional	594.13	2.3	1,366.50
Perera, Sajeeva	Professional	258.72	5.0	1,293.60
Perera, Sajeeva	Professional	277.54	2.2	610.58
Poa, Kelvin T.W.	Professional	582.20	3.2	1,863.04
Poke, Ashley	Professional	570.00	0.8	456.00
Poke, Ashley	Professional	628.78	31.7	19,932.32
Postigo Uribe, Jose	Professional	290.00	33.5	9,715.00
Poulton, Edward	Professional	544.28	0.4	217.71
Rawski, Piotr	Professional	551.04	4.3	2,369.47
Reid, Ira A.	Professional	560.00	34.4	19,264.00
Reid, Ira A.	Professional	625.00	1.7	1,062.50
Reksodiputro, Harun Admana	Professional	457.99	2.0	915.98
Reksodiputro, Harun Admana	Professional	406.92	4.5	1,831.16
Respass III, Thomas	Professional	600.00	0.1	60.00
Rietvelt, Laura E.	Professional	467.00	1.6	747.20
Rodriguez, Patricia Ma	Professional	549.00	0.2	109.80
Salce, Valerio	Professional	549.65	3.4	1,868.81
Salce, Valerio	Professional	549.67	0.6	329.80
Samet, Joseph	Professional	711.00	1.0	711.00
Sanchez de la Espada, Hugo	Professional	565.62	22.3	12,613.33
Sandiford, Matthew J.	Professional	360.00	2.5	900.00
Sauty De Chalon, Alain	Professional	657.08	5.2	3,416.82
Saw, Jeremy	Paraprofessional	225.79	14.4	3,251.40
Schechter, Erika	Professional	595.00	14.0	8,330.00
Schenkel, Simon	Professional	233.43	49.3	11,508.10
Schenkel, Simon	Professional	250.00	3.5	875.00
Schenkel, Simon	Professional	258.72	7.9	2,043.89
Schenkel, Simon	Professional	256.89	2.4	616.53
Seidel, Thorsten	Professional	695.47	7.7	5,355.15
Sharma, Shamil	Professional	460.00	11.4	5,244.00
Sharma, Shamil	Professional	465.00	1.0	465.00
Sharma, Shamil	Professional	508.03	90.7	46,078.50
Sharma, Shamil	Professional	512.24	41.5	21,258.16
Shen, Kathy	Professional	422.76	10.5	4,438.96

<b>Billor</b>	<b>Category</b>	<b>Billing Rate*</b>	<b>Total Hours</b>	<b>Total Compensation</b>
Shen, Jolie	Professional	540.20	13.8	7,454.73
Silva, Rodrigo T.	Professional	210.00	0.2	42.00
Smith, James H.	Professional	544.28	6.9	3,755.56
Surasathian, Jidapa	Professional	299.46	2.8	838.48
Tan, Allen	Professional	454.24	0.5	227.12
Tan, Allen	Professional	483.35	1.0	483.35
Tan, Kim F.	Professional	566.00	0.3	169.80
Taylor, Bruce	Professional	556.02	10.4	5,782.63
Tomasoni, Giovanni B.	Professional	220.00	1.2	264.00
Tomboc, Gmeleen Faye	Professional	171.19	0.4	68.47
Tomboc, Gmeleen Faye	Professional	171.93	3.3	567.37
Tomboc, Gmeleen Faye	Professional	198.00	6.2	1,227.60
Tomboc, Gmeleen Faye	Professional	203.82	3.9	794.91
Tomboc, Gmeleen Faye	Professional	205.51	6.5	1,335.80
Tong, Angela W.M.	Paraprofessional	244.59	1.0	244.59
Tong, Angela W.M.	Paraprofessional	216.95	0.6	130.17
Tran, Chi Anh	Paraprofessional	234.87	1.6	375.79
Tran, Chi Anh	Paraprofessional	258.35	3.3	852.57
Trevino-Martinez, Fernando	Professional	200.00	2.5	500.00
Truong, Kieu	Professional	330.00	3.9	1,287.00
Truong, Kieu	Professional	335.00	2.8	938.00
Truong, Kieu	Professional	352.80	2.3	811.44
Truong, Kieu	Professional	343.97	5.4	1,857.42
Tungsuwan, Suriyong	Professional	557.81	2.0	1,115.62
Turner, Stephen	Professional	816.43	2.7	2,204.35
Urban, Catlin A.	Paraprofessional	410.00	8.0	3,280.00
Van Es, Fleur E.	Professional	373.53	4.7	1,755.59
Van Lier, Wouter	Professional	499.00	2.8	1,397.20
Varandas, Fabrice	Professional	275.45	0.4	110.18
Vasile, Mila	Professional	232.51	15.9	3,696.91
Vazquez-Silveyra, Juan	Professional	200.00	30.1	6,020.00
Vonckx, Lawrence	Professional	335.00	4.8	1,608.00
Wang, Karen	Professional	422.76	2.4	1,014.62
Warsaw M&A Paralegal	Paraprofessional	110.00	1.7	187.00
Webber, Duane	Professional	820.00	14.1	11,562.00
Wessels, Peter	Professional	695.47	177.0	123,098.90
West, Robert J.	Professional	816.43	0.6	489.86
Whitefoord, Charles A.A.	Professional	816.43	117.1	95,603.48
Wilson, Oliver T.	Professional	544.28	7.9	4,299.84
Wilson, Jeffrey P.	Professional	630.00	0.2	126.00
Winge, Jessica	Paraprofessional	100.00	11.7	1,170.00
Wolff, Alex	Professional	573.89	1.0	573.89
Wolff, Alex	Professional	652.40	12.4	8,089.76
Wong, Edric	Professional	495.00	4.9	2,425.51
Wong, Edric	Professional	499.09	11.3	5,639.77
Wong, Edric	Professional	470.06	3.2	1,504.19
Wong, Edric	Professional	524.12	9.5	4,979.14
Woodhall, Jennifer	Paraprofessional	150.53	2.7	406.43
Wu, Vivian W.	Professional	500.00	4.5	2,250.00
Yik, Elaine	Professional	267.00	3.5	934.50
Yu, Hanqian	Professional	360.00	0.1	36.00

Biller	Category	Billing Rate*	Total Hours	Total Compensation
Zhang, Tracy	Professional	422.76	8.2	3,466.61
Zhao, Julie H.D.	Paraprofessional	317.07	2.0	634.14
Zimmerman, Rebecca C.J.	Professional	254.47	8.0	2,035.76
<b>Total:</b>		<b>\$480.40</b>	<b>2,628.6</b>	<b>\$1,262,789.76</b>

\* (1) The existence of multiple billing rates for certain Billers reflects the conversion of that Biller's general billing rate in foreign currency for aggregation on a monthly basis to US Dollars, Australian Dollars and Euros, as applicable and as stated in the Invoices attached as Exhibit C. These fluctuations may be more significant for Billers whose fees originate in currencies with a high degree of fluctuation.

(2) The amount stated is the Billing Rate that is stated in Baker's monthly invoices, converted to US Dollars for inclusion in this summary, calculated using the Spot Rate on the following dates: (a) Project Beam [Euros to USD as of October 20, 2009, which rate was applied by the Debtors in connection with payment of Baker's Monthly Statements]; (b) Project Two, June 1 – July 9 [Australian Dollars to USD as of October 20, 2009, as applied by the Debtors in connection with payment of Baker's Monthly Statements]; (c) Project Two, June 10 - July 31 [Australian Dollars to USD as of August 1, 2009]; (d) Project Two, August [Australian Dollars to USD as of September 1, 2009]; (e) Project Two (September) [Australian Dollars to USD as of October 1, 2009].

(3) Where the Billing Rate is italicized, that Billing Rate was increased for the relevant Biller in connection with traditional increases of the Biller's general rate not related to the Debtors or the Chapter 11 Cases.

#### **BLENDED RATES**

Category	Blended Rate	Total Hours	Total Compensation
Professionals	\$507.61	2,384.6	\$1,210,440.27
Paraprofessionals	\$214.55	244.0	\$ 52,349.49
<b>Total:</b>	<b>\$480.40</b>	<b>2,628.6</b>	<b>\$1,262,789.76</b>

#### **FEES BY PROJECT MATTER**

Matter	Blended Rate	Total Hours	Total Compensation
Project Beam	\$598.05	726.2	\$434,306.88
Delphi Steering Acquisition	\$415.24	917.3	\$380,897.40
Project Two	\$416.68	595.7	\$248,217.16
U.S. Tax Liability	\$506.83	147.3	\$74,656.00
Retention & Fee Applications	\$511.39	239.0	\$122,222.32
Technology Company	\$803.23	3.1	\$2,490.00
<b>Total:</b>	<b>\$480.40</b>	<b>2,628.6</b>	<b>\$1,262,789.76</b>

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**EXHIBIT C-1**

**ITEMIZED INVOICES**

**PROJECT BEAM  
(JUNE 1 THROUGH JULY 9, 2009)**

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General Motors Corporation  
Mail Code 482-C25-A36  
300 GM Renaissance Center  
P.O. Box 300  
Detroit, MI 48265-3000  
U.S.A.

Günther Heckelmann  
Rechtsanwalt  
Fachanwalt für Arbeitsrecht  
Tel.: +49 (0) 69 2 99 08 113  
guenther.heckelmann@bakernet.com  
Our reference: GH/hj

August 12, 2009

VAT Id. No.: DE 112 156 501  
Please quote:  
Client No.: 26009751-000018  
Invoice No.: 99172736

## FEE STATEMENT

for legal services rendered in the period from June 1, 2009 through  
June 30, 2009 in the matter "Project Beam".

	Current Charges Pay this Amount
Fees	EUR 218,796.00
Disbursements	<u>EUR 5,122.77</u>
<b>Total amount</b>	<b>EUR 223,918.77</b>

Günther Heckelmann

**Attachment to Fee Statement to  
General Motors Corporation**

**Project Beam**

**Timekeeper Summary**

**Frankfurt**

<b>Timekeeper Name</b>	<b>Hours</b>	<b>Rate</b>	<b>EUR</b>
Christian Brodersen	0,90	460,00	414,00
Günther Heckelmann	2,60	460,00	1.196,00
Olaf Gebler	<u>7,40</u>	<u>460,00</u>	<u>3.404,00</u>
<b>Total for Frankfurt</b>	<b><u>10,90</u></b>		<b><u>5.014,00</u></b>

**Berlin**

<b>Timekeeper Name</b>	<b>Hours</b>	<b>Rate</b>	<b>EUR</b>
Peter Wessels	137,80	460,00	63.388,00
Thorsten Seidel	7,70	460,00	3.542,00
Arne Friel	22,40	360,00	8.064,00
Hermann Ali Hinderer	151,40	270,00	40.878,00
Holger Ellers	3,80	270,00	1.026,00
Christoph Ostermeyer	<u>1,00</u>	<u>100,00</u>	<u>100,00</u>
<b>Total for Berlin</b>	<b><u>324,10</u></b>		<b><u>116.998,00</u></b>

**London**

<b>Timekeeper Name</b>	<b>Hours</b>	<b>Rate</b>	<b>EUR</b>
Robert West	0,30	540,00	162,00
Stephen Turner	1,80	540,00	972,00
Charles Whitefoord	79,00	540,00	42.660,00
Alexander Chadwick	4,90	540,00	2.646,00
Steve Holmes	0,20	490,00	98,00
James Smith	5,40	360,00	1.944,00
Edward Poulton	0,40	360,00	144,00
Victoria Mance	0,50	360,00	180,00
Mitchell Bell	0,20	360,00	72,00
Carmen Glatt	0,70	360,00	252,00
Oliver Wilson	6,10	360,00	2.196,00
Erin Cogan	124,90	360,00	44.964,00
Lorren Crabbe	<u>2,60</u>	<u>190,00</u>	<u>494,00</u>

<b>London</b>			
<b>Timekeeper Name</b>	<b>Hours</b>	<b>Rate</b>	<b>EUR</b>
<b>Total for London</b>	<b><u>227,00</u></b>		<b><u>96.784,00</u></b>
 <b>Fees Total</b>	 <b><u>562,00</u></b>		 <b><u>218.796,00</u></b>

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## Project Beam

### Timekeeper Detail

Date	Timekeeper	Description	Hours	EUR
01/06/09	Cogan	Considering memorandum of understanding between GM and Magna and impact on the SPA; discussion with C. Whitefoord re same.	1,10	396,00
01/06/09	Whitefoord	Review MOU with Magna and amendments to be made to SPA.	0,90	486,00
01/06/09	Mance	Discussion with M. Bell re General Motors Chapter 11 process and due diligence process.	0,40	144,00
02/06/09	Mance	Reviewing update e-mail from E. Cogan.	0,10	36,00
02/06/09	Bell	Reading MoU.	0,20	72,00
02/06/09	Glatt	Reviewing MOU from Magna.	0,30	108,00
02/06/09	Heckelmann	Telephone conversations and correspondence with C. Whitefoord and P. Wessels re legal issues relating to SPA and other documents and coordination of work.	0,90	414,00
02/06/09	Wessels	Analyzing MoU in light of German corporate law for telephone conference with Teresa Holderer on 03/06/2009 regarding same.	1,40	644,00
02/06/09	Whitefoord	Discussion with E. Cogan re amendments to be made to SPA (1.3 hrs.); telephone conversation with Teresa Holderer re amendments to be made to SPA (0.7 hrs.); telephone conversations with Baker & McKenzie Berlin re pref shares etc. (1.0 hrs.).	3,00	1.620,00



Date	Timekeeper	Description	Hours	EUR
02/06/09	Cogan	Preparing table proposing how to deal with each of the MOU provisions (3.0 hrs.); considering example shareholders agreement provided by Teresa Holderer (1.0 hrs.); telephone conference with Teresa Holderer and C. Whitefoord regarding general status and timing of transaction and provisions of MOU and process going forward (0.7 hrs.); considering amendments required to SPA based on MOU (0.7 hrs.); discussion with C. Whitefoord regarding amendments required to SPA based on MOU (1.3 hrs.).	6,70	2.412,00
03/06/09	Cogan	Telephone conference with Teresa Holderer, C. Whitefoord and P. Wessels regarding MOU and effect of SPA (0.6 hrs.); preparing revised SPA based on MOU and various discussions with GM (8.7 hrs.); attending telephone conference with John Smith, William Dotson, Teresa Holderer, C. Whitefoord and P. Wessels to discuss the intention of various provisions of the MOU (0.7 hrs.).	10,00	3.600,00
03/06/09	Gebler	Review of MoU and various documents re Magna proposal; meeting with P. Wessels re same; preparing draft of shareholders agreement; e-mails.	1,80	828,00
03/06/09	Hinderer	Begin work on shareholders agreement; work on shareholders agreement with P. Wessels (4.2 hrs.); review SPA draft provided by E. Cogan (2.3 hrs.).	6,50	1.755,00

Date	Timekeeper	Description	Hours	EUR
03/06/09	Whitefoord	Telephone conference with Teresa Holderer and Baker & McKenzie Berlin to discuss MOU and effect on SPA (0.6 hrs.); follow up with internal team re same (0.8 hrs.); telephone conference with GM team and Morgan Stanley to discuss same (0.7 hrs.); e-mail correspondence internally re changes required to SPA to reflect MOU (1.2 hrs.).	3,30	1.782,00
03/06/09	Ellers	Work with P. Wessels, A. Friel and H.A. Hinderer on the acquisition structure and legal research on how to structure voting rights and dividend rights.	3,50	945,00
03/06/09	Wessels	Telephone conference with Teresa Holderer and C. Whitefoord on MoU issues.	0,90	414,00
03/06/09	Wessels	Work on Beam SPA and structuring Shareholders' Agreement and convertible loan agreement (3.2 hrs.); analyzing Magna's bid documentation sent by Teresa Holderer (2.4 hrs.).	5,60	2.576,00
03/06/09	Wessels	Telephone conference with John Smith, Teresa Holderer and others on MoU issues and correct understanding of Magna's acquisition concept.	1,40	644,00
03/06/09	Wessels	Telephone conversation with A. Hagebusch regarding details of shares transferred to trust entity.	0,30	138,00
03/06/09	Wilson	Reviewing memorandum of understanding.	0,30	108,00
03/06/09	Friel	Reviewing Magma's bid documentation provided by Baker & McKenzie London.	0,60	216,00
03/06/09	Friel	Working on transaction structure with respect to the convertible loan.	1,80	648,00
03/06/09	Friel	Working on transaction structure with respect to the share preferences.	1,90	684,00

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Date	Timekeeper	Description	Hours	EUR
03/06/09	Friel	Reviewing mark-up of SPA provided by Baker & McKenzie London.	2,30	828,00
03/06/09	Friel	Adjusting mark-up of SPA to German law.	2,90	1.044,00
04/06/09	Friel	Working on possibilities to "resolve" the GMEH participation in AOG.	2,90	1.044,00
04/06/09	Friel	Working on mark-up of draft SPA.	2,70	972,00
04/06/09	Whitefoord	Review revised draft of SPA (2.1 hrs.); telephone conversation with Baker & McKenzie Berlin team re German issues (0.8 hrs.); telephone conversation with Teresa Holderer re PPA (0.3 hrs.); further amendments to SPA (1.7 hrs.).	4,90	2.646,00
04/06/09	Cogan	Preparing revised SPA; discussion with C. Whitefoord, P. Wessels and A. Friel regarding structure of share sale; discussion with C. Whitefoord regarding other amendments to the SPA.	4,40	1.584,00
04/06/09	Wessels	Drafting/revising draft Beam SPA and convertible shareholder loan (3.1 hrs.); analyzing direct and indirect AOG shareholding of trust KG and ways of rectifying it under SPA and Shareholders Agreement (4.2 hrs.).	7,30	3.358,00
04/06/09	Gebler	Drafting intercompany loan (0.5); reviewing MoU and documents relating to Magna proposal (0.5); e-mails regarding Magna intercompany loan (0.6).	1,60	736,00
04/06/09	Brodersen	Review loan aspects, zero interest tax consequences, contribution value; e-mail correspondence with O. Gebler and P. Wessels.	0,90	414,00
05/06/09	West	Meeting with C. Whitefoord; prepare memorandum to V. Mance re sale agreement and Pensions Regulator involvement.	0,30	162,00

Date	Timekeeper	Description	Hours	EUR
05/06/09	Gebler	Working on draft shareholder loan agreement; revising same re comments from P. Wessels; e-mails regarding shareholder loans.	2,20	1.012,00
05/06/09	Wessels	Work on SPA and Shareholders' Agreement/New Opel Articles; telephone conference with and e-mail to Teresa Holderer regarding same.	7,80	3.588,00
05/06/09	Hinderer	Preparing first draft of Shareholders Agreement.	8,60	2.322,00
05/06/09	Whitefoord	Telephone conference with GM team to finalize SPA (4.5 hrs.); e-mail correspondence re changes (0.6 hrs.); further amendments to SPA (1.1 hrs.); telephone conversations and e-mails re accounting changes (0.5 hrs.).	6,70	3.618,00
05/06/09	Cogan	Telephone conference with Teresa Holderer, Dennis Trzeciak, Joe Cox and other representatives from GM, C. Whitefoord, P. Wessels and A. Friel regarding revised SPA (4.5 hrs.); preparing revised SPA based on comments from telephone conference, comments from Teresa Holderer (4.0 hrs.); discussions with C. Whitefoord re same (1.1 hrs.).	9,60	3.456,00
05/06/09	Friel	Reviewing comments provided on draft SPA by client.	1,60	576,00
05/06/09	Friel	Research on legal capital rules and their impact on the structuring of the acquisition.	2,90	1.044,00
05/06/09	Friel	Legal research on the effect companies (indirectly) holding their own shares.	2,80	1.008,00
06/06/09	Hinderer	Prepare first draft of Shareholders Agreement.	8,20	2.214,00
07/06/09	Hinderer	Prepare first draft of Shareholders Agreement.	6,30	1.701,00
08/06/09	Whitefoord	Telephone conference re shareholders' agreement;	2,30	1.242,00

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<b>Date</b>	<b>Timekeeper</b>	<b>Description</b>	<b>Hours</b>	<b>EUR</b>
08/06/09	Wessels	Finalizing draft convertible loan agreement; e-mail to Teresa Holderer regarding same.	0,60	276,00
08/06/09	Wessels	Drafting shareholders' agreement and New Opel's articles of association; telephone conference with Teresa Holderer regarding same.	8,40	3.864,00
08/06/09	Gebler	Revising draft shareholder loan agreement; reviewing comments from C. Whitefoord regarding shareholder loan agreement; e-mails regarding shareholder loan.	1,80	828,00
08/06/09	Cogan	Telephone conference with Teresa Holderer, C. Whitefoord and P. Wessels regarding shareholders agreement (1.2 hrs.); reviewing draft shareholder loan prepared by Baker & McKenzie Berlin (0.7 hrs.); considering issues to be addressed in shareholders agreement (0.3 hrs.).	2,20	792,00
08/06/09	Hinderer	Work on shareholders agreement, include further provisions as requested by GM.	9,70	2.619,00
09/06/09	Hinderer	Further review and revise shareholders agreement; work with P. Wessels on shareholder agreement.	8,30	2.241,00
09/06/09	Whitefoord	Comments from Gleiss on SPA; telephone conversation with Gleiss re same.	1,10	594,00
09/06/09	Wessels	Drafting shareholders' agreement, including New Opel's articles of association (contd.).	7,50	3.450,00
09/06/09	Ellers	Support to H.A. Hinderer regarding rights of GM ISP in connection with the SPA/the shareholders' agreement.	0,30	81,00
10/06/09	Whitefoord	Review draft shareholders' agreement and provide comments to Berlin team on same.	4,10	2.214,00

Date	Timekeeper	Description	Hours	EUR
10/06/09	Cogan	Reviewing shareholders agreement prepared by Baker & McKenzie Berlin; discussion with P. Wessels, H.A. Hinderer and C. Whitefoord regarding shareholders agreement.	3,70	1.332,00
10/06/09	Hinderer	Work on first draft of shareholders agreement with C. Whitefoord, E. Cogan and P. Wessels.	12,80	3.456,00
10/06/09	Wessels	Drafting Shareholders' Agreement and New Opel Articles of Association (contd.) and coordinating drafts with C. Whitefoord (10.4 hrs.); e-mail to Teresa Holderer regarding same (0.2 hrs.).	10,60	4.876,00
10/06/09	Seidel	Review of Shareholder Agreement and sending comments to H.A. Hinderer; discussing various provisions of Shareholder Agreement in particular Section 6.6 with H.A. Hinderer.	3,00	1.380,00
10/06/09	Wilson	Telephone conversation with E. Cogan regarding progress on Project Beam; reviewing list of subsidiaries in the current draft SPA.	0,40	144,00
10/06/09	Crabbe	Review of recent documents which have been added to data room and collation of further information in relation to UK pension schemes.	0,40	76,00
11/06/09	Seidel	Review of Shareholder Agreement and sending comments to H.A. Hinderer; discussing various provisions of Shareholder Agreement with H.A. Hinderer.	1,30	598,00
11/06/09	Wessels	Telephone conference with Thomas Schultheiss and other Magna representatives on draft SPA.	1,20	552,00

Date	Timekeeper	Description	Hours	EUR
11/06/09	Wessels	Telephone conference with John Smith, Teresa Holderer, C. Whitefoord and others on draft Shareholders' Agreement.	2,50	1.150,00
11/06/09	Wessels	Reviewing draft corporate governance term sheet; e-mail to Teresa Holderer regarding same.	0,30	138,00
11/06/09	Wessels	Drafting Shareholders' Agreement, including New Opel Articles of Association (contd.).	1,20	552,00
11/06/09	Hinderer	Telephone conferences regarding SPA and Shareholders' Agreement; prepare for telephone conferences; start revising Shareholders' Agreement on the basis of the results of the telephone conference regarding the Shareholders Agreement.	12,10	3.267,00
11/06/09	Cogan	Telephone conference with Teresa Holderer and C. Whitefoord regarding Magna's preliminary comments on the SPA (1.0 hrs.); telephone conference with Teresa Holderer, Thomas Schultheiss (Magna), Alexander Schwarz (Gleiss Lutz), C. Whitefoord and P. Wessels regarding Magna's preliminary comments on the SPA (2.3 hrs.); reviewing and amending articles of association prepared by Baker & McKenzie Berlin (2.0 hrs.); preparing list of key issues in SPA (2.5 hrs.).	7,80	2.808,00
11/06/09	Whitefoord	Telephone conversation with Teresa Holderer re Magma's preliminary comments on SPA (1.0 hrs.); telephone conference with lawyers on Magna side and GM re SPA (2.3 hrs.); telephone conference with GM team in relation to shareholders' agreement (2.1 hrs.).	5,40	2.916,00
11/06/09	Seidel	Discussion with H.A. Hinderer re structure and drafting of the shareholders agreement.	0,90	414,00

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Date	Timekeeper	Description	Hours	EUR
12/06/09	Hinderer	Review and further revise Shareholders' Agreement; adopt Shareholders Agreement to draft articles.	5,50	1.485,00
12/06/09	Wessels	Drafting Shareholders' Agreement, including New Opel's Articles of Association (contd.).	3,40	1.564,00
12/06/09	Wessels	Telephone conference with John Smith, Teresa Holderer and Rico Digirolamo on Magna's feedback on draft SPA.	1,90	874,00
12/06/09	Whitefoord	Review Gleiss mark-up of SPA; conference call with GM re Gless mark-up (2.0 hrs.); telephone conference with GM team to discuss mark-up (2.2 hrs.); comment on and amend table of issues (1.2 hrs.); telephone conversations with Teresa Holderer re progress (0.3 hrs.).	5,70	3.078,00
12/06/09	Cogan	Reviewing revised SPA prepared by Gleiss Lutz; telephone conference with Teresa Holderer and members of GM team regarding key issues from revised SPA; preparing list of key issues in the SPA and the parties' positions on those issues; discussion with C. Whitefoord re same.	7,40	2.664,00
12/06/09	Crabbe	Review of further documents added to the data room to check for other information in relation to UK pension schemes.	0,20	38,00
13/06/09	Wessels	Drafting Shareholders' Agreement, including New Opel's Articles of Association (contd.).	5,30	2.438,00
13/06/09	Wessels	E-mail to Teresa Holderer regarding draft Shareholders' Agreement and New Opel's Articles.	0,30	138,00



Date	Timekeeper	Description	Hours	EUR
13/06/09	Hinderer	Review of comments of Teresa Holderer to Shareholders' Agreement; revise Shareholders' according to such comments; work with P. Wessels on revised Shareholders' Agreement.	8,50	2.295,00
14/06/09	Wessels	Travel time (50 %) Berlin to Zurich for SPA negotiation with Magna team.	1,70	782,00
14/06/09	Whitefoord	Travel time UK to Zurich for meetings on SPA (4.0 hrs. travel billed as 2.0 hrs.).	2,00	1.080,00
14/06/09	Cogan	Travel time UK to Zurich (4.0 hrs. travel billed at 2.0 hrs.).	2,00	720,00
15/06/09	Cogan	Meeting at offices of GM Europe with Magna team, Teresa Holderer and GM team, C. Whitefoord and P. Wessels to discuss SPA.	10,00	3.600,00
15/06/09	Whitefoord	Pre-meeting with GM team (8.40 - 9.30 am) followed by meeting with Magna and advisers on SPA (9.30 am - 7 pm).	10,00	5.400,00
15/06/09	Wessels	Negotiating draft SPA with Magna team (Thomas Schultheiss, St. Günther, attorney Schwarz) in Zurich.	10,00	4.600,00
15/06/09	Hinderer	Revise Shareholders Agreement according to instructions of Teresa Holderer and P. Wessels, including input of GM functions.	7,50	2.025,00
15/06/09	Seidel	Review of all sections of the Shareholders' Agreement; comments to H.A. Hinderer regarding all sections of Shareholders' Agreement with instructions as to which sections need to be revised.	2,50	1.150,00
16/06/09	Crabbe	Review of recent documents added to data room and collation of those in relation to each of the UK pension schemes.	0,70	133,00
16/06/09	Hinderer	Redraft and revise Shareholders Agreement according to various input of GM functions.	6,80	1.836,00

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<b>Date</b>	<b>Timekeeper</b>	<b>Description</b>	<b>Hours</b>	<b>EUR</b>
16/06/09	Heckelmann	Telephone conversation with P. Wessels regarding project coordination.	0,30	138,00
16/06/09	Whitefoord	Meeting with Magna and advisers to discuss SPA (8 am - 12.15 pm).	4,30	2.322,00
16/06/09	Whitefoord	Travel time GM Europe offices to UK (3.6 hrs. travel billed at 1.8 hrs.).	1,80	972,00
16/06/09	Wessels	Negotiating draft SPA with Magna team (Thomas Schultheiss, St. Guenther, attorney Schwarz) in Zurich (contd.).	3,80	1.748,00
16/06/09	Wessels	Travel time (50%) back to Berlin from negotiation with Magna team in Zurich.	1,80	828,00
16/06/09	Wessels	Telephone conversation with Giles Branston (Director Legal GM UK) regarding draft convertible loan agreement.	0,40	184,00
16/06/09	Wessels	Revising draft convertible loan agreement; e-mail to Giles Branston regarding same.	1,00	460,00
16/06/09	Wessels	E-mail to Thomas Schultheiss (Magna) and W. Bosch (Gleiss) regarding draft shareholders' agreement.	0,20	92,00
16/06/09	Cogan	Travel time GM Europe offices to UK (3.6 hrs. travel billed at 1.8 hrs.).	1,80	648,00
16/06/09	Cogan	Meeting at offices of GM Europe with Magna team, Teresa Holderer, C. Whitefoord and P. Wessels to discuss SPA.	4,00	1.440,00
16/06/09	Cogan	Preparing revised SPA based on meeting with Magna team.	2,00	720,00
17/06/09	Cogan	Preparing revised SPA based on meeting with Magna team; discussion with C. Whitefoord re same.	8,20	2.952,00

Date	Timekeeper	Description	Hours	EUR
17/06/09	Whitefoord	Prepare issues list for meeting with clients and internal discussions re same (1.6 hrs.); e-mail correspondence re bidder terms and consider proposed draft (1.0 hr.); review notes of meeting on SPA and go through SPA (1.6 hrs.) and revised draft with Erin Cogan (2.0 hrs.).	6,20	3.348,00
17/06/09	Crabbe	Review of recent documents which have been added to the data room and collation of information in relation to UK pension schemes.	0,90	171,00
18/06/09	Cogan	Project Beam 2 - Drafting SPA for potential investor.	0,50	180,00
18/06/09	Hinderer	Recalculating amount of Sale Shares as defined in the SPA due to the fact that Investor informed us of revised plan for employee participation; revise latest draft of SPA and Shareholders Agreement with regard to the change in employee participation, in particular redefining "Sale Shares".	2,50	675,00
18/06/09	Hinderer	Reviewing different samples and precedents for standing orders of the board of directors; prepare first draft of the standing orders of the board of directors for the company; start revising first draft.	4,90	1.323,00
18/06/09	Whitefoord	Review revised draft of SPA and provide written comments (2.5 hrs.); discussion with P. Wessels re outcome of meetings between principals (0.2 hrs.); review and comment on checklist of open action items (0.6 hrs.).	3,30	1.782,00
18/06/09	Turner	Discussing real estate and environmental warranties with O. Wilson following comments/amendments from Magna and German notary.	1,80	972,00

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Date	Timekeeper	Description	Hours	EUR
18/06/09	Cogan	Considering comments from Magna's notary regarding real estate elements of the SPA (1.1 hrs.); preparing revised SPA based on meetings with Magna (6.9 hrs.); discussion with O. Wilson regarding notary's comments regarding real estate (0.4 hrs.); preparing list of action items for GM and Magna arising from meetings regarding SPA (0.8 hrs.).	9,20	3.312,00
18/06/09	Wilson	Reviewing e-mail from C. Whitefoord regarding Magna's comments on the real estate and environmental warranties in the draft SPA; telephone conversation with E. Cogan regarding the proposed next steps for input into the next draft SPA; amending the draft property warranties; discussion with S. Turner regarding the property and environmental warranties and making further amendments to those warranties; final amendments to the warranties; e-mail to E. Cogan attaching the redrafted warranties and explaining the changes made.	5,40	1.944,00
18/06/09	Wessels	Travel time (50 %) from Berlin to Rüsselsheim for negotiation of draft shareholders' agreement with Magna team.	1,40	644,00
18/06/09	Wessels	Negotiating draft shareholders' agreement with Magna team in Rüsselsheim.	3,70	1.702,00
18/06/09	Wessels	Travel time (50 %) from Rüsselsheim to Berlin after negotiating draft shareholders' agreement with Magna team.	1,40	644,00

Date	Timekeeper	Description	Hours	EUR
19/06/09	Hinderer	Work with P. Wessels on the draft Share Purchase Agreement between GM and Magna/Sberbank, in particular the definition of "Sale Shares" and the guarantees to be given by GM in relation to such shares.	2,00	540,00
19/06/09	Hinderer	Review, revise and finalize first draft of the Standing Orders of the Board of Directors.	3,00	810,00
19/06/09	Hinderer	Start first draft of Standing Orders of Shareholders' Committee.	1,50	405,00
19/06/09	Poulton	Internal discussions with A. Poulton and C. Whitefoord regarding the choice of arbitral institution and seat; prepare email to C. Whitefoord regarding the choice of institution and seat together with draft arbitration clause.	0,40	144,00
19/06/09	Whitefoord	E-mail correspondence re circulation of SPA drafts (0.1 hrs.); discussion with E. Poulton re arbitration clauses (0.1 hrs.).	0,20	108,00
19/06/09	Wessels	Revising draft SPA in light of negotiations with Magna team in Zurich (3.0 hrs.); e-mail to E. Cogan regarding same (0.3 hrs.).	3,30	1.518,00
19/06/09	Wessels	E-mail to Teresa Holderer regarding possible changes to list of AOG actions requiring supervisory board approval.	0,70	322,00
19/06/09	Cogan	Project Beam 2 - Preparing SPA for potential investor (5.0 hrs.); discussion with C. Whitefoord regarding SPA (0.5 hrs.); preparing e-mail to Teresa Holderer setting out pertinent issues regarding SPA (0.5 hrs.).	6,00	2.160,00
19/06/09	Whitefoord	Discussion with E. Cogan re process for new version (0.2 hrs.); review SPA markup and comment on revised draft cover e-mail to GM (1.7 hrs.).	1,90	1.026,00

Date	Timekeeper	Description	Hours	EUR
21/06/09	Cogan	Beam 2 - Reviewing comments from Teresa Holderer on revised SPA (0.5 hrs.); preparing revised SPA (1.0 hrs.); preparing questions for consideration by C. Whitefoord and P. Wessels regarding SPA (0.5 hrs.).	2,00	720,00
22/06/09	Cogan	Beam 2 - Preparing revised SPA for potential investor; e-mail to Teresa Holderer re same.	2,10	756,00
22/06/09	Wessels	Reviewing/revising draft SPA for bidder RHJI (2.0 hrs.); e-mail to E. Cogan regarding same (0.2 hrs.).	2,20	1.012,00
22/06/09	Hinderer	Legal research relating to different questions of German corporate law in relation to the draft Share Purchase Agreement between GM and Magna/Sberbank; summarizing results in e-mail and discussing results with P. Wessels.	4,50	1.215,00
22/06/09	Whitefoord	Review comments from Teresa Holderer on Beam 2 SPA and revised draft of SPA for Beam 2.	0,60	324,00
23/06/09	Cogan	Considering e-mail from Teresa Holderer regarding Opel trade marks (0.2 hrs.); internal correspondence with IP department re same (0.5 hrs.); considering proposal for employment of senior management of GM Europe with Magna and provisions for inclusion in the SPA (2.0 hrs.).	2,70	972,00
23/06/09	Holmes	Reviewing IP issues; discussing with C. Glatt.	0,20	98,00
23/06/09	Hinderer	Continue first draft of Standing Orders of Shareholders' Committee; drafting Sections 3 through 7 of the Standing Orders; review different sample agreements for this purpose.	3,50	945,00

<b>Date</b>	<b>Timekeeper</b>	<b>Description</b>	<b>Hours</b>	<b>EUR</b>
23/06/09	Whitefoord	Review tax comments from Magna and discussion with A. Chadwick re same; (0.5 hrs.); e-mail correspondence re IP issues and rpgressing deliverables under agreement (0.4 hrs.).	0,90	486,00
23/06/09	Glatt	Responding to a query from E. Cogan regarding multi-jurisdictional trade mark searches and current status of certain Opel trade marks.	0,40	144,00
23/06/09	Crabbe	Review of recent documents which have been added to the data room and collation of information in relation to UK pension schemes as necessary.	0,40	76,00
23/06/09	Chadwick	Review Allen & Overy amendments to tax warranties and discussion with C. Whitefoord.	0,80	432,00
24/06/09	Chadwick	Review tax sections of amended SPA.	1,20	648,00
24/06/09	Cogan	Reviewing comments from Teresa Holderer on revised SPA (2.0 hrs.); preparing revised SPA based on these comments, on comments from GM employment regarding employment / services arrangement with Magna and on initial merger control analysis (1.5 hrs.); e-mail to Teresa Holderer setting out queries on mark-up of the SPA (0.5 hrs.); considering restitution in kind concept of damages (0.5 hrs.); discussion with C. Whitefoord regarding disclosure letter (0.5 hrs.); preparing draft disclosure letter including notes of disclosure issues already identified (1.5 hrs.).	6,50	2.340,00
24/06/09	Wessels	Telephone conference with Stephen Worth, Teresa Holderer and others on shareholder protection mechanics for RHJI and GM.	1,10	506,00

Date	Timekeeper	Description	Hours	EUR
24/06/09	Wessels	Analyzing risks associated with "shares fully paid-up" warranties in Magna SPA; legal research regarding same.	4,40	2.024,00
24/06/09	Whitefoord	Discussion with E. Cogan re approach to various issues on SPA - employment of CEO of GME, pre-closing covenants from bridge loan and disclosure process.	0,80	432,00
24/06/09	Whitefoord	E-mail correspondence re tax.	1,00	540,00
24/06/09	Heckelmann	Correspondence with E. Cogan and P. Wessels regarding consequences of CPF arrangements for SPA.	0,20	92,00
24/06/09	Smith	Reviewing amended SPA; discussing same with A. Chadwick.	2,40	864,00
25/06/09	Smith	Telephone conference with GM Tax/Baker & McKenzie Germany and C. Whitefoord/E. Cogan/A. Chadwick to discuss tax issues relating to A&O mark-up of SPA (1.7 hrs.); preparing mark-up of SPA to deal with tax issues (1.0 hr.)	2,70	972,00
25/06/09	Heckelmann	Review of the CPF related sections in the draft SPA; redraft and correspondence with E. Cogan regarding same.	0,90	414,00
25/06/09	Wessels	E-mail to Teresa Holderer regarding special limitations for "shares fully paid-up" warranties in Magna SPA.	2,70	1.242,00
25/06/09	Wessels	Revising draft Magna SPA from German law point of view; e-mail to E. Cogan regarding same.	3,10	1.426,00
25/06/09	Wessels	Telephone conference with Friedhelm Wenzel (GM Europe), Manfred Guenkel (D&T), J. Krechel (D&T), C. Whitefoord and A. Chadwick on tax relevant clauses in draft Magna SPA.	1,30	598,00



Date	Timekeeper	Description	Hours	EUR
25/06/09	Hinderer	Review and revise latest draft of SPA for Magna/Sberbank under German law aspects.	2,40	648,00
25/06/09	Hinderer	Finalize draft of Standing Orders for future Shareholders' Committee of AOG.	3,10	837,00
25/06/09	Cogan	Preparing revised draft SPA based on comments from Teresa Holderer, from Deloitte and GM in relation to tax and from Baker & McKenzie Berlin, particularly in relation to restitution in kind concept of damages (6.8 hrs.); discussion with C. Whitefoord re same (1.0 hr.); preparing e-mail to Teresa Holderer setting out outstanding points for further instruction (0.6 hrs.); telephone conference with Friedhelm Wenzel, Manfred Guenkel (Deloitte), C. Whitefoord, P. Wessels, A. Chadwick and J. Smith regarding tax elements of the SPA (1.5 hrs.).	9,90	3.564,00
25/06/09	Whitefoord	Discussion with E. Cogan re SPA amendments; review revised draft SPA - with particular focus on damages/limitation section (0.8 hrs.); tax telephone conference to go through changes to SPA; telephone conversation with Gleiss re process of finalizing agreements; discussion with Erin Cogan re questions on SPA (2.5 hrs.).	3,30	1.782,00
25/06/09	Chadwick	Prepare for and participate in telephone conference with Friedhelm Wenzel, Manfred Guenkel and Jens (Deloitte), P. Wessels, C. Whitefoord, E. Cogan and J. Smith regarding tax-related provisions in share purchase agreement.	2,10	1.134,00

Date	Timekeeper	Description	Hours	EUR
26/06/09	Chadwick	Review amended share purchase agreement and follow on e-mails regarding same.	0,80	432,00
26/06/09	Whitefoord	Comment on draft disclosure letter and memo on disclosure; discussion with E. Cogan re same.	0,90	486,00
26/06/09	Cogan	Preparing revised SPA based on final comments from Teresa Holderer (0.4 hrs.); e-mail to Gleiss Lutz and Magna attaching revised SPA (0.4 hrs.); preparing memorandum explaining disclosure process and how to make good disclosure (3.8 hrs.); instructing G. Boghossian regarding disclosure process (0.5 hrs.).	5,10	1.836,00
26/06/09	Smith	E-mail correspondence with E. Cogan regarding tax comments on revised SPA.	0,30	108,00
26/06/09	Wessels	Revising draft Convertible Shareholder Loan Agreement with regard to terms of government bridge loan and Deloitte's comments.	1,70	782,00
26/06/09	Wessels	E-mail to Teresa Holderer on draft Convertible Shareholder Loan.	0,20	92,00
26/06/09	Wessels	E-mail to Teresa Holderer regarding proposed deletion of AOG as party to Shareholders' Agreement.	0,40	184,00
26/06/09	Wessels	Revising draft Magna SPA with regard to Deloitte's comments.	2,30	1.058,00
27/06/09	Wessels	Telephone conference with Stephen Worth, Teresa Holderer, William Dotson and John Smith on RHJI proposal for shareholder protection mechanics.	0,50	230,00
27/06/09	Wessels	Telephone conference with M. Boeckenfeld (RHJI), St. Waldhausen (Freshfields), Teresa Holderer and others on RHJI proposal for shareholder protection mechanics.	1,40	644,00

Date	Timekeeper	Description	Hours	EUR
27/06/09	Wessels	Telephone conference with Stephen Worth, William Dotson, Teresa Holderer and John Smith regarding counter proposal for shareholder protection mechanics.	0,40	184,00
27/06/09	Wessels	E-mail to Teresa Holderer with analysis/summary of mark-up of Shareholders' Agreement sent by Magna.	3,30	1.518,00
27/06/09	Hinderer	Review mark up of Shareholders' Agreement provided by Magna/Sberbank (1.1 hrs.); draft brief e-mail to GM summarizing the material amendments to the Shareholders' Agreement and giving a first preliminary assessment of such changes (2.5 hrs.).	3,60	972,00
29/06/09	Hinderer	Telephone conference with client regarding the content of the Shareholders' Agreement to be provided to second bidder.	1,30	351,00
29/06/09	Hinderer	Upon request of Mr. Smith (GM) research newspaper articles; compile various articles and draft and send out e-mail to Mr. Smith with the researched articles and further comments.	1,70	459,00
29/06/09	Hinderer	Prepare first draft of Shareholders' Agreement to be provided to second bidder according to instructions of GM.	8,20	2.214,00
29/06/09	Whitefoord	Review e-mail re shareholders' agreement (0.5 hrs.); note on disclosure process (1.1 hrs.).	1,60	864,00
29/06/09	Heckelmann	Meeting with P. Wessels regarding SPA issues and coordination of work.	0,30	138,00
29/06/09	Ostermeyer	Research concerning statements by German officials in respect of additional bidders.	1,00	100,00

<b>Date</b>	<b>Timekeeper</b>	<b>Description</b>	<b>Hours</b>	<b>EUR</b>
29/06/09	Wessels	Telephone conference with John Smith, Teresa Holderer, Stephen Worth, Will Dotson regarding RHJI shareholders' agreement.	1,30	598,00
29/06/09	Wessels	Drafting Shareholders' Agreement with RHJI.	8,60	3.956,00
30/06/09	Wessels	Telephone conference with John Smith, Teresa Holderer, Will Dotson, E. Digirolamo and others on Magna's mark-up of Shareholders' Agreement.	2,20	1.012,00
30/06/09	Wessels	Drafting Shareholders' Agreement with RHJI (contd.).	3,40	1.564,00
30/06/09	Whitefoord	E-mail correspondence re Magna mark-up of shareholders' agreement and next steps and telephone conference re shareholders' agreement issues.	2,80	1.512,00
30/06/09	Hinderer	Prepare and participate in telephone conference with client to discuss mark-up of Shareholders' Agreement provided by Magna/Sberbank.	2,20	594,00
30/06/09	Hinderer	Work on draft of Shareholders' Agreement to be provided to second bidder, in particular working on distribution and exit provisions.	5,30	1.431,00
30/06/09	Hinderer	Start working on mark-up of Shareholders' Agreement for Magna/Sberbank according to results of telephone conference.	0,90	243,00
<b>Total fees</b>			<b><u>562,00</u></b>	<b><u>218.796,00</u></b>

## Project Beam

### Disbursement Detail

Date	Description	EUR
23/06/09	C. Whitefoord: Telephone; MeetingZone Ltd conference calls.	80,64
24/06/09	P. Wessels: Travel - Out-of-Town 922557; meeting at GM Glattbrugg on June 15-16, 2009; taxi June 14 and 16, 2009; Bank ID: BA9 Check Number: 72311.	51,40
24/06/09	P. Wessels: Travel - Out-of-Town 922557; meeting at GM Glattburg on June 15-16, 2009; taxi June 15 and 16, 2009; Bank ID: BA9 Check Number: 72311.	60,69
24/06/09	P. Wessels: Travel - Out-of-Town 922557; meeting at GM Glattburg on June 15-16, 2009; hotel June 16, 2009; Bank ID: BA9 Check Number: 72311.	445,83
25/06/09	C. Whitefoord: Transportation - Local; Car parking fees at Heathrow.	72,83
25/06/09	C. Whitefoord: Transportation - Local; Mileage to & from Heathrow.	34,39
25/06/09	C. Whitefoord: Out-of-Town Travel; Hilton Hotel Zurich.	390,42
25/06/09	P. Wessels: Travel - Out-of-Town 922683; Taxi re meeting in Rüsselsheim on June 18, 2009; Bank ID: BA9 Check Number: 72422.	102,80
30/06/09	E. Cogan: Out-of-Town Travel; Hilton Hotel Zurich June 14-15, 2009.	411,76
30/06/09	P. Wessels: Travel - Out-of-Town 1000217; air travel re meeting in Zurich on June 15-16, 2009; Bank ID: BA9 Check Number: 72720.	1.216,62
30/06/09	P. Wessels: Travel - Out-of-Town 1000217; air travel re meeting in Zurich on June 15-16, 2009; Bank ID: BA9 Check Number: 72720.	48,80
30/06/09	P. Wessels: Travel - Out-of-Town 1000218; air travel re meeting in Rüsselsheim on June 18, 2009; Bank ID: BA9 Check Number: 72721.	556,82
30/06/09	C. Whitefoord: Telephone; MeetingZone Ltd Conference call; June 3, 2009.	19,16
30/06/09	E. Cogan: Transportation - Local; Greater London Hire (GLH) E. Cogan N5 to City Airport on June 14, 2009.	36,08
30/06/09	E. Cogan: Out-of-Town Travel - Reed and Mackay; London City-Zurich-LHR on June 14, 2009; R1677585 GBP658.15.	770,63

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<b>Date</b>	<b>Description</b>	<b>EUR</b>
30/06/09	C. Whitefoord: Out-of-Town Travel - Reed and Mackay; LHR-Zurich-LHR on June 14, 2009; R1677577 GBP703.65	823,90
<b>Total Costs</b>		<b><u>5.122,77</u></b>

General Motors Corporation  
Mail Code 482-C25-A36  
300 GM Renaissance Center  
P.O. Box 300  
Detroit, MI 48265-3000  
U.S.A.

**Günther Heckelmann**  
Rechtsanwalt  
Fachanwalt für Arbeitsrecht  
Tel.: +49 (0) 69 2 99 08 113  
guenther.heckelmann@bakernet.com  
Our reference: GH/hj

August 12, 2009

VAT Id. No.: DE 112 156 501  
**Please quote:**  
Client No.: 26009751-000018  
Invoice No.: 99172737

## **FEE STATEMENT**

for legal services rendered in the period from July 1, 2009 through July 9, 2009  
in the matter "Project Beam".

	<b>Current Charges</b> <b>Pay this Amount</b>
Fees	EUR 68,463.00
Disbursements	<u>EUR 6,683.12</u>
<b>Total amount</b>	<b>EUR 75,146.12</b>

Günther Heckelmann

**Attachment to Fee Statement to  
General Motors Corporation**

**Project Beam**

**Timekeeper Summary**

<b>Frankfurt</b>			
<b>Timekeeper Name</b>	<b>Hours</b>	<b>Rate</b>	<b>EUR</b>
Günther Heckelmann	<u>1,20</u>	<u>460,00</u>	<u>552,00</u>
<b>Total for Frankfurt</b>	<u>1,20</u>		<u>552,00</u>
<b>Berlin</b>			
<b>Timekeeper Name</b>	<b>Hours</b>	<b>Rate</b>	<b>EUR</b>
Peter Wessels	39,20	460,00	18.032,00
Hermann Ali Hinderer	<u>29,90</u>	<u>270,00</u>	<u>8.073,00</u>
<b>Total for Berlin</b>	<u>69,10</u>		<u>26.105,00</u>
<b>London</b>			
<b>Timekeeper Name</b>	<b>Hours</b>	<b>Rate</b>	<b>EUR</b>
Robert West	0,30	540,00	162,00
Stephen Turner	0,90	540,00	486,00
Charles Whitefoord	38,10	540,00	20.574,00
Alexander Chadwick	3,50	540,00	1.890,00
Steve Holmes	3,60	490,00	1.764,00
James Smith	1,50	360,00	540,00
Victoria Mance	0,60	360,00	216,00
Mitchell Bell	0,90	360,00	324,00
Oliver Wilson	1,80	360,00	648,00
Erin Cogan	41,70	360,00	15.012,00
Lorren Crabbe	<u>1,00</u>	<u>190,00</u>	<u>190,00</u>
<b>Total for London</b>	<u>93,90</u>		<u>41.806,00</u>
<b>Fees Total</b>	<u>164,20</u>		<u>68.463,00</u>

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## Project Beam

### Timekeeper Detail

Date	Timekeeper	Description	Hours	EUR
01/07/09	Hinderer	Legal research regarding various legal questions in relation to AOG and German law co-determination provisions.	1,80	486,00
01/07/09	Hinderer	Work on mark-up of Shareholders' Agreement for Magna; incorporate various items in such Shareholders' Agreement as discussed in telephone conference with client on June 30; review various input of GM (distribution principles, mark-up provided by GM legal) and incorporate such input in mark-up of Shareholders' Agreement.	9,80	2.646,00
01/07/09	Wessels	Revising draft Magna Shareholders' Agreement.	3,30	1.518,00
02/07/09	Wessels	Revising draft Magna Shareholders' Agreement (contd.).	1,70	782,00
02/07/09	Wessels	E-Mail to C. Goetze (Gleiss Lutz) and Thomas Schultheiss (Magna) regarding revised Shareholders' Agreement.	0,20	92,00
02/07/09	Heckelmann	Telephone conference with C. Whitefoord and P. Wessels regarding project coordination.	0,20	92,00
02/07/09	Hinderer	Further work on mark-up of Shareholders' Agreement for Magna/Sberbank: review and revise Sections 4 and 6 (Corporate Governance/Distributions) of the Shareholders' Agreement (2.0 hrs.); work on Shareholders' Agreement with P. Wessels (1.4 hrs.).	3,40	918,00
02/07/09	Whitefoord	Telephone conversation with Gleiss Lutz re process.	0,20	108,00

Date	Timekeeper	Description	Hours	EUR
03/07/09	Whitefoord	Commence review of mark-up of SPA.	0,40	216,00
03/07/09	Crabbe	Review of recent documents added to the data room and updating files for UK pension schemes with further relevant information as required.	0,60	114,00
04/07/09	Whitefoord	Review Magna/Sberbank mark-up of SPA.	2,10	1.134,00
04/07/09	Wessels	Analyzing Magna's mark-up of draft SPA; preparation for SPA negotiation on 06/07/2009 in Zurich.	2,20	1.012,00
05/07/09	Whitefoord	Internal e-mails to Baker & McKenzie specialists re Magna Sberbank mark-up with request for comment on specific areas (0.6 hrs.); prepare issues list to brief GM team for Monday meetings and e-mail correspondence re same including reviewing GM comments to individual points (2.6 hrs.).	3,20	1.728,00
05/07/09	Chadwick	Review tax amendments to share purchase agreement; e-mail regarding same to C. Whitefoord, P. Wessels and Baker & McKenzie team.	2,70	1.458,00
06/07/09	Chadwick	Discussion with J. Smith regarding proposed changes to tax provisions in share purchase agreement; follow on message to Friedhelm Wenzel regarding same/suggested approach/response.	0,60	324,00
06/07/09	West	Meeting with V. Mance re proposed pension warranty.	0,30	162,00
06/07/09	Smith	Reviewing amended SPA and providing comments on same to Baker & McKenzie tax team/C. Whitefoord.	1,50	540,00

Date	Timekeeper	Description	Hours	EUR
06/07/09	Wilson	Reviewing comments on the property and environmental warranties made by Sberbank; e-mail to C. Whitefoord attaching comments on the amendments made by Sberbank to the property and environmental warranties in the draft SPA.	1,60	576,00
06/07/09	Whitefoord	Travel to and from Zurich for meetings (8.7 hrs. recorded at 50 % rate = 4.3 hrs.).	4,30	2.322,00
06/07/09	Whitefoord	Pre-meeting with GM followed by all parties meeting to go through SPA (9.30 am - 7.30 pm).	10,00	5.400,00
06/07/09	Hinderer	Start drafting Transfer Deed for transfer of shares in AOG to Investors on Completion.	1,60	432,00
06/07/09	Turner	Review of e-mail from C. Whitefoord re further revisions to SPA; discussing same.	0,90	486,00
06/07/09	Holmes	Reviewing IP and IT amendments; reviewing e-mails from GM; e-mail to C. Whitefoord with comments regarding IP and IT issues.	0,90	441,00
06/07/09	Mance	Reviewing e-mail from C. Whitefoord and mark-up of SPA; meeting with R. West; e-mail to C. Whitefoord with comments on revised draft SPA.	0,60	216,00
06/07/09	Cogan	Travel to and from Zurich for meetings (7.2 hours recorded at 50 % rate = 3.6 hours).	3,60	1.296,00
06/07/09	Cogan	Meeting at GM's offices in Zurich with Magna and Sberbank teams to discuss SPA.	9,50	3.420,00
06/07/09	Wessels	Negotiating draft Magna SPA with representatives of Magna and Sberbank in Zurich; travel to and return from Zurich (6.4 hrs. charged with 50 % = 3.2 hrs.).	12,60	5.796,00

Date	Timekeeper	Description	Hours	EUR
06/07/09	Bell	Reading instructions from C. Whitefoord regarding mark-up of SPA; reviewing amended agreement and commenting on proposed amendments.	0,90	324,00
07/07/09	Cogan	Drafting revised SPA based on meetings between GM, Magna and Sberbank; discussion with C. Whitefoord re same.	8,60	3.096,00
07/07/09	Holmes	Discussion with E. Cogan; reviewing new structure and e-mail to GM team regarding IP and IT issues.	1,30	637,00
07/07/09	Hinderer	Continue drafting and finalizing Transfer Deed for transfer of shares in AOG to Investors on Completion.	4,80	1.296,00
07/07/09	Whitefoord	Discussion with Erin Cogan re bridge loan covenants (0.2 hrs.); review and comment on revisions to SPA and review notes of 6 July meeting (2.1 hrs.); review New GM sale agreement in context of Beam (0.3 hrs.).	2,60	1.404,00
07/07/09	Wilson	Meeting with E. Cogan regarding progress on amended property warranties after comments received from Sberbank.	0,20	72,00
07/07/09	Crabbe	Review of recently added data room documents and updating files for UK pension schemes with further information.	0,40	76,00
07/07/09	Chadwick	Discussion with C. Whitefoord regarding recent meetings, tax follow-up and next steps.	0,20	108,00
08/07/09	Heckelmann	Meeting with Riccardo Ventura and P. Wessels regarding employee participation issues in AOG.	1,00	460,00
08/07/09	Whitefoord	Return travel to Zurich for meetings on Beam (4.0 hrs. + 4.5 hrs. = 8.5 hrs. hours billed at 50 % = 4.2 hrs.).	4,20	2.268,00

Date	Timekeeper	Description	Hours	EUR
08/07/09	Whitefoord	Meeting with Magna and advisers (10.15 am - 7.30 pm) in Zurich.	9,30	5.022,00
08/07/09	Holmes	Reviewing various comments on IP and IT; telephone conversations with Baker & McKenzie team regarding IP and IT issues; e-mails with GM team regarding IP and IT issues.	1,10	539,00
08/07/09	Cogan	Travel to and from Zurich for meetings (7.2 hrs. recorded at 50 % rate = 3.6 hrs.).	3,60	1.296,00
08/07/09	Cogan	Meeting at GM's offices in Zurich with Magna and Sberbank teams to discuss SPA (including lawyers only meeting with Alexander Schwarz of Gleiss Lutz and Andreas Stilcken of White & Case).	9,00	3.240,00
08/07/09	Wessels	Negotiating draft SPA with representatives of Magna and Sberbank in Zurich.	5,20	2.392,00
08/07/09	Wessels	Meeting with Riccardo Ventura (GM) in Zurich to analyze various models for employee participation in AOG.	0,90	414,00
08/07/09	Wessels	Travel to and travel back from Zurich (50 % of 6.2 hrs.).	3,10	1.426,00
09/07/09	Wessels	Negotiating draft Shareholders' Agreement with representatives of Magna and Sberbank in Zurich.	6,90	3.174,00
09/07/09	Wessels	Travel to and travel back from Zurich (50 % of 6.2 hrs.).	3,10	1.426,00
09/07/09	Holmes	Telephone conversation with C. Whitefoord; e-mail with GM re IT issues.	0,30	147,00
09/07/09	Whitefoord	Discussion with S. Holmes re IT and IP aspects of SPA (0.3 hrs.); discussion with E. Cogan re issues list (0.2 hrs.); discussion with E. Cogan re questions on draft and working through draft (1.2 hrs.); review list of action items required (0.1 hrs.).	1,80	972,00

<b>Date</b>	<b>Timekeeper</b>	<b>Description</b>	<b>Hours</b>	<b>EUR</b>
09/07/09	Hinderer	Meeting in Zurich with Magna/Sberbank to negotiate Shareholders' Agreement.	6,90	1.863,00
09/07/09	Hinderer	Travel to Zurich (50 % of 3.2 hrs.).	1,60	432,00
09/07/09	Cogan	Preparing revised SPA based on meetings between GM, Magna and Sberbank (2.8 hrs.); preparing list of open issues (1.5 hrs.); correspondence with Gleiss Lutz and White & Case to confirm open issues list (0.7 hrs.); preparing revised list of action items for GM and the Investors (2.4 hrs.).	7,40	2.664,00
<b>Total fees</b>			<b><u>164,20</u></b>	<b><u>68.463,00</u></b>

## Project Beam

### Disbursement Detail

Date	Description	EUR
07/07/09	E. Cogan: Photocopies 1164 Equitrac Copies.	273,00
09/07/09	C. Whitefoord: Transportation - Local; Petrol for 68 miles @ 50p per mile 06/07/2009; Bank ID: BACS Check Number: 99114808.	39,87
09/07/09	C. Whitefoord: Transportation - Local; Car parking at LHR re trip to Zurich on Beam 06/07/2009; Bank ID: BACS Check Number: 99114808.	50,66
09/07/09	C. Whitefoord: Out-of-Town Travel - Reed and Mackay; LHR-Zurich-LHR 06/07/2009; R1688452 GBP391.97.	459,65
09/07/09	E. Cogan: Out-of-Town Travel - Reed and Mackay; London City-Zurich-LHR 06/07/2009; R1688467 GBP392.05.	459,74
09/07/09	C. Whitefoord: Out-of-Town Travel - Reed and Mackay; LHR-Zurich-London City 08/07/2009; R1690634 GBP745.95.	874,75
09/07/09	E. Cogan: Out-of-Town Travel - Reed and Mackay; LHR-Zurich-London City 08/07/2009; R1690639 GBP745.95.	874,75
09/07/09	C. Whitefoord: Photocopies 92 Equitrac A4 Colour Copies.	107,88
09/07/09	C. Whitefoord: Photocopies 87 Equitrac A4 Colour Copies.	102,02
16/07/09	C. Whitefoord: Transportation - Local; Petrol for 68 miles @ 50p per mile to & from Heathrow 08/07/2009.	39,87
16/07/09	C. Whitefoord: Out-of-Town Travel - Reed and Mackay; Zurich-LHR-Zurich 08/07/2009; R1691459 GBP1044.37	1.224,69
16/07/09	E. Cogan: Out-of-Town Travel - Reed and Mackay; Zurich-LHR-Zurich 08/07/2009; R1691466 GBP1044.37.	1.224,69
17/07/09	G. Heckelmann: Travel - Out-of-Town 1000818; 08/07/2009 Meeting with Riccardo Ventura in Zurich; Bank ID: BA9 Check Number: 73003.	29,66
17/07/09	P. Wessels: Travel - Out-of-Town 1000724; Taxi 06/07/2009 Zurich; Bank ID: BA9 Check Number:	72,11

Baker & McKenzie - Partnerschaft von Rechtsanwälten, Wirtschaftsprüfern, Steuerberatern und Solicitors is a professional partnership under German law with its registered office in Frankfurt/Main, registered with the Local Court of Frankfurt/Main at PR No. 1602. It is associated with Baker & McKenzie International, a Verein organized under the laws of Switzerland. Members of Baker & McKenzie International are Baker & McKenzie law firms around the world. As far as we are invoicing legal services for certain locations, this refers to legal services rendered in a location of any such member firm of Baker & McKenzie International. CHIDMS1/2724881.1

<b>Date</b>	<b>Description</b>	<b>EUR</b>
	73099.	
23/07/09	H.A. Hinderer: Travel - Out-of-Town 1001132; Taxi, Hotel July 9 and 10, 2009; negotiations with Magna in Zurich; Bank ID: BA9 Check Number: 73343.	319,82
24/07/09	P. Wessels: Travel - Out-of-Town 1001224; Taxi, Hotel July 8-11, 2009; Meetings at GM in Switzerland; Bank ID: BA9 Check Number: 73395.	529,96
<b>Total Costs</b>		<b><u>6.683,12</u></b>



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**EXHIBIT C-2**

**ITEMIZED INVOICES**

**DELPHI STEERING ACQUISITION  
(JUNE 1 THROUGH JULY 9, 2009)**

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Date: 27 August 2009

General Motors Corporation  
PO Box 33170  
Detroit  
MICHIGAN(MI) 48232-5170  
USA

Our Ref: 39227342-1/CAW/LONDMC

**Invoice No. 1120581**

VAT No. GB 238 5592 33 (Great Britain)

For Professional Services for the period 1 June to 30 June 2009

**PURCHASE OF STEERING BUSINESS OF DELPHI CORPORATION****London Office**

Fees	115,106.72
Taxable Disbursements	157.86

**Amsterdam Office**

Fees	3,605.03
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**Beijing Office**

Fees	13,322.00
Taxable Disbursements	700.74

**Berlin Office**

Fees	12,142.98
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**Frankfurt Office**

Fees	2,354.50
Non-Taxable Disbursements	37.92

**Madrid Office**

Fees	4,558.50
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**Melbourne Office**

Fees	22,034.00
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**Mexico City Office**

Fees	14,063.35
Taxable Disbursements	1,113.61

Client's VAT No:

Payment details (Dollars):

Sort Code: 56-00-13 Swift Code: NWBKGB2L IBAN No: GB55 NWBK 6073 0102 8250 15

A/C No: 140/00/02825015 Baker &amp; McKenzie LLP US Dollar Office Account

Please quote Our Reference and the Invoice No. in your payment details.

National Westminster Bank Plc, PO Box 221,  
Connaught House, 65 Aldwych, London WC2B 4EJ

Baker & McKenzie LLP is a limited liability partnership registered in England and Wales with registered number OC311297. A list of members' names is open to inspection at its registered office and principal place of business, 100 New Bridge Street, London, EC4V 6JA. Baker & McKenzie LLP is a member of Baker & McKenzie International, a Swiss Verein.

Date: 27 August 2009

General Motors Corporation  
PO Box 33170  
Detroit  
MICHIGAN(MI) 48232-5170  
USA

Invoice No. 1120581

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<b>Milan Office</b>	
Fees	6,855.10
Taxable Disbursements	9.86
<b>Monterrey Office</b>	
Fees	8,852.00
Taxable Disbursements	498.97
Non-Taxable Disbursements	4.40
<b>Moscow Office</b>	
Fees	65.00
<b>Paris Office</b>	
Fees	10,310.99
<b>Porto Alegre Office</b>	
Fees	1,482.00
<b>Rome Office</b>	
Fees	18,604.34
Taxable Disbursements	18.03
<b>San Francisco Office</b>	
Fees	11,595.20
<b>Sao Paulo Office</b>	
Fees	9,398.00
Taxable Disbursements	530.14

Client's VAT No:

Payment details (Dollars):

Sort Code: 56-00-13 Swift Code: NWBKGB2L IBAN No: GB55 NWBK 6073 0102 8250 15

A/C No: 140/00/02825015 Baker & McKenzie LLP US Dollar Office Account

Please quote Our Reference and the Invoice No. in your payment details.

National Westminster Bank Plc, PO Box 221,  
Connaught House, 65 Aldwych, London WC2B 4EJ

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Date: 27 August 2009

General Motors Corporation  
PO Box 33170  
Detroit  
MICHIGAN(MI) 48232-5170  
USA

Invoice No. 1120581

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**Shanghai Office**

Fees	5,153.01
Taxable Disbursements	271.05

**Singapore Office**

Fees	1,966.70
Taxable Disbursements	427.47

**Sydney Office**

Fees	1,689.62
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**Tokyo Office**

Fees	14,124.86
Taxable Disbursements	82.58

**Warsaw Office**

Fees	3,030.70
Taxable Disbursements	21.92
Non-Taxable Disbursements	34.91

**Total Amount Payable**

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**\$284,224.06****Summary**

Taxable Fees	280,314.60
Taxable Disbursements	3,832.23
Non-Taxable Disbursements	77.23

*Baker & McKenzie LLP*

Client's VAT No:

**Payment details (Dollars):**

Sort Code: 56-00-13 Swift Code: NWBKGB2L IBAN No: GB55 NWBK 6073 0102 8250 15  
A/C No: 140/00/02825015 Baker & McKenzie LLP US Dollar Office Account  
Please quote **Our Reference** and the **Invoice No.** in your payment details.

National Westminster Bank Plc, PO Box 221,  
Connaught House, 65 Aldwych, London WC2B 4EJ

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27 August 2009

## Time and Cost Detail

Invoice No. 1120581  
 VAT No. GB 238 5592 33  
 (Great Britain)

**TIME NARRATIVE DETAIL****PURCHASE OF STEERING BUSINESS OF DELPHI CORPORATION****London Office**

<u>Date</u>	<u>Lawyer</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
01/06/09	Karen Anne Guch	Telephone calls with all parties to go through final MDA (2.2); dealing with changes from local countries following agreement on MDA (3); exchanging emails with India regarding various issues relating to the local Indian LTA and Gurgoan site (0.6); discussions with J Crozier regarding approach to changes required to local LTAs (0.3).	6.10	5,980.20
01/06/09	Jonathan M. Broughton	Attending on review of correspondence and documentation for change of directors of Rhodes India.	0.40	243.06
01/06/09	Jannan Crozier	Preparing for signing of the MDA by finalizing all international ancillary agreements; liaising with GM/Honigmans to finalize the ancillary agreements and co-ordinating the international teams with respect to finalizing the international agreements.	14.00	9,187.78
01/06/09	Romaana Dookhun	Correspondence with local counsel regarding signing of MSA.	0.80	382.42
02/06/09	Jonathan M. Broughton	Attending on outstanding steps to effect transfer of shares in Rhodes India.	0.80	486.13
02/06/09	Jannan Crozier	Attending to post signing matters relating to the MDA and queries from Honigmans on the international ancillary agreements (2hs) and updating the Transaction Agenda (1hr).	3.00	1,968.81
03/06/09	Karen Anne Guch	Dealing with various queries regarding Local Transfer Agreements and next steps.	2.10	2,058.76
03/06/09	Jonathan M. Broughton	Attending on draft documentation to change directors of Rhodes India.	0.70	425.36
03/06/09	Jannan Crozier	Attending to post signing matters relating to the MDA (1hr); liaising with Honigmann on exhibits to MDA (1.5hrs); reviewing all Local Transfer Agreements for outstanding points (3.5hrs).	6.00	3,937.62
03/06/09	Romaana Dookhun	Preparing email to local counsel regarding transaction closing timetable.	0.10	47.80

27 August 2009

**Time and Cost Detail**

Invoice No. 1120581  
VAT No. GB 238 5592 33  
(Great Britain)

**TIME NARRATIVE DETAIL**

<u>Date</u>	<u>Lawyer</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
04/06/09	Karen Anne Guch	Dealing with emails from Delphi regarding finalising Local Transfer Agreements; discussion with J Crozier regarding same.	0.70	686.25
04/06/09	Jonathan M. Broughton	Attending on outstanding requirements to change directors of Rhodes India.	0.70	425.36
04/06/09	Jannan Crozier	Telephone call with Honigmann regarding exhibits and outstanding points (1.5hrs); telephone call with Delphi on exhibits (1hr); instructions to local teams regarding closing process and procedure (0.5hrs).	3.00	1,968.81
04/06/09	Romaana Dookhun	Preparing email to local counsel regarding finalising Local Transfer Agreements (0.1); preparing email to Japanese Counsel regarding social insurance (0.1); correspondence regarding pre-closing tasks in Spain and France (0.3).	0.50	239.02
05/06/09	Karen Anne Guch	Attending to various emails regarding finalisation of local Local Transfer Agreements and extraction of Gurgoan and France.	0.80	784.29
05/06/09	Jonathan M. Broughton	Attending on review of draft documents to change directors of Rhodes India and following up further documents required.	0.80	486.13
05/06/09	Jannan Crozier	Attending to Local Transfer Agreement issues.	4.00	2,625.08
05/06/09	Romaana Dookhun	Preparing list of employment steps required in advance of close date; preparing email to local counsel regarding employment steps required in advance of close date.	1.10	525.83
06/06/09	Jannan Crozier	Attending to Local Transfer Agreement issues.	1.00	656.27
07/06/09	Jannan Crozier	Attending to Local Transfer Agreement issues.	2.00	1,312.54
08/06/09	Jonathan M. Broughton	Attending on correspondence regarding process of obtaining lease in Bursa.	0.60	364.60
08/06/09	Jannan Crozier	Project management of international portion of steering transaction by responding to multiple emails from local teams on pre-closing issues (5hrs); telephone calls with the US regarding pre-closing steps (0.5hrs); finalising Local Transfer Agreements and agreeing local points with Delphi (1.5hrs).	7.00	4,593.89
08/06/09	Romaana Dookhun	Reviewing first draft of Transaction Agenda and instructing local counsel regarding actions to be taken in advance of closing.	0.40	191.21

27 August 2009

**Time and Cost Detail**

Invoice No. 1120581  
VAT No. GB 238 5592 33  
(Great Britain)

**TIME NARRATIVE DETAIL**

<u>Date</u>	<u>Lawyer</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
08/06/09	Thomas Bolster	Amending Transaction Agenda of non-US Rhodes entities in light of amendments sent by local counsel in the following countries: China, Australia, Korea and the Netherlands.	1.40	385.66
09/06/09	Sarah C. Gregory	Internal discussion with R Dookhun regarding employment advice relating to transfer of employee working in Spain.	0.10	89.12
09/06/09	Karen Anne Guch	Attending to various emails regarding local transfer documents and from General Motors real estate team regarding next steps to ensure property gets transferred properly at closing and how to deal with issues that cannot be resolved prior to closing (0.9); discussion with J Crozier regarding employee liability issue (0.1).	1.00	980.36
09/06/09	Jonathan M. Broughton	Attending on correspondence regarding lease in Bursa for Rhodes Turkey and requirements for change of bank signatories for Rhodes India.	0.60	364.60
09/06/09	Jannan Crozier	Finalising Local Transfer Agreements with local teams and reviewing revised provisions (2.5hrs); responding to multiple emails from local teams re pre-closing issues (3hrs); employment telephone call with General Motors and Delphi (1.5hrs); telephone calls with Delphi re closing steps (1hr).	8.00	5,250.16
09/06/09	Romaana Dookhun	Discussions with local counsel regarding transaction structure in Spain and risks of taking on employees without Spanish legal entity (0.8); correspondence with local counsel regarding employee liabilities and Local Transfer Agreements (0.2).	1.00	478.03
09/06/09	Thomas Bolster	Amending Transaction Agenda of non-US Rhodes entities to take into account updates provided by local counsel in the following countries: Brazil, France, Germany, India, Italy and Japan.	2.40	661.13
10/06/09	Jonathan M. Broughton	Attending on correspondence regarding new lease in Bursa for Rhodes Turkey and outstanding requirements for change of directors Rhodes India.	0.60	364.60

27 August 2009

**Time and Cost Detail**

Invoice No. 1120581  
VAT No. GB 238 5592 33  
(Great Britain)

**TIME NARRATIVE DETAIL**

<u>Date</u>	<u>Lawyer</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
10/06/09	Jannan Crozier	Project management by responding to emails and calls from local teams regarding pre-closing steps (3hrs); reviewing and updating the Closing Agenda and discussing the same with Tom Bolster (2hrs).	5.00	3,281.35
10/06/09	Romaana Dookhun	Correspondence regarding Russian consultant and Spanish employees (0.3); reviewing correspondence regarding Japanese employees (0.2); updating list of pre-closing employment actions (0.3).	0.80	382.42
11/06/09	Jannan Crozier	Finalising Local Transfer Agreements (1.5hrs); responding on Mexican issues regarding transfer of 3 businesses to SteeringMex (0.5hrs).	2.00	1,312.54
11/06/09	Romaana Dookhun	Correspondence regarding Transaction Agenda.	0.20	95.61
12/06/09	Jannan Crozier	Responding on property queries from Fred Zehnder and team at GM and liaising with local teams to get answers and responding on Local Transfer Agreement queries.	2.00	1,312.54
15/06/09	Karen Anne Guch	Dealing with various real estate emails from General Motors regarding Australia, India, French and Polish properties (1.1); dealing with email from Delphi regarding Korean payroll service provider (0.1).	1.20	1,176.43
15/06/09	Jonathan M. Broughton	Attending on correspondence regarding change of bank signatories for each of Rhodes acquisition entities and outstanding requirements for change of directors Rhodes India.	0.50	303.83
15/06/09	Jannan Crozier	Attending to Indian Local Transfer Agreement and employment arrangements (1.5hrs); attending to property query from F Zehnder (0.5hrs).	2.00	1,312.54
15/06/09	Thomas Bolster	Compiling summary table of Rhodes entities, containing basic information for each company such as amount of share capital and identity of directors.	0.50	137.74
16/06/09	Jonathan M. Broughton	Attending on review of valuation report for Rhodes India (0.3 hrs); correspondence regarding change of bank signatories for each of the Rhodes acquisition entities (0.4 hrs).	0.70	425.36
16/06/09	Jannan Crozier	Dealing with emails from local teams regarding project management and pre-closing issues.	4.00	2,625.08



27 August 2009

**Time and Cost Detail**

Invoice No. 1120581  
VAT No. GB 238 5592 33  
(Great Britain)

**TIME NARRATIVE DETAIL**

<u>Date</u>	<u>Lawyer</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
16/06/09	Romaana Dookhun	Correspondence regarding employment of Spanish individual by non-Spanish Rhodes entity (0.9); correspondence regarding employment issues in India (0.3).	1.20	573.64
16/06/09	Thomas Bolster	Updating table of Rhodes entities with entries from Singapore and Australia (1.1 hrs.); discussing finalisation of Transaction Agenda of non-US Rhodes entities with J Crozier (0.2 hrs.); liaising with colleague in employment department regarding employment issues (0.1 hrs.); begin reviewing and standardising Transaction Agenda of non-US Rhodes entities (0.3 hrs.).	1.70	468.30
17/06/09	Jonathan M. Broughton	Attending on change of bank signatories for each of Rhodes acquisition entities (0.6 hrs); reviewing correspondence regarding establishment of branch in Bursa and transfer of employees to Rhodes Turkey (0.4 hrs).	1.00	607.66
17/06/09	Jannan Crozier	Attending France exclusion telephone call and employee follow-up (0.9hrs); telephone call with Walt regarding employment issues (0.5hrs); attending to Transaction Agenda and project management (2.5hrs).	3.90	2,559.45
17/06/09	Romaana Dookhun	Reviewing and considering employment steps required in advance of close date as detailed inof Transaction Agenda.	1.00	478.03
17/06/09	Thomas Bolster	Reviewing entire Transaction Agenda of non-US Rhodes entities to standardise entries from different local counsels and filling gaps in table (3.5 hrs.), referring back to local counsel where necessary (1.2 hrs.) and integrating latest comments on employment issues from colleague in employment department (0.5 hrs.).	5.20	1,432.44
18/06/09	Sarah C. Gregory	Internal discussion with R Dookhun with update on timing and requesting for advice on costs incurred.	0.20	178.25
18/06/09	Jonathan M. Broughton	Attending on change correspondence with local counsel and General Motors representatives regarding bank signatories for each of Rhodes acquisition entities (1.9 hrs); reviewing correspondence regarding establishment of branch in Bursa and transfer of employees to Rhodes Turkey (0.4 hrs); reviewing shares transfer documentation for Rhodes India (0.4 hrs).	2.70	1,640.68

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**Time and Cost Detail**

Invoice No. 1120581  
VAT No. GB 238 5592 33  
(Great Britain)

**TIME NARRATIVE DETAIL**

<u>Date</u>	<u>Lawyer</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
18/06/09	Romaana Dookhun	Briefing Y Payne on outstanding employment issues in each jurisdiction (1.0); telephone call with J Crozier regarding potential public auction (0.2); correspondence with local counsel regarding employment liabilities incurred if proceed with employment steps and deal does not close (0.6).	1.80	860.45
18/06/09	Thomas Bolster	Liaising with Australian Counsel on outstanding employment question on communication with Trade Unions.	0.40	110.19
18/06/09	Joanne Maitland	Updating table of outstanding information concerning the appointment of authorised signatories to bank accounts prior to completion; collating information concerning what documents are necessary to effect a change of bank account signatories in the different jurisdictions involved in the transaction.	2.00	550.94
19/06/09	Jonathan M. Broughton	Attending on correspondence with local counsel regarding bank signatories for each of Rhodes acquisition entities (1.5 hrs); correspondence regarding establishment of branch in Bursa (0.2 hrs); attending on correspondence with Indian local counsel regarding shares transfer documentation for Rhodes India (0.6 hrs).	2.30	1,397.62
19/06/09	Romaana Dookhun	Correspondence with local counsel regarding employment liabilities in the event the transaction does not close.	0.40	191.21
19/06/09	Yvonne Payne	Internal handover discussions with R Dookhun regarding purchasing of steering business and Transaction Agenda (0.6 hrs.); reviewing emails from several jurisdictions responding to R Dookhun's email regarding ruling of US bankruptcy judge and potential delay to completion (0.5 hrs.).	1.10	516.91
19/06/09	Joanne Maitland	Updating table of outstanding information concerning the appointment of authorised signatories to bank accounts prior to completion; collating information concerning what documents are necessary to effect a change of bank account signatories in the different jurisdictions involved in the transaction.	0.30	82.64

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<u>Date</u>	<u>Lawyer</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
19/06/09	Thomas Bolster	Updating Transaction Agenda of non-US Rhodes entities with entries from Mexico and incorporating final amendments to standardise document.	2.30	633.58
22/06/09	Jonathan M. Broughton	Attending on change of bank signatories for each of Rhodes acquisition entities; updating bank signatories matrix (3 hrs); correspondence regarding lease for Rhodes Turkey (0.4 hrs).	3.40	2,066.04
22/06/09	Jannan Crozier	Attending bank account discussions with Ajai Shanker at GM (1hr); telephone call with Honigmann re status update on international issues (1hrs); status update to team and project management of pre-closing issues (2hrs).	4.00	2,625.08
22/06/09	Yvonne Payne	Preparing email following up to R Dookhun's email regarding impact of delaying close date; reviewing email from Spanish colleagues regarding same.	0.40	187.97
22/06/09	Joanne Maitland	Updating table of outstanding information concerning the appointment of authorised signatories to bank accounts prior to completion; collating information concerning what documents are necessary to effect a change of bank account signatories in the different jurisdictions involved in the transaction.	0.80	220.38
23/06/09	Jonathan M. Broughton	Attending on collating documents for change of bank signatories for each of Rhodes acquisition entities (0.9 hrs); updating bank signatories matrix; reviewing Board Minutes of Rhodes India (2 hrs); reviewing Mandate Letters and distribution to local counsel (0.9 hrs).	3.80	2,309.11
23/06/09	Jannan Crozier	Reviewing transaction agenda (1hr); liaising with employment team on international employment issues (1.5hrs); responding to multiple emails regarding project management and pre-closing issues (2.5hrs).	5.00	3,281.35
23/06/09	Yvonne Payne	Preparing summary email to J Crozier regarding potential employment liabilities connected with delay to closing, following review of further responses from various jurisdictions (0.8 hrs.); telephone call to J Crozier regarding same (0.2 hrs.); reviewing Transaction Agenda and reviewing emails from J Crozier confirming action points (1 hr).	2.00	939.84

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**TIME NARRATIVE DETAIL**

<u>Date</u>	<u>Lawyer</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
23/06/09	Thomas Bolster	Liaising regarding closing deliverables required with J Crozier (0.2 hrs.); drafting table of closing deliverables and begin entering details for relevant jurisdictions (0.9 hrs.).	1.10	303.02
24/06/09	Jonathan M. Broughton	Attending on correspondence regarding Bursa lease (0.6 hrs); collating documents for change of bank signatories for each of Rhodes acquisition entities (0.4 hrs); updating bank signatories matrix (1 hr); correspondence with General Motors representatives regarding limitation on bank signatories powers (0.6 hrs).	2.60	1,579.92
24/06/09	Jannan Crozier	Conference call with Alix partners regarding status of international issues (1.5hrs); conference call on France site and conference call on Italy (2hrs); project management of international issues and responding to emails (2.5hrs) and telephone calls regarding bank accounts (1hr).	7.00	4,593.89
25/06/09	Jonathan M. Broughton	Attending on requirements for change of bank signatories and correspondence with local counsel regarding same (2 hrs); reviewing updated bank signatories matrix (0.5 hrs); reviewing Rhodes India Board Minutes (0.3 hrs).	2.80	1,701.45
25/06/09	Jannan Crozier	Telephone call with Paris regarding French site closure and following up email to General Motors (1hr); arranging for Australian agreements and Indian agreements to be signed (0.5hrs); project management and coordination by responding to emails from local teams (2hrs); attending Turkish telephone call on branch opening (0.5hrs).	4.00	2,625.08
25/06/09	Yvonne Payne	Reviewing email from Australia responding to R Dookhun's email regarding potential delay to completion of acquisition of Steering business (0.1 hr); preparing email to J Crozier regarding same (0.1 hr).	0.20	93.98
25/06/09	Yvonne Payne	Review emails from European colleagues regarding transfer of Spanish employee (0.3 hrs.); review emails from Italy re consultation with Unions (0.3 hrs.); respond to J Crozier's email regarding preparation of documents ready for closing (0.2 hrs.).	0.80	375.94

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<u>Date</u>	<u>Lawyer</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
25/06/09	Thomas Bolster	Compiling table of closing deliverables and filing completion documents (0.5 hrs.); finalising local transfer documents and capitalisation issues (2.9 hrs.); updating Transaction Agenda of non-US Rhodes entities for Australia, China, Italy and Korea (2.2 hrs.).	5.60	1,542.63
26/06/09	Karen Anne Guch	Discussion with J Crozier on open issues relating to local transfers on General Motors and how these get resolved by closing or otherwise dealt with post closing (0.8); dealing with email from Indian Counsel on issues on the LTA and properties arising in India (0.4).	1.20	1,176.43
26/06/09	Jonathan M. Broughton	Attending on documents for change of bank signatories (2 hrs); correspondence regarding Bursa lease (0.5 hrs); reviewing updated bank signatories matrix (0.5 hrs); correspondence with local counsel regarding local corporate law requirements to change bank signatories (0.1 hrs).	3.10	1,883.75
26/06/09	Yvonne Payne	Telephone call with J Crozier regarding acquisition of Steering business and closing formalities for German employees; preparing email to A Wolff (B&M Berlin) regarding Equalisation of Interest Agreement and Transfer Letters; reviewing emails regarding consultation with Unions in Italy.	0.40	187.97
26/06/09	Thomas Bolster	Updating Transaction Agenda of non-US Rhodes entities with entries from India, Brazil, Germany, Netherlands and Turkey (2.5 hrs.); continue compiling file of local transfer documents and table of completion documents (0.8 hrs.); opening new file for local resolutions authorising transfers requiring execution (0.4 hrs.); drafting new table dealing specifically with capitalisation issues arising from continuing operating costs and lack of funding of some Rhodes entities (2.3 hrs.).	6.00	1,652.82
29/06/09	Jonathan M. Broughton	Attending on updated matrix and documents for change of bank signatories (0.2 hrs); preparing KYC required documents table (2 hrs); correspondence regarding execution of Bursa lease (0.3 hrs).	3.00	1,822.98

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<u>Date</u>	<u>Lawyer</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
29/06/09	Jannan Crozier	Project management by responding to multiple local counsel emails re international issues (3hrs); attending General Motors process telephone call and General Motors France telephone call (1hr).	4.00	2,625.08
29/06/09	Yvonne Payne	Reviewing recent email traffic between European offices and General Motors and Delphi to determine outstanding employment law issues (1.4 hrs.); exchanging emails with J Crozier regarding same (0.5 hrs.); preparing email to J Marx (B&M Tokyo) regarding procedure for transferring Japanese employees, and need for social insurance registration (0.5 hrs.); preparing email to Mexican Office regarding deadlines for employment substitution process (0.5 hrs); preparing email to client regarding next steps on negotiations with Japanese employees to be released post-closing (0.5 hrs)	3.40	1,597.73
29/06/09	Thomas Bolster	Updating file of written resolutions and information tables with latest information from Japanese Counsel (0.4 hrs.); checking final documents for local subsidiaries received from General Motors against local documents already received from local counsel (1.6 hrs.).	2.00	550.94
30/06/09	Karen Anne Guch	Update meeting with J Crozier on status of non-US open items (e.g. licenses, approvals, permits, property transfers, employee consultations, etc) for closing of Delphi Steering transaction.	1.00	980.36
30/06/09	Jonathan M. Broughton	Attending on local law requirements for change of bank signatories of local Rhodes entities (2.5 hrs); attending to transfer of shares of Rhodes India requirements and transmission of funds (0.5 hrs); collating required KYC information (0.25 hrs); reviewing authorised signatories and updating table of authorized bank signatories (0.25 hrs).	3.50	2,126.81
30/06/09	Yvonne Payne	Reviewing latest version of Transaction Agenda to determine what employment actions remain outstanding (0.7 hrs.); preparing email to Mexican colleagues regarding same (0.2 hrs.); reviewing today's emails regarding progress with Spanish employee and negotiations with Japanese employees whose employment is to be terminated (0.4 hrs.); telephone call with J Crozier to discuss next steps (0.1 hrs.).	1.40	657.89

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<u>Date</u>	<u>Lawyer</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
30/06/09	Jannan Crozier	Meeting with Karen Guch re update of transaction (1hr); Project management by responding to multiple emails from local teams (1.5hrs) and reviewing Closing Agenda (1hr).	3.50	2,296.95
30/06/09	Thomas Bolster	Receiving details of expenses to be incurred by local Rhodes entities on closing and entering into Capitalisation Agenda.	1.10	303.02
<b>Total: London Office</b>				<b>\$1 15,106.72</b>

**Amsterdam Office**

<u>Date</u>	<u>Lawyer</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
01/06/09	Rebecca C.J. Zimmerman	Amending Local Agreement regarding the Netherlands and Poland to conform to changes made in Master Disposition Agreement.	2.50	636.18
08/06/09	Rebecca C.J. Zimmerman	Amending the Local Transaction Agreement and the Non US Transaction Agenda for the Netherlands regarding the acquisition a Dutch B.V. (Fidass II B.V)	1.60	407.15
15/06/09	Laura E. Rietvelt	Completing table regarding details of Rhodes Holding Netherlands BV (0.1); replying to email of J Crozier with completed table (0.1).	0.20	93.40
17/06/09	Laura E. Rietvelt	Reviewing email with documents from J Broughton regarding change of signatories of Rhodes Holding Netherlands BV regarding banking mandates (0.4).	0.40	186.80
18/06/09	Laura E. Rietvelt	Telephone calls with Deutsche Bank regarding change of signatories (0.4); preparing email to J Broughton with signature card (0.3); updating table and description regarding change of signatories with Deutsche Bank in the Netherlands (0.3).	1.00	467.00
23/06/09	Kim F. Tan	Reviewing email by and replying to J Broughton regarding authorised representatives of Rhodes Holding Netherlands BV.	0.30	169.80
24/06/09	Fleur E. Van Es	Interoffice conference with W Van Lier (B&M Amsterdam) regarding acquisition shelf company by Delphi (0.2); reviewing email correspondence regarding same (0.2).	0.40	149.41

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<u>Date</u>	<u>Lawyer</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
26/06/09	Fleur E. Van Es	Interoffice conference with R Zimmerman (B&M Amsterdam) regarding email correspondence with T Bolster Delphi transaction.	0.20	74.71
26/06/09	Rebecca C.J. Zimmerman	Updating Transaction Agenda; replying to email of J Crozier regarding various outstanding issues with respect to the acquisition of the Dutch B.V. (Fidass II B.V.) by Delphi Automotive Systems (Holding), Inc..	2.00	508.94
29/06/09	Rebecca C.J. Zimmerman	Internal conference with E Mulders (B&M Amsterdam) regarding acquired BV by Delphi and capitalisation of Rhodes entity.	0.50	127.23
30/06/09	Fleur E. Van Es	Reviewing file acquisition Delphi business (0.3); interoffice conference with R Zimmerman regarding Capitalisation Agenda (0.3); completing and revising draft Capitalisation Agenda and forwarding agenda to J Crozier (0.3); reviewing email correspondence regarding Dutch bank accounts (0.2); reviewing updated time table (0.2); various telephone calls with Orangefield regarding bank accounts (0.4); reviewing email correspondence and documents regarding bank accounts of Dutch Rhodes entity (0.3).	2.10	784.41
<b>Total: Amsterdam Office</b>				<b>\$3,605.03</b>

**Beijing Office**

<u>Date</u>	<u>Lawyer</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
08/06/09	Ping Liu	Following up correspondence from E Lim, F Zehnder and V Wu (B&M Beijing) regarding PRC real properties (0.2); updating PRC section of Transaction Agenda per instruction by J Crozie (1.2); liaising with C He (Delphi China) regarding outstanding operation permits of PRC entities (0.2).	1.60	832.00
08/06/09	Vivian W. Wu	Preparing email to F Zehnder to confirm property owned or leased by Lingyun Joint Venture as per K Guch's instruction.	0.30	150.00



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<u>Date</u>	<u>Lawyer</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
10/06/09	Ping Liu	Reviewing correspondences from J Liu (General Motors) and J Crozier regarding closing (0.4); reviewing replies from C He regarding status of outstanding operation permits of PRC entities (0.8); discussing employment issue with Y Ding (B&M Shanghai) (0.3).	1.50	780.00
12/06/09	Vivian W. Wu	Reviewing emails from F Zehnder and E Lim regarding properties owned or leased by PRC entities (0.2); reviewing relevant due diligence documents and latest further information request list (0.3); summarising outstanding real property issues of PRC entities and sending via email summary to F Zehnder and E Lim accordingly (1.7).	2.20	1,100.00
15/06/09	Xin Huang	Verifying execution dates and party names of Joint Venture Contract and amendments of Wuhu Joint Venture and Lingyun Joint Venture.	0.70	252.00
15/06/09	Ping Liu	Revising Novation Agreements per instruction by J Liu (0.9); reviewing comment by J Deng (B&M Shanghai) on Disclosure Schedule 4.10 of Master Disposition Agreement (0.4); reviewing Schedule 4.3.1 and Schedule 4.3.2 of Master Disposition Agreement per request by J Crozier (1.5).	2.80	1,456.00
15/06/09	Vivian W. Wu	Reviewing emails from F Zehnder regarding follow-up queries on properties leased by Lingyun Joint Venture and Suzhou WFOE (0.1); reviewing previous summaries and correspondences on same (0.2); drafting emails to reply to F Zehnder's queries (0.4); reviewing Land Use Right Certificate and Building Ownership Certificate of Ascendra Xin-su (0.4); preparing email to reply to E Lim's queries on Suzhou WFOE's self-owned properties (0.4).	1.50	750.00
16/06/09	Ping Liu	Discussion with X Huang (B&M Beijing) regarding update to list of outstanding operation permits of PRC entities.	0.10	52.00
16/06/09	Vivian W. Wu	Forwarding Supplemental Agreement to two Build to Lease Agreements to F Zehnder and E Lim.	0.10	50.00
17/06/09	Xiangyang Ge	Reviewing various correspondence regarding signing and property information of PRC entities.	0.30	282.00

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<u>Date</u>	<u>Lawyer</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
17/06/09	Xin Huang	Inquiring with Zhuozhou Statistic Bureau regarding Statistic Registration Certificate of Lingyun JV (0.2); conducting research regarding Pollutant Discharge Permit of Linyun JV (0.1).	0.30	108.00
17/06/09	Vivian W. Wu	Requesting Building Ownership Certificate regarding premises leased by Suzhou WFOE from Delphi (0.1); sending same to E Lim (0.1); commenting on issuance entity and date (0.1).	0.30	150.00
18/06/09	Xiangyang Ge	Reviewing and approving revisions to Schedule 4.3.1 and Schedule 4.3.2 of Master Disposition Agreement.	0.20	188.00
18/06/09	Xin Huang	Reviewing Joint Venture Contract and Articles of Association of Lingyun Joint Venture and Wuhu Joint Venture regarding Voting Trust Agreement, restricting voting, distribution right and transferability; summarising relevant provisions re same.	1.30	468.00
18/06/09	Ping Liu	Reviewing and revising draft confirmation by X Huang on Paragraph 2 of Schedule 4.3.1 of Master Disposition Agreement (0.2); reviewing revisions to Schedule 4.3.2 of Master Disposition Agreement (0.3); commenting on Q Yu's statement to share pledge under Schedule 4.3.2 of Master Disposition Agreement (1.4).	1.90	988.00
18/06/09	Vivian W. Wu	Preparing email to F Zehnder regarding status of two Guarantee Letters.	0.10	50.00
19/06/09	Xin Huang	Discussion with P Liu (B&M Beijing) regarding updates on Due Diligence Report.	0.10	36.00
19/06/09	Ping Liu	Discussion with C He regarding revision to Schedule 4.3.1 of Master Disposition Agreement (0.2); revising Schedule 4.3.1 of Master Disposition Agreement (0.3); discussion with Y Ding regarding social insurance contribution by Shanghai branch of Suzhou Joint Venture and labour non-compliance by Lingyun Joint Venture in Schedule 4.10 of Master Disposition Agreement (0.4); following up correspondence from F Zehnder and Q Yu regarding Lease Guarantee Novation Agreements (0.4); translating PRC section of Acquisition Bank Account Details Table into Chinese and liaising with C He regarding same (1.1).	2.40	1,248.00

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<u>Date</u>	<u>Lawyer</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
22/06/09	Ping Liu	Discussion with X Huang regarding Delphi's replies on outstanding permits.	0.20	104.00
23/06/09	Xin Huang	Revising table of operation permit of PRC entities.	0.90	324.00
23/06/09	Ping Liu	Following up correspondences from Q Yu and J Crozier regarding labour non-compliance (0.1); updating Transaction Agenda per instruction by J Crozier (0.2).	0.30	156.00
24/06/09	Xiangyang Ge	Reviewing revisions and updates on table of operation permit of PRC entities.	0.50	470.00
24/06/09	Xin Huang	Revising table of operation permit of PRC entities.	2.20	792.00
24/06/09	Ping Liu	Replying to request by J Broughton on documentation evidencing current directors of three PRC entities (0.9); following up correspondence from Y Ding and J Crozier regarding labour non-compliance (0.3).	1.20	624.00
25/06/09	Xin Huang	Telephone call with C He regarding due diligence documents (0.2); conducting research on issuance authority of Receipt of Reporting Form for Project Liable to Induce Occupational Disease (0.2); inquiring with Suzhou Industrial Park Environmental Protection Bureau regarding Pollutant Discharge Permit (0.3); discussion with P Liu and Y Ding regarding various labor non-compliance issues of PRC entities found through due diligence (0.2); revising the table of operational permit of PRC entities (0.6); drafting email to C He regarding outstanding information on operational permits of PRC entities (0.2).	1.70	612.00
25/06/09	Ping Liu	Following up correspondence from J Deng regarding employment non-compliance by PRC entity of Delphi (0.3); updating PRC section of Closing Agenda sent by J Crozier (2.2).	2.50	1,300.00
<b>Total: Beijing Office</b>				<b>\$13,322.00</b>

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**TIME NARRATIVE DETAIL**

**Berlin Office**

<u>Date</u>	<u>Lawyer</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
01/06/09	Hermann Ali Hinderer	Reviewing various emails provided by J Crozier regarding redraft of German Local Transfer Agreement (0.3); exchanging emails with J Crozier regarding various open issues in German Local Transfer Agreement (e.g. relating to possibility of GM to demand termination of employees objecting to transfer to GM and liabilities assumed by GM) (0.3); revising German Local Transfer Agreement (2.2); drafting cover mail and sending out mail with revised documents to J Crozier (0.2).	3.00	1,448.73
04/06/09	Hermann Ali Hinderer	Reviewing MDA and adjusting German Local Transfer Agreement to MDA (1.3); drafting and sending out cover email to Delphi with German Local Transfer Agreement (0.2).	1.50	724.37
04/06/09	Roman C. Jüngling	Reviewing German Sale, Purchase and Transfer Agreement regarding definitions from Master Disposition Agreement (1.7 hrs.); discussing results with H Hinderer (B&M Berlin) (0.2 hrs).	1.90	721.41
05/06/09	Hermann Ali Hinderer	Reviewing draft local Local Transfer Agreement revised by Delphi; drafting and sending out email regarding same matter to M Kuschnick (0.4); brief telephone conference with local Delphi counsel (0.1).	0.50	241.46
08/06/09	Alexander Wolff	Reviewing state of affairs in employment matters; preparing email H Hinderer regarding Local Transfer Agreement concerning Transferred Employees.	0.40	260.96
08/06/09	Hermann Ali Hinderer	Discussing Local Asset Transfer Agreement with M Kuschnick (0.4); telephone conference with Delphi on open issues re Local Asset Transfer Agreement (e.g. transfer of employees, venue and fees and expenses clauses etc.) (1.2); preparing and sending out revised draft of Local Asset Transfer Agreement to Delphi based on telephone conference (2.2); liaising with B&M London on several Local Transfer Agreement issues (assumption of employee liabilities, fees and expenses) (0.7).	4.50	2,173.10

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<u>Date</u>	<u>Lawyer</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
09/06/09	Hermann Ali Hinderer	Liaising with Delphi local counsel on open issues relating to Local Asset Transfer Agreement (e.g. assumption of employee liabilities, fees and expenses etc.) (0.3); liaising with B&M London regarding same matter (0.1); discussing Local Transfer Agreement with M Kuschnick (0.1); revising Local Transfer Agreement (0.4); drafting and sending out email to Delphi with revised Local Transfer Agreement (0.1).	1.00	482.91
10/06/09	Alexander Wolff	Preparing email to I Vagne and Mr Lemke regarding German employment issues.	0.60	391.44
10/06/09	Hermann Ali Hinderer	Discussion with J Crozier latest draft of Local Asset Transfer Agreement (0.2); drafting and sending out email to Delphi's local counsel regarding same (0.1); revising Local Asset Transfer Agreement (0.4); drafting and sending out email to Delphi attaching revised Local Asset Transfer Agreement (0.1).	0.80	386.33
22/06/09	Alexander Wolff	Preparing email to Y. Payne regarding employment liabilities in Germany.	0.30	195.72
23/06/09	Alexander Wolff	Preparing email to R Dookhun regarding risks entailed by postponement of transfer date regarding Transferred Employees.	0.70	456.68
24/06/09	Alexander Wolff	Preparing email to Ms Kleffmann regarding Settlement of Interest Agreement (0.20); preparing email to Mr Lemke regarding Proposal for Information Letter and Settlement of Interest Agreement (0.20).	0.40	260.96
24/06/09	Hermann Ali Hinderer	Organising closing of Project Rhodes: Reviewing and revising closing step list.	0.70	338.04
24/06/09	Hermann Ali Hinderer	Preparing Closing Project Rhodes: Drafting and sending out email to General Motors local contact regarding closing and necessary steps for taking over various real estate located in Germany.	0.60	289.75
24/06/09	Hermann Ali Hinderer	Preparing Closing Project Rhodes: Drafting and sending out email to Delphi local counsel regarding steps for closing.	0.40	193.16

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<u>Date</u>	<u>Lawyer</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
24/06/09	Hermann Ali Hinderer	Preparing Closing Project Rhodes: Revising Lease Agreement for Rüsselsheim according to instructions of local General Motors contact (1.2); drafting and sending out email to lessor with revised Lease Agreement attached explaining amendments and further steps (0.4).	1.60	772.64
29/06/09	Alexander Wolff	Attending to email and telephone conference with Mr Lemke regarding Settlement of Interest Agreement regarding Delphi and information letter to affected employees (0.80); preparing email to Mr Lemke regarding Employment Contract of Mr Lenzke (0.40); amending Information Letter to employees and preparing email to W Ralph (General Motors) (1.20).	2.40	1,565.76
30/06/09	Alexander Wolff	Email correspondence with W Ralph, Mr Lemke and attorney of Delphi regarding Information Letter (0.80); preparing email to Mr Lemke regarding Tripartite Agreement with Mr Lenzke (1.10).	1.90	1,239.56
<b>Total: Berlin Office</b>				<b>\$12,142.98</b>

**Frankfurt Office**

<u>Date</u>	<u>Lawyer</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
05/06/09	Guenther H. Heckelmann	Reviewing pre-closing checklist regarding German employment issues (0.20); correspondence with H Hinderer and A Wolff regarding employment input (0.20).	0.40	309.50
08/06/09	Jan Gernoth	Working with J Crozier on solution for Rhodes Germany's capital maintenance issue (0.2h); reviewing Closing Step List and working with H Hinderer on Closing Step List (0.3h); telephone conversation with M Kuschnick regarding Rhodes Germany re Rhodes Germany's capital maintenance issue (0.2h); preparing email to M Kuschnick summarising Rhodes Germany's capital maintenance issue (0.7h).	1.40	807.80
15/06/09	Jan Gernoth	Preparing email to M Kuschnick regarding status of analysis of financial situation of Rhodes Germany.	0.10	57.70

27 August 2009

**Time and Cost Detail**

Invoice No. 1120581  
VAT No. GB 238 5592 33  
(Great Britain)

**TIME NARRATIVE DETAIL**

<u>Date</u>	<u>Lawyer</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
18/06/09	Nicole Bassmann	Updating list of bank accounts provided by J. Broughton (0.3); preparing email to J Gernoth (B&M Frankfurt) and to J Broughton regarding same (0.2).	0.50	112.71
23/06/09	Guenther H. Heckelmann	Reviewing draft Equalisation of Interest Agreement and Transfer Letter to employees (0.20); correspondence with A Wolff regarding same (0.20).	0.40	309.50
24/06/09	Guenther H. Heckelmann	Correspondence with A Wolff regarding details of Equalisation of Interest Agreement between Delphi and their works council and implications for General Motors.	0.30	232.12
29/06/09	Guenther H. Heckelmann	Correspondence with A Wolff regarding Transfer Letters to employees.	0.30	232.12
29/06/09	Nicole Bassmann	Reviewing email of J Broughton regarding signatories bank account.	0.30	67.63
30/06/09	Nicole Bassmann	Reviewing bank documentation of Deutsche Bank and Commerzbank of Rhodes Germany GmbH (0.3); preparing email to Commerzbank (0.3); amending draft Mandate Letter to Deutsche Bank (0.4).	1.00	225.42
<b>Total: Frankfurt Office</b>				<b>\$2,354.50</b>

**Madrid Office**

<u>Date</u>	<u>Lawyer</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
09/06/09	Concha Martín	Providing Advice to Ms. Jannan Crozier (B&M London) on Delphi's Spanish employees benefits and the way to keep these benefits once the employee has been transferred to GM in France.	0.40	266.00
09/06/09	Santiago Martínez Gimeno	Drafting correspondence regarding possibilities of seconding Delphi's employees to third company to render services for the company considering that G.M. is not acquiring a company in Spain.	0.40	157.75
12/06/09	Isabel De Otaola	Preparing email advising on situations that may generate Permanent Establishment (PE) for tax purposes.	0.40	276.00
12/06/09	Manuel Alonso	Drafting email regarding PE risk analysis with regards to contracting employee in Spain by foreign company.	1.60	550.16

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**TIME NARRATIVE DETAIL**

<u>Date</u>	<u>Lawyer</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
17/06/09	Santiago Martínez Gimeno	Drafting note regarding procedure to hire in Spain a former employee's of Delphi through foreigner company in order to render services in Spain bearing in mind that the Company will not have a legal vehicle in Spain.	1.30	512.69
17/06/09	Patricia Ma. Rodriguez	Interoffice discussion with M Alonso (B&M Madrid) on tax implications derived from hiring an employee in Spain.	0.20	109.80
23/06/09	Isabel De Otaola	Reviewing description of employee's job for purposes of determining whether or not he could create permanent establishment in Spain.	0.40	276.00
29/06/09	Isabel De Otaola	Conference calls with J Crozier and with P Ruiz (General Motors) regarding Spanish PE due to employee activities.	0.80	552.00
29/06/09	Concha Martín	Analysing last information related to Mr Aguilera and Mr Rojas' pension plans; advising on legal consequences of breach of those agreements if the company does not provide them with equivalent employment conditions in France.	0.30	199.50
29/06/09	Manuel Alonso	Analysing PE risk regarding contracting employee in Spain by foreign company (1.2); various telephone conversations with J Crozier and P Ruiz with regards to the PE risk of contracting an employee in Spain through a foreign company (0.4).	1.60	550.16
29/06/09	Santiago Martínez Gimeno	Conference call with Jannan Crozier (B&M London) and Sophie Marlange (B&M Paris) regarding pension scheme applicable to former employees of Delphi who were transferred to France.	0.80	315.51
30/06/09	Isabel De Otaola	Preparing email with our advice on existence of Spanish PE due to employee activities.	0.90	621.00
30/06/09	Manuel Alonso	Drafting email regarding PE risk analysis on contracting employee in Spain by foreign company.	0.50	171.93
<b>Total: Madrid Office</b>				<b>\$4,558.50</b>



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**TIME NARRATIVE DETAIL**

**Melbourne Office**

<u>Date</u>	<u>Lawyer</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
01/06/09	Bryony Binns	Reviewing emails from J Crozier and S McGrath regarding latest drafts of MSPA and Local Transfer Agreement (10 minutes); conferring with S McGrath regarding same and drafting contingency liability clauses pending urgent instructions re employee liability agreement (20 minutes); telephone attendance on S McGrath regarding removal of leave payment wording in clause 10 of Local Transfer Agreement upon GM's assumption of all pre and post closing liability (10 minutes)	0.70	293.42
01/06/09	Sharon McGrath	Email correspondence from J Crozier regarding steering transaction progress and telephone discussion with N Nuttall regarding same (1.5 hrs); reviewing updated Master Disposal Agreement regarding employee liabilities and email correspondence and telephone discussions with J Crozier and B Binns regarding same (2 hrs); reviewing and revising draft Local Transfer Agreement to confirm to new Master Disposal Agreement. (2.5 hrs)	6.00	2,444.58
01/06/09	Simon Schenkel	Reviewing Patent and Trade Mark Assignments documents to compare changes made by Delphi (0.1 hrs) and preparing email to S McGrath attaching comparison documents to show changes made by Delphi and making observation on changes (0.2 hrs).	0.30	70.03
02/06/09	Sharon McGrath	Email correspondence with P Lo regarding agreed form Local Agreements for Australia (0.5 hrs); discussions with S Schenkel (B&M Melbourne) regarding completion checklist (0.2 hrs); reviewing amendments to Completion Checklist (0.2 hrs).	0.90	366.69
02/06/09	Simon Schenkel	Reviewing all email correspondence for the previous week for the purposes of updating Australian Completion Checklist (0.2 hrs) and updating Australian Completion Checklist (0.3 hrs).	0.50	116.72

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**TIME NARRATIVE DETAIL**

<u>Date</u>	<u>Lawyer</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
05/06/09	Kellie-Ann McDade	Reviewing emails regarding finalisation of Local Transfer Agreements (0.1 hrs); reviewing MDA and Local Transfer Agreement (0.1 hrs); discussing issues regarding Local Transfer Agreement with B Binns (0.2 hrs); discussing issues regarding employees clause of Local Transfer Agreement with S McGrath (0.1 hrs); drafting email to B Binns with update regarding amendments to employees clause of Local Transfer Agreement (0.2 hrs)	0.70	224.76
05/06/09	Sharon McGrath	Email correspondence with J Crozier regarding transaction on next steps and final form Local Transfer Agreement (0.1 hrs); reviewing final Master Agreement and checking Local Transfer Agreement to determine if any conforming changes were required (1.6 hrs); amending Local Transfer Agreement and email correspondence with P Lo regarding same (0.9 hrs).	2.60	1,059.32
06/06/09	Sharon McGrath	Email correspondence with P Lo and J Crozier and telephone conversation with P Lo regarding further amendments to draft Local Transfer Agreement (1 hrs); reviewing proposed amendments to draft Local Transfer Agreement (2 hrs).	3.00	1,222.29
08/06/09	Sharon McGrath	Reviewing and revising Completion Agenda and email correspondence with J Crozier regarding same (1.5 hrs); email correspondence with P Lo and J Crozier regarding final version of Local Transfer Agreement (1.5 hrs).	3.00	1,222.29
09/06/09	Ian Kellock	Discussions with S McGrath regarding tax issues on proposed acquisition of steering business.	0.20	128.00
09/06/09	Kellie-Ann McDade	Reviewing emails regarding employee listings and completion steps (0.3 hrs); discussing issues regarding employees clause of Local Transfer Agreement with B Binns (0.3 hrs); reviewing Transaction Agenda (0.1 hrs); drafting email to S McGrath regarding closing (0.1 hrs); reviewing email response from S McGrath (0.1 hrs); discussing issues with B Binns and S McGrath (0.2 hrs); reviewing finalised Australian Transaction Agenda (0.1 hrs).	1.20	385.31

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<u>Date</u>	<u>Lawyer</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
09/06/09	Bryony Binns	Reviewing emails from S McGrath regarding transaction step list and employee transfer and changes to Local Transfer Agreement (20 minutes); conferring with K McDade (B&M Melbourne) regarding step list (10 minutes); preparing email to N Nuttall and conferring with S McGrath regarding same (20 minutes)	0.70	293.42
09/06/09	Sharon McGrath	Email correspondence with J Crozier and P Lo regarding Local Transfer Agreement and final amendments to fees and expenses provisions (1 hrs); reviewing updated Australian completion agenda and email correspondence with P Lo regarding same (0.8 hrs).	1.80	733.37
09/06/09	Simon Schenkel	Reviewing various emails between P. Lo and S. McGrath and J. Crozier regarding Local Transfer Agreement logistics including timing for getting to agreed form and amendments (0.2 hrs); reviewing execution copy Master Agreement and updating Local Transfer Agreement (0.5 hrs); preparing updated Australian Completion Checklist and Global Checklist (0.7 hrs); drafting email to P Lo regarding draft Completion Agenda and setting up call to discuss items on agenda (0.1 hrs).	1.50	350.15
10/06/09	Sharon McGrath	Email correspondence with J Crozier and P Lo regarding Local Transfer Agreement and Completion Agenda.	0.50	203.72
11/06/09	Sharon McGrath	Reviewing final Australian Local Transfer Agreement received from J Crozier (0.4 hrs); email correspondence with C Taylor regarding employee query (0.1 hrs); email correspondence with P Lo regarding signatory for Brandon Park Landlord Letter and telephone discussion with N Nuttall regarding same (0.4 hrs).	0.90	366.69
12/06/09	Bryony Binns	Conferring with N Nuttall regarding list of employees and letters to employees to transfer from Delphi steering to Rhodes upon Completion.	0.30	125.75
12/06/09	Sharon McGrath	Email correspondence with P Lo and J Crozier regarding final form Australia Local Transfer Agreement (0.4 hrs); email correspondence with C Taylor and N Nuttall regarding employee transferee list (0.2 hrs).	0.60	244.46

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**Time and Cost Detail**

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**TIME NARRATIVE DETAIL**

<u>Date</u>	<u>Lawyer</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
16/06/09	Sharon McGrath	Email correspondence with P Lo and M Pennings regarding Brandon Park lease landlord consent and employee schedule (0.6 hrs); discussion with S Schenkel regarding table of company details (0.3 hrs); reviewing and forwarding updated table to J Crozier (0.8 hrs); email correspondence with J Crozier regarding updated and final Local Transfer Agreement including employee schedule (0.4 hrs).	2.10	855.60
16/06/09	Simon Schenkel	Reviewing Rhodes Information Table sent by J Crozier (0.1 hrs); arranging ASIC Company Search of Rhodes Automotive Manufacturing Pty Ltd; reviewing Company Search and completing Information Table (0.5 hrs); discussion with S McGrath regarding signing powers of Rhodes Automotive Manufacturing Pty Ltd (0.2 hrs); reviewing Rhodes Automotive Manufacturing Pty Ltd Constitution for signing powers issues (0.4); updating table and preparing email to T Bolster attaching updated table (0.3 hrs); reviewing Rhodes Automotive Manufacturing Pty Ltd constitution to determine whether shareholder approval is required to enter into Local Transfer Agreement and other agreements (0.3 hrs); updating Completion Checklists (0.4 hrs); preparing email to S McGrath attaching updated Completion Agenda (0.1 hrs).	2.30	536.89
17/06/09	Sharon McGrath	Email correspondence with P Lo, N Nuttall and other attendees regarding completion agenda conference call.	0.50	203.72
18/06/09	Kellie-Ann McDade	Reviewing email from S McGrath regarding Transaction Agenda query (0.1 hrs); discussing issues regarding transaction agenda with B Binns (0.1 hrs); reviewing terms of Enterprise Agreement (0.1 hrs); reviewing applicable legislation (0.1 hrs); telephone attendance with HR manager (0.2 hrs); drafting email to T Bolster regarding Union consultation (0.4 hrs).	1.00	321.09

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<u>Date</u>	<u>Lawyer</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
18/06/09	Sharon McGrath	Email correspondence from J Broughton regarding Rhodes bank accounts (0.2 hrs); email correspondence with N Nuttall, P Gong (Delphi) and J Grange (B&M Sydney) regarding same (0.3 hrs); email correspondence with T Bolster regarding employment completion agenda item (0.2 hrs).	0.70	285.20
18/06/09	Simon Schenkel	Reviewing email from J Broughton regarding authorised bank signatories (0.1 hrs); telephone call to HSBC to determine requirements for changing authorised signatories on accounts (0.4 hrs); reviewing email from HSBC enclosing details for change of signatories including Authorised Referee Form (0.1 hrs); reviewing email from P Gong providing bank account details (0.1 hrs); preparing Australian section of Table of Bank Accounts (0.3 hrs); reviewing constitution of Rhodes Automotive Manufacturing Pty Ltd to determine corporate steps for changing signatories (0.2 hrs); preparing email to J Broughton detailed corporate steps to change signatories on Rhodes Automotive Manufacturing Pty Ltd's bank accounts and attaching updated Bank Signatory table (0.2 hrs).	1.40	326.80
19/06/09	Kellie-Ann McDade	Reviewing emails from B Binns and S McGrath; discussing issues with B Binns (0.3 hrs).	0.30	96.33
19/06/09	Sharon McGrath	Conference call with General Motors and Delphi personnel regarding draft completion agenda (Australia) (1.8 hrs); email correspondence with N Nuttall, P Lo and B Binns regarding outcomes of conference call (0.2 hrs).	2.00	814.86
19/06/09	Simon Schenkel	Conference call to review Australian completion agenda (1.8 hrs); reviewing emails to prepare updated Completion Agenda; (0.2 hrs) updating Australian completion agenda following conference call and circulating to Australian local General Motors and Delphi teams (0.6 hrs).	2.40	560.23
22/06/09	Kellie-Ann McDade	Reviewing Australian completion agenda (0.1 hrs); amending employment issues in completion agenda (0.1 hrs); reviewing email from R Dookhun regarding liability issues (0.1 hrs).	0.30	96.33

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<u>Date</u>	<u>Lawyer</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
23/06/09	Kellie-Ann McDade	Drafting email to B Binns regarding employment issues (0.3 hrs); discussing WorkCover issues with S Schenkel (0.1 hrs); telephone attendance with P Lo and S Schenkel regarding WorkCover issues (0.2 hrs).	0.60	192.65
23/06/09	Simon Schenkel	Telephone call from P Lo regarding employment and WorkCover issues (0.7 hr); reviewing Completion Checklist (0.4 hr); reviewing email from J Crozier regarding completion action items (0.1 hr); preparing Board Resolution for Rhodes Automotive approving transaction (1.2 hr); preparing email to P Lo enclosing draft resolution and seeking other documents as per Master Agreement (0.3 hr); updating Global Completion Checklist (1.2 hr); preparing email to T Bolster responding to various completion matters including requirement for resolutions under Australian law and capitalisation issues for local Rhodes entity (1.4 hrs); sending via email final local transaction documents to J Crozier (0.2 hr).	5.50	1,283.87
23/06/09	Sylvia Cary	Receiving instructions from S Schenkel to obtain ASIC company search for Rhodes Automotive Manufacturing Pty Ltd.	0.20	111.92
24/06/09	Bryony Binns	Telephone conference with L Donne, K Newman and K McDade regarding employment integration matters (40 minutes); conferring with S Schenkel and K McDade regarding HR matters and workers' compensation liability (10 minutes); reviewing email from S Schenkel regarding workers' compensation issues and responding to same (10 minutes); drafting lengthy email to N Nuttall and N Kalanoski summarising call with L Donne regarding HR step list and outstanding HR items for General Motors (20 minutes); reviewing and amending draft email to R Dhukkan regarding impact of failure to complete on HR matters (10 minutes)	1.50	628.76
24/06/09	Kellie-Ann McDade	Amending email response to R Dookhun (0.2 hrs).	0.20	64.22

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**TIME NARRATIVE DETAIL**

<u>Date</u>	<u>Lawyer</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
24/06/09	Kellie-Ann McDade	Discussing worker's compensation issues with S Schenkel (0.2 hrs); discussing worker's compensation issues with B Binns (0.2 hrs); telephone conference with L Donovan and K Newman regarding employment integration matters (0.5 hrs); discussing worker's compensation and employment liability issues with B Binns (0.1 hrs); discussing P Lo's queries regarding worker's compensation issues with S Schenkel (0.2 hrs); editing email response to R Dookhun regarding employment liabilities (0.2 hrs).	1.40	449.53
24/06/09	Simon Schenkel	Discussion with B Binns and K McDade regarding WorkCover issues and following up on employment issues generally in anticipation of local closing (0.3 hrs); telephone call to P Lo to discuss WorkCover and employment insurance issues (0.4 hrs); preparing email to B Binns and K McDade (0.1).	0.80	186.74
25/06/09	Bryony Binns	Reviewing email from J Crozier regarding Australian offer and conferring with K McDade regarding same (10 minutes); conferring with S Schenkel regarding workers compensation issues (10 minutes); finalising emails to W Ralph and J Crozier regarding same (25 minutes).	0.80	335.34
25/06/09	Simon Schenkel	Amending Global Completion Checklist (1.1 hrs); reviewing email from J Crozier regarding requesting arranging execution of QAD Licensing Agreement and emails regarding arrangements for execution of QAD Software Agreement including telephone call with P Gong of Local Delphi to discuss background of agreement (1.8 hrs); attending to arrangements with Local Delphi regarding execution of Transfer and Variation of Somerton Lease (0.2 hrs); attending to emails regarding expense payments (0.2 hrs); reviewing and discussion with B Binns of employee insurance issues including review of Local Transfer Agreement and Master Agreement (1 hr); attending to emails regarding counterparty supplier and customer contract issues to N Nuttall (0.5 hrs).	4.80	1,120.46

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<u>Date</u>	<u>Lawyer</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
25/06/09	Kellie-Ann McDade	Reviewing emails from W Ralph and B Binns regarding employment offers (0.3 hrs); discussing issues regarding offers with B Binns (0.2 hrs); drafting response to Rhodes and GMH regarding offers and plan matters to be included in response (0.6 hrs); reviewing terms of Local Transfer Agreement (0.1 hrs); drafting email response to General Motors and Rhodes regarding offers and employment matters (0.3 hrs); drafting email response to Delphi (0.3 hrs).	1.80	577.96
26/06/09	Kellie-Ann McDade	Reviewing emails from W Ralph and B Binns (0.1 hrs); amending letters of offer (0.1 hrs).	0.20	64.22
26/06/09	Simon Schenkel	Reviewing execution of QAS Agreement and sending via email QAS Agreement to P Gong.	0.40	93.37
29/06/09	Bryony Binns	Reviewing and responding to email of S Schenkel regarding post-transaction costs (10 minutes); exchanging emails with N Nuttall regarding internal GMH arrangements regarding transfer (5 minutes).	0.30	125.75
29/06/09	Simon Schenkel	Discussion with S McGrath regarding completion action items and status update (0.3 hrs); reviewing email from J Crozier including Schedule of Plan Benefits for Rhodes Automotive Manufacturing Pty Ltd (0.1 hrs); arranging signatures by Rhodes Automotive Manufacturing Pty Ltd directors (0.3 hrs); preparing email to P Lo regarding employee insurance matters (0.2 hrs); sending via email constitution of Rhodes Automotive Manufacturing Pty Ltd to N Nuttall (0.1 hrs); reviewing email from N Nuttall requesting company information for Rhodes Automotive Manufacturing Pty Ltd and reviewing ASIC Company search (0.3 hrs); replying to N Nuttall detailing information of Rhodes Automotive Manufacturing Pty Ltd (0.2 hrs); preparing emails to P Gong regarding Goods and Services Tax issues (0.4 hrs); preparing email to B Binns regarding anticipated employee related expenses for closing and review response (0.3 hrs); preparing email to G Ho regarding expenses for closing and reviewing response (0.3 hrs); preparing further email to P Gong regarding stamp duty issues (0.1 hrs).	3.50	817.01



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**TIME NARRATIVE DETAIL**

<u>Date</u>	<u>Lawyer</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
29/06/09	Sharon McGrath	Discussion with S Schenkel regarding completion matters for steering transaction (0.3 hrs); and reviewing email correspondence from J Crozier, B Binns and S Schenkel regarding same (0.1 hrs).	0.40	162.97
30/06/09	Simon Schenkel	Reviewing emails from P Lo regarding employee insurance matters (0.2 hrs); reviewing comments on Australian Completion Checklist from P Lo and updating Australian Completion Checklist to include comments and current details (0.5 hrs); reviewing email from M Pennings regarding update on arranging landlord's signature on Transfer and Variation of Somerton Lease and National Australia Bank's Consent regarding Brandon Park Lease including information in Australian Completion Checklist (0.2 hrs); preparing email to G. Ho regarding stamp duty calculations (0.2 hrs); preparing Capitalisation Agenda (0.8 hr); reviewing email from P Lo regarding Delphi Officer's Certificate and preparing email to J Crozier regarding global approach (0.3 hrs); reviewing response from J Crozier and preparing email to P Lo regarding global approach in connection with completion deliverables (0.2 hrs); preparing email to B Binns seeking information on employment matters following P Lo's email (0.2 hrs); reviewing email from P Gong enclosing draft Goods and Services Tax invoice (0.1 hrs); preparing email to G Ho regarding provision of an indicative GST estimate for local closing (0.1 hrs); reviewing Trade Waste Agreement between Delphi Australia and Yarra Valley Water and responding to P Lo (0.3 hrs); discussions with G Ho regarding stamp duty issues (0.2 hrs); updating Capitalisation Agenda (0.2 hrs); amending Capitalisation Agenda following comments from S McGrath (0.1 hrs); preparing email to T Bolster attaching capitalization agenda and explaining certain items in capitalization agenda (0.2 hrs); preparing email to G Ho regarding provision of estimate of stamp duty liability (0.2 hrs); preparing emails to J Crozier regarding capitalization agenda items (0.2 hrs).	4.20	980.40

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**TIME NARRATIVE DETAIL**

<u>Date</u>	<u>Lawyer</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
30/06/09	Bryony Binns	Preparing for and telephone conference with N Kalanoski and C Meallin regarding various employee matters related to transfer of employees to Rhodes and union consultation upon completion (45 minutes); exchanging emails with S Schenkel and P Lo regarding employee timetable (20 minutes).	1.00	419.17
30/06/09	Kellie-Ann McDade	Reviewing emails regarding employment Completion Checklist (0.2 hrs).	0.20	64.21
30/06/09	Sharon McGrath	Discussions with S Schenkel regarding expenses payable by Rhodes Australia on completion and reviewing email correspondence regarding same (0.5 hrs); email correspondence from and to G. Ho regarding completion agenda update, employee transfer procedure and Somerton lease transfer mechanics (0.5 hrs).	1.00	407.43
<b>Total: Melbourne Office</b>				<b>\$22,034.00</b>

**Mexico City Office**

<u>Date</u>	<u>Lawyer</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
01/06/09	José Postigo Uribe	Reviewing and exchanging several emails with J Crozier; reviewing matters on real estate at Sabinas Nuevo Leon; exchanging emails with G Adame-Alvarez; reviewing matters on alternatives procedures. (Dated worked 31 May)	1.50	435.00
01/06/09	Gerardo Adame-Alvarez	(On 29 May) Conference call with C Salazar and A Olivas (Delphi) to discuss changes to Local Transfer Agreements (1.0 hrs); (on 31 May) exchanging emails with J Crozier and J Postigo-Uribe regarding Sabinas title issue (0.7 hrs); reviewing final versions of Local Transfer Agreements proposed by Delphi (2.0 hrs); preparing changes to Local Transfer Agreements to conform such document to Master Distribution Agreement (1.0 hrs); preparing changes to Participation Agreement (0.7 hrs); exchanging emails with J Crozier, C Salazar and J Postigo-Uribe re. final versions of Local Transfer Agreements and Participation Agreement (0.3 hrs); conference calls with J Crozier and C Salazar re. pending documents to be provided to complete due diligence (0.3 hrs).	6.00	920.70

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**TIME NARRATIVE DETAIL**

<u>Date</u>	<u>Lawyer</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
01/06/09	José Postigo Uribe	Review emails and information sent by J Crozier (0.3); several telephone conferences with G Adame-Alvarez; review, discuss and modify Local Transfer Agreements (0.6); review emails by C Salazar (0.3); review real estate matters and documents (0.2); review labour matters and review issues on transfers of permits (0.3).	1.70	493.00
02/06/09	José Postigo Uribe	Review email and comments by C Salazar (0.3); review issues on Local Transfer Agreements and modified clauses (1.0); review emails and documents sent by I Martínez (1.0); interoffice conference with G Adame-Alvarez; review matters on Local Transfer Agreements (0.5).	2.80	812.00
02/06/09	Gerardo Adame-Alvarez	Exchanging emails with J Crozier and C Martínez in connection with execute version of the MDA and pending matters to finalize Local Transfer Agreements (0.3 hrs); reviewing schedules of MDA sent by I Martínez (0.7 hrs).	1.00	153.45
03/06/09	José Postigo Uribe	Review emails by J Leon and G Park; review comments and revise version of Local Transfer Agreement (0.6); review issues and modifications to draft of public deed for sale of real estate (0.4); review matters on property of Sabinas Nuevo Leon, review issues on further registrational investigations and email by C Salazar (0.4).	1.40	406.00
04/06/09	José Postigo Uribe	Review matters on schedules to MDA and review emails by J Crozier (1.2); review and discuss issues on jurisdiction clause, interoffice conference with G Adame-Alvarez (0.4); review and discuss revised versions of Local Transfer Agreements, review emails by C Salazar (0.4); review matters on real estate investigations, review and discuss preliminary fundings report, reviewing matters on additional modifications, issues on schedule 2 and email by J Leon (0.5).	2.50	725.00

27 August 2009

**Time and Cost Detail**

Invoice No. 1120581  
VAT No. GB 238 5592 33  
(Great Britain)

**TIME NARRATIVE DETAIL**

<u>Date</u>	<u>Lawyer</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
04/06/09	Gerardo Adame-Alvarez	Including Santamarina y Steta's and General Motors's comments to Local Transfer Agreements (1.5 hrs); preparing final version of the Local Transfer Agreements to be discussed with Delphi (1.0 hrs); reviewing executed version of MDA to verify that Local Transfer Agreements conform with MDA (0.7 hrs); exchanging emails with J Crozier regarding finalisation of Local Transfer Agreements, timing and pending issues to be negotiated with Delphi regarding jurisdiction and governing law of Local Transfer Agreements (0.8 hrs).	4.00	613.80
05/06/09	José Postigo Uribe	Review emails by J Crozier; review MDA and matters on Local Transfer Agreement modifications (0.7); interoffice conference with G Adame-Alvarez (0.2); review emails by R Dookhun; review labor matters transfer issues and issues on jurisdiction (0.4).	1.30	377.00
05/06/09	Gerardo Adame-Alvarez	Conference call with C Salazar to follow-up on investigations conducted by J Silveyra on Sabinas property (1.0 hrs); coordinating conference call with General Motors, Santamarina y Steta and Delphi to conclude Local Transfer Agreements (0.3 hrs).	1.30	199.49
08/06/09	Salvador Pasquel Villegas	Interoffice conference with J Postigo-Uribe regarding the status chart provided by R Dookhun including the labour actions to be implemented in Mexico if an employer substitution is implemented. (0.40) Reviewing the referred chart and elaboration of further comments to same based on the information received by GM Mexico and the possible dates of implementation of those labor actions (0.60).	1.00	250.00
08/06/09	José Postigo Uribe	Review emails by J Crozier; interoffice conference with S Pasquel-Villegas, review and discuss labor matters (0.7); telephone conference with General Motors Mexico, Delphi Mexico, Santamarina y Steta and B&M; reviewing and discussing Local Transfer Agreements (0.8); review matters on MDA and issues on coverage of reps & warranties for local transaction; reviewing issues on real property (0.7).	2.20	638.00

27 August 2009

**Time and Cost Detail**

Invoice No. 1120581  
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(Great Britain)

**TIME NARRATIVE DETAIL**

<u>Date</u>	<u>Lawyer</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
08/06/09	Gerardo Adame-Alvarez	Conference call with General Motors and Delphi to discuss pending items for finalisation of Local Transfer Agreements (1.5 hrs); conference call with C Salazar; exchanging emails with J Vázquez-Silveyra regarding investigation on Sabinas title of property (1.0 hrs); exchanging emails with J Crozier to update regarding finalisations of Local Transfer Agreements (0.5 hrs).	3.00	460.35
09/06/09	Salvador Pasquel Villegas	Reviewing labour and social security wording in Mexican Local Transfer Agreements that will be applicable according with instructions sent by J Crozier (0.80); electronic communication to J Postigo-Urbe and G Adame-Alvarez regarding same (0.20).	1.00	250.00
09/06/09	José Postigo Uribe	Review emails by J Leon; review and analysis of issues on jurisdiction clause, particularities of transaction in Mexico and pre-closing transfers (0.8); exchange emails with T Bolster, review and discuss agenda (0.4); interoffice conference with G Adame-Alvarez; review matters on real estate investigation and procedures, review emails by J Vázquez-Silveyra (0.5); review email by J Crozier; review labour matters (0.2); review issues on Local Transfer Agreements additional representations and warranties (0.4); conference call with C Salazar, review matters on findings on real estate information at Nuevo Leon (0.2).	2.50	725.00
09/06/09	Gerardo Adame-Alvarez	Conference call with J Crozier to give update on status of Local Transfer Agreements (0.7 hrs); exchanging emails with C Salazar and J Vázquez-Silveyra regarding research on property antecedents of real estate located in Sabinas Hidalgo (0.7 hrs); coordinating with Santamarina y Steta update of Transaction Agenda (0.6 hrs); reviewing modifications of K Check to Local Transfer Agreements (2.0 hrs).	4.00	613.80

27 August 2009

**Time and Cost Detail**

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(Great Britain)

**TIME NARRATIVE DETAIL**

<u>Date</u>	<u>Lawyer</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
10/06/09	José Postigo Uribe	Review emails by J Vázquez-Silveyra; review and discuss results of additional findings over real estate in Nuevo Leon (0.4); review email by J Leon; review matters on Local Transfer Agreements and issues on due diligence (0.4); review email by C Salazar; review list of permits and documents required (0.3); review email by A Olivas and commenting to Local Transfer Agreements; interoffice conference with G Adame-Alvarez (0.2).	1.30	377.00
10/06/09	Gerardo Adame-Alvarez	Reviewing emails from C Salazar regarding permits pending to be delivered by Delphi regarding SteeringMex (0.3 hrs); reviewing emails sent by J León Orantes (SyS) regarding representations and warranties (0.5 hrs); conference call with C Salazar to give update on search of registries regarding Sabinas title of property (0.2 hrs).	1.00	153.45
11/06/09	José Postigo Uribe	Review matters on Local Transfer Agreements; review emails by C Salazar, J Crozier, M Taigman and J Kannan; review matters on reps and warranties and jurisdiction (0.6); several telephone conference with G Adame-Alvarez; review matters on real property issues; review legal memorandum and processes (0.4).	1.00	290.00
11/06/09	Gerardo Adame-Alvarez	Conference call with J Vázquez-Silveyra to discuss results of research of antecedents of Sabinas property and conclusions.	0.80	122.76
16/06/09	José Postigo Uribe	Several telephone conferences with G Adame-Alvarez, review and discuss real estate issues and procedures, review emails by C Salazar and comments on real estate opinion by Santamarina y Steta; review emails by J Vázquez-Silveyra (0.7); review Local Transfer Agreements and modifications; review matters on real estate language (0.3).	1.00	290.00
16/06/09	Gerardo Adame-Alvarez	Reviewing Access Agreement entered into by and between Platinum and General Motors; conference call held with S-S (2.5 hrs), J Vázquez-Silveyra and J Bernardo García and General Motors to discuss results on investigation over title of property to Sabinas Hidalgo property (0.8 hrs).	3.30	506.39

27 August 2009

**Time and Cost Detail**

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(Great Britain)

**TIME NARRATIVE DETAIL**

<u>Date</u>	<u>Lawyer</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
17/06/09	José Postigo Uribe	Interoffice conference with G Adame-Alvarez, review and discuss real estate legal status matters, issues on additional comments by SS and required procedures (0.7); review matters on language for specific amendment to Local Transfer Agreement (0.3); review matters on bank accounts, review emails by C Salazar and commenting to final draft of Local Transfer Agreements (0.5).	1.50	435.00
17/06/09	Gerardo Adame-Alvarez	Preparing updated version of Local Transfer Agreements (1.7 hrs); exchanging emails with Santamarina y Steta regarding bank accounts of Steeringmax (0.3 hrs); including comments of J Vázquez-Silveyra regarding title of property on Sabinas Hidalgo (0.5 hrs); conference call with J León Orantes to discuss matters related with updated version of Local Transfer Agreements (0.5 hrs).	3.00	460.35
18/06/09	José Postigo Uribe	Review matters on Local Transfer Agreement finalization, review wording to address issue of real property (0.4); review emails by J León, matters on additional queries by SS and memorandum on conclusion of search of antecedents and emails by J Vázquez-Silveyra (0.5); telephone conference with C Salazar, review and discuss modifications to Local Transfer Agreements and telephone conference with G Adame-Alvarez (0.4).	1.30	377.00
18/06/09	Gerardo Adame-Alvarez	Including C Salazar's comments into Local Transfer Agreements of Rio Bravo Electricos and Delphi Ensemble de Cables y Componentes; exchanging emails with A Olivas regarding final version of Local Transfer Agreements.	1.50	230.18
22/06/09	Salvador Pasquel Villegas	Electronic message to R Dookhun, J Crozier, Y Payne and S Gregory regarding possible liabilities of General Motors in the event the employer substitution is implemented and General Motors and Delphi transaction is postponed (0.60); interoffice conference with J Postigo-Uribe and G Adame-Alvarez regarding same. (0.20)	0.80	200.00

27 August 2009

**Time and Cost Detail**

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(Great Britain)

**TIME NARRATIVE DETAIL**

<u>Date</u>	<u>Lawyer</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
22/06/09	José Postigo Uribe	Review emails by A Olivas matters on Local Transfer Agreements and additional final comments (0.4); interoffice conference with G Adame-Alvarez, review email by G Park and matters on bank accounts (0.3); exchange communications with S Pasquel-Villegas, review matters employment liabilities (0.3).	1.00	290.00
22/06/09	Gerardo Adame-Alvarez	Review emails by A Olivas matters on Local Transfer Agreements and additional final comments (0.4); interoffice conference with G Adame-Alvarez, review email by G Park and matters on bank accounts (0.3); exchange communications with S Pasquel-Villegas, review matters employment liabilities (0.3).	1.00	153.45
24/06/09	José Postigo Uribe	Review Access Agreement and documents (0.6); review email and documents sent by A Olivas from Delphi (0.4); review Local Transfer Agreements, interoffice conference with G Adame-Alvarez (0.3).	1.30	377.00
25/06/09	José Postigo Uribe	Interoffice conference with G Adame-Alvarez; review matters on Local Transfer Agreements and finalization (0.3); discuss issues on guarantees under Access Agreement (0.3); reviewing emails by J Crozier and matters on closing and closing deliverables (0.2).	0.80	232.00
25/06/09	Gerardo Adame-Alvarez	Reviewing final comments of Delphi to Local Transfer Agreements; interoffice meeting with J Postigo-Urbe to discuss comments to be provided to C Salazar regarding Access Agreement.	3.00	460.35
26/06/09	José Postigo Uribe	Review email by T Bolster discuss modifications to Transaction Agenda (0.3); interoffice conference with G Adame-Alvarez, review matters on final versions of Local Transfer Agreements and Assignment Agreement (0.3); review email by C Salazar and matters on enforceability of right of access (0.2).	0.80	232.00
26/06/09	Gerardo Adame-Alvarez	Preparing updated Transaction Agenda.	1.40	214.83



27 August 2009

**Time and Cost Detail**

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(Great Britain)

**TIME NARRATIVE DETAIL**

<u>Date</u>	<u>Lawyer</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
29/06/09	José Postigo Uribe	Review email by A Olivas, review matters and information on bank accounts (0.3); review email by C Salazar, review matters on modification to Access Agreement (0.3); interoffice conference with G Adame-Alvarez; review procedures for granting of Mexican Collateral, issues on enforcement of right to access and discuss changes to agreement (0.7); review and analysis of transactions, probable expenses to be incurred, reviewing emails by J Crozier and; J Broughton (0.3).	1.60	464.00
30/06/09	Salvador Pasquel Villegas	Reviewing information provided by G Adame-Alvarez regarding pending matters to be implemented in Mexico (0.20) ; conference call with I Martínez regarding possible date for employer substitution to take place in Mexico (0.20); electronic communication to Y Payne in order to inform her about labour actions to be implemented.(0.10)	0.50	125.00
<b>Total: Mexico City Office</b>				<b>\$14,063.35</b>

**Milan Office**

<u>Date</u>	<u>Lawyer</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
01/06/09	Uberto Percivalle	Reviewing correspondence from J Crozier and of revisions to draft LTA agreement.	0.50	297.07
01/06/09	Mila Vasile	Reviewing Italian Local Transfer Agreement with reference to employment liabilities (0.4 hrs); correspondence and conference call with A Lattanzio (B&M Rome) regarding same (0.3 hrs).	0.70	162.76
05/06/09	Uberto Percivalle	Reviewing correspondence from J Dozier and recap of actions to be taken to prepare notice and meeting with unions and finalize agreement, with M Vasile.	0.20	118.83
08/06/09	Uberto Percivalle	Revising draft steplist (actions to be taken in relation to the transfer of undertaking).	0.20	118.83
08/06/09	Cinzia Massara	Preparing emails to J Crozier about approval of Financial Statements.	0.40	123.76

27 August 2009

**Time and Cost Detail**

Invoice No. I120581  
VAT No. GB 238 5592 33  
(Great Britain)

**TIME NARRATIVE DETAIL**

<u>Date</u>	<u>Lawyer</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
08/06/09	Mila Vasile	Conference call with C Feroni (B&M Rome) and A Lattanzio regarding amendments to Italian Local Transfer Agreement - employment clause (0.3 hrs); analysing amendments proposed by counterpart's lawyer and correspondence with C Feroni re: amendments to the steplist (actions to be taken in relation to the transfer of undertaking) (0.8 hrs); reviewing steplist (actions to be taken in relation to the transfer of undertaking) (0.4 hrs) and correspondence with C Feroni and separately with R Dookhun regarding Italian steplist (employment) (0.4 hrs).	1.90	441.77
09/06/09	Mila Vasile	Correspondence with R Dookhun regarding employment steplist (Italy) (actions to be taken in relation to the transfer of undertaking) (0.2 hrs); conference call with Ms Ricci regarding appointment of proxy for consultation (0.3 hrs); conference call with Mr Quintili (Employers' Association) discussing formalities on new notice to Unions that should be sent within the end of June (0.3 hrs).	0.80	186.01
10/06/09	Uberto Percivalle	Analysing position by lawyers of Delphi (regarding delivery of notice to Unions and meeting with them) and of issues of employment and other costs undertaken by General Motors.	0.40	237.65
10/06/09	Cinzia Massara	- Checking of By-Laws and telephone call with J Crozier about procedure to be followed to approve Financial Statements (0.3) - Signing and sending to directors of the notice required to call the Board of Directors' Meeting of 12 June 2009 Re: approval of the draft financial statements (0.50).	0.80	247.53
10/06/09	Mila Vasile	Reviewing communication with Unions re: transfer of the Italian part of undertaking (joint communication by transferor and transferee); interoffice consultation with U Percivalle (B&M Milan) regarding same and conference call with Delphi Italy's employment lawyer regarding communication to Unions.	0.60	139.51
10/06/09	Mara Tiziana Baiguera	Attending activity regarding calling of Board of Directors' Meeting Minutes regarding approval of Draft Financial Statements as at 31 December 2008.	0.50	56.68

27 August 2009

**Time and Cost Detail**

Invoice No. 1120581  
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(Great Britain)

**TIME NARRATIVE DETAIL**

<u>Date</u>	<u>Lawyer</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
15/06/09	Cinzia Massara	Filling in corporate table provided by J Crozier related to the corporate formalities to be finalized before the Closing; preparing email to her including the mentioned table duly filled in with the formalities to be finalised for the Italian company.	0.40	123.76
15/06/09	Mila Vasile	Conference call to M Kuschnick regarding appointment of proxy holder for consultation with Unions.	0.10	23.25
16/06/09	Mara Tiziana Baiguera	Reviewing documents re: appointment of proxy holder for consultation with Unions (0.1); drafting notices of telephone call and of proxies for Quotaholders' meeting of 29 June 2009 regarding approval of financial statements as at 31 December 2008 (0.4).	0.50	56.68
18/06/09	Cinzia Massara	- Examining new banking forms (attached to email of J Broughton) provided by Deutsche Bank with regard to the appointment of the new banking signatories and filling in table related to banking signatories (0.90); Preparing email to J Broughton listing all the corporate formalities and other required legal formalities to be finalized for the appointment of new banking signatories in Italy (0.70).	1.60	495.06
18/06/09	Mara Tiziana Baiguera	Interoffice consultation regarding delegation of banking powers to attorneys-in fact; drafting relevant powers.	0.70	79.35
19/06/09	Lorenzo de Martinis	Reviewing corporate files and correspondence exchanged by Cinzia Massara and J. Broughton; attending interoffice briefings re: delegation of banking powers to attorneys-in fact.	0.60	407.40
19/06/09	Mila Vasile	Correspondence with R Dookhun and Y Payne regarding employment liabilities in case of delay or cancellation of closing, Italian jurisdiction.	0.50	116.26
19/06/09	Mara Tiziana Baiguera	Attending activity regarding calling of Quotaholders' Meeting Minutes for approval of Financial Statements as at 31 December 2008.	0.70	79.33
22/06/09	Mila Vasile	Correspondence with M Kuschnik regarding employment consultation process in Italy.	0.10	23.25

27 August 2009

**Time and Cost Detail**

Invoice No. 1120581  
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(Great Britain)

**TIME NARRATIVE DETAIL**

<u>Date</u>	<u>Lawyer</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
23/06/09	Uberto Percivalle	Reviewing correspondence and interoffice briefing about priorities in giving of notice to Unions and carrying out of consultation.	0.20	118.83
23/06/09	Cinzia Massara	Preparing email to J Broughton Re: current banking signatories of the Italian company, including copy of Chamber of Commerce extract.	0.40	123.76
23/06/09	Mila Vasile	Correspondence with J Crozier regarding status of consultation process with Unions in Italy.	0.40	93.00
23/06/09	Mila Vasile	Reviewing steplist (actions to be taken in relation to the transfer of undertaking) and correspondence with C Feroni regarding steplist (actions to be taken in relation to the transfer of undertaking) for Italy.	0.40	93.00
24/06/09	Uberto Percivalle	Considering powers to be delegated in case of attendance at meeting with Unions.	0.20	118.83
24/06/09	Cinzia Massara	- Several telephone calls (with) and emails to C Feroni and A Lattanzio about the written resolution including delegation of powers to directors to be adopted before the closing scheduled for next 31 July 2009 (0.80); - Telephone call with Notary Public about the corporate documents required for the Italian closing (0.30).	1.10	340.35
24/06/09	Mila Vasile	Conference call with J Crozier, T Lerch, Mr McMillen, M Kuschnick, Ms Duhaine and W Ralph regarding consultation in Italy.	0.50	116.26
24/06/09	Mila Vasile	Reviewing draft of Board Written Resolution and correspondence with C Massara (B&M Milan) regarding same.	0.90	209.26
24/06/09	Mila Vasile	Conference call with J Crozier regarding amendments to notice to Unions.	0.10	23.25
24/06/09	Mila Vasile	Interoffice consultation with U Percivalle regarding meeting with Unions and preparation for conference call regarding Italian notice to Unions and preparation for meeting.	0.80	186.01

27 August 2009

**Time and Cost Detail**

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(Great Britain)

**TIME NARRATIVE DETAIL**

<u>Date</u>	<u>Lawyer</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
25/06/09	Uberto Percivalle	Reviewing correspondence with W Ralph and P Ruiz (0,2); reviewing delegation of powers and of 2008 Minutes of Meeting with Unions (0,2); reviewing revised notice to Unions and analysing likely issues to be discussed at probable meeting with them and how to address those (0,2).	0.60	356.46
25/06/09	Cinzia Massara	- Telephone call with M Vasile about labour powers to be included in the BoD's written resolution related to the delegation of powers to directors; telephone call with A Lattanzio about some further amendments to be included in such written resolution (1.20); - Preparing email to T Bolster including the BoD's written resolution to be executed by directors (both Italian and English versions) and all relevant instructions (0.40).	1.60	495.06
25/06/09	Mila Vasile	Reviewing and amending Italian notice to Unions (0.3 hrs); reviewing and amending the Q&A document in preparation to consultation (0.8 hrs); translating into English previous agreement reached with Unions (0.7 hrs); correspondence with W Ralph regarding same (0.3 hrs).	2.10	488.27
25/06/09	Mila Vasile	Reviewing employment amendments made to Board Written Resolution and correspondence with C Massara re: necessary powers to be inserted in the Written Resolution.	0.10	23.25
25/06/09	Mila Vasile	Correspondence with W Ralph regarding notice to Unions and Q&A (0.7 hrs); correspondence with Mr Ruiz (Delphi HR Manager Europe) regarding Italian communication to Unions (0.7 hrs) and correspondence with Delphi Italy's lawyer regarding joint communication to Unions (0.7 hrs).	1.10	255.76
29/06/09	Mila Vasile	Correspondence with T Lerch regarding notice to the Unions (Italy) (0.5 hrs); separate conference calls with Delphi Italy's lawyer and Employers' Association representative regarding notice to Unions and possible meeting (0.4 hrs).	0.90	209.26
30/06/09	Mila Vasile	Sending facsimile with notice to Unions and correspondence with Ms Maenner and T Lerch regarding courier with original notice to Unions.	0.30	69.75
<b>Total: Milan Office</b>				<b>\$6,855.10</b>

27 August 2009

**Time and Cost Detail**

Invoice No. 1120581  
VAT No. GB 238 5592 33  
(Great Britain)

**TIME NARRATIVE DETAIL**

**Monterrey Office**

<u>Date</u>	<u>Lawyer</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
01/06/09	Juan S. Vázquez-Silveyra	RE: analyzing potential defect of Delphi's title to Sabinas Property. Coordinating visit to Villaldama (.4 hrs); searching antecedents to applicable laws back in 1960s; visiting Public Registry of Property and Commerce and Cadastral Office (2.2 hrs); interoffice meeting with E Munoz-Garcia to coordinate search of pending matter (.4 hrs); analyzing potential defect on Delphi's title to Sabinas Hidalgo Nuevo Leon Property.	3.00	600.00
02/06/09	Juan S. Vázquez-Silveyra	Interoffice meeting with E Munoz-Garcia to review antecedents of adjacent properties procured from Cadastral Office and Public Registry of Property and Commerce in Villaldama (.6 hrs); analyzing potential defect of Delphi's title to Sabinas Hidalgo Property.	0.60	120.00
02/06/09	Elias Muñoz-Garcia	Per instructions of J Vázquez-Silveyra, visiting offices of Cadastre of the municipality of Sabinas Hidalgo, Nuevo León and requesting copies of plot plans of property located in such municipality (2.2 hrs); visiting offices of Public Registry of Property and Commerce located in the municipality of Villaldama, Nuevo León in order to request information regarding neighbour properties to land located in Sabinas Hidalgo, Nuevo León (6.1 hrs); analyzing potential defect of Delphi's title to Sabinas Property.	8.30	498.00
03/06/09	Fernando Treviño-Martínez	Internal discussion with J Vázquez-Silveyra regarding revisions to additional documents on acquisition of real estate in Sabinas Hidalgo, Nuevo Leon.	0.50	100.00
03/06/09	Juan S. Vázquez-Silveyra	Interoffice meeting with E Munoz-Garcia (.3 hrs); reviewing antecedents procured from Public Registry of Property and Commerce in Villaldama, Nuevo Leon (1.2 hrs); searching for laws regarding Rural Communities in State of Nuevo Leon (1.4 hrs); analyzing potential title defect of Delphi's title to Sabinas Property.	2.90	580.00

27 August 2009

**Time and Cost Detail**

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(Great Britain)

**TIME NARRATIVE DETAIL**

<u>Date</u>	<u>Lawyer</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
03/06/09	Elias Muñoz-Garcia	As per instructions of J Vázquez-Silveyra, visiting offices of Public Registry of Property and Commerce of the municipality of Villaldama, Nuevo León (6.0 hrs); filing payment of rights in order to request copies of files recorded at Public Registry regarding property located in Sabinas Hidalgo (.4 hrs); analyzing potential defect of Delphi's title to Sabinas Property.	6.40	384.00
04/06/09	Juan S. Vázquez-Silveyra	Reviewing antecedents of property related to dissolution of agrarian community of State of Nuevo Leon and related matters (1.6 hrs); coordinating search of pending antecedents and interoffice meeting with E Munoz-Garcia to discuss related matters (.3 hrs); exchanging emails with G Adame-Alvarez to discuss status of search (.4 hrs); analyzing potential defect of Delphi's title over Sabinas Hidalgo Property.	2.30	460.00
04/06/09	Elias Muñoz-Garcia	Per instructions of J Vázquez-Silveyra, visiting offices of Department of Agrarian Matters of the State of Nuevo León (.7 hrs) in order to coordinate meeting with officer Gilberto to review antecedents of property located in Sabinas Hidalgo, Nuevo León (.5 hrs); analyzing potential defect of Delphi's title to Sabinas Property.	1.20	72.00
05/06/09	Juan S. Vázquez-Silveyra	Exchanging emails with G Adame-Alvarez and J Postigo-Urbe (.3 hrs); interoffice meeting with F Treviño-Martinez to discuss related matters (.4 hrs); interoffice meeting with E Munoz-Garcia to follow up on status of search of antecedents (.3 hrs); analyzing potential defect of Delphi's title to Sabinas Property.	1.00	200.00
05/06/09	Elias Muñoz-Garcia	Per instructions of J Vázquez-Silveyra, meeting with G Garza (Officer of the Department of Agrarian Matters of the State of Nuevo León) (.9 hrs) in order to request documents regarding antecedents of property located in the municipality of Sabinas Hidalgo, Nuevo León (.8 hrs); analyzing potential defect of Delphi's title to Sabinas Property.	1.70	102.00

27 August 2009

**Time and Cost Detail**

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(Great Britain)

**TIME NARRATIVE DETAIL**

<u>Date</u>	<u>Lawyer</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
08/06/09	Juan S. Vázquez-Silveyra	Analysing former Law for Dissolution of Rural Co-ownerships of the State of Nuevo Leon regarding related antecedents of Sabinas Property (2.3 hrs); exchanging emails with G Adame-Alvarez (.4 hrs); coordinating visit to Direction of Agrarian Matters of the State of Nuevo Leon (.2 hrs); interoffice meeting with E Munoz-Garcia to discuss related matters (.4 hrs); analyzing potential defect of Sabinas Property owned by Delphi.	3.30	660.00
08/06/09	Elias Muñoz-Garcia	Per instructions of J Vázquez-Silveyra, meeting with G Garza (1.5 hrs) in order to request information about dissolution of community located in the municipality of Sabinas Hidalgo, Nuevo León (.9 hrs); analyzing potential defect of Delphi's title to Sabinas Property.	2.40	144.00
09/06/09	Fernando Treviño-Martínez	Discussion with J Vázquez-Silveyra documents obtained in Agrarian Direction, for us to issue additional opinion for client regarding property in Sabinas Hidalgo (0.3 hrs); reviewing documents (0.4 hrs); RE: analyzing potential defect of Delphi's title to Sabinas Property.	0.70	140.00
09/06/09	Juan S. Vázquez-Silveyra	Continue reviewing Law for Dissolution of Rural Co-ownerships of the State of Nuevo Leon (0.7 hrs); reviewing General Community Assembly Meetings regarding recognition of rights over the Sabinas Property in favour of J Larralde (0.7 hrs); interoffice meeting with E Munoz-Garcia (0.3 hrs) RE: analyzing potential defect of Delphi's title to Sabinas Property; visiting offices of Direction of Agrarian Matters of State of Nuevo Leon to procure pending antecedents (1.0 hrs); sending email report to G Adame-Alvarez with status of search of antecedents (0.4 hrs); interoffice meeting with F Treviño Martinez to discuss related matters (0.4 hrs); interoffice conference with J Garcia-Garza to discuss related matters (0.4 hrs); analyzing potential defect of title to Sabinas Property owned by Delphi.	4.20	840.00



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**Time and Cost Detail**

Invoice No. 1120581  
VAT No. GB 238 5592 33  
(Great Britain)

**TIME NARRATIVE DETAIL**

<u>Date</u>	<u>Lawyer</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
09/06/09	Elias Muñoz-Garcia	As per instructions of J Vázquez-Silveyra, meeting with G Garza (2.1 hrs) in order to request documents regarding antecedents of property located in the municipality of Sabinas Hidalgo, Nuevo León and dissolution of such community (1.7 hrs); analyzing potential defect of Delphi's title to Sabinas Property.	3.80	228.00
10/06/09	Juan B. García-Garza	Reviewing and revising memorandum on valid title to Sabinas property (0.2 hrs); interoffice conference with J Vázquez-Silveyra regarding same (0.2 hrs).	0.40	100.00
10/06/09	Juan S. Vázquez-Silveyra	Reviewing antecedents and applicable laws resulting from search before Public Registry of Property and Commerce, Cadastral Office and Direction of Agrarian Matters (1.5 hrs); preparing memorandum with report of search of antecedents of Sabinas Hidalgo Property addressed to I Martinez (3.4 hrs); analyzing potential defect of Delphi's title to Sabinas Property.	4.90	980.00
10/06/09	Elias Muñoz-Garcia	As per instructions of J Vázquez-Silveyra, drafting request of certified copies of antecedents of property located in the municipality of Sabinas Hidalgo (0.8 hrs); visiting offices of Department of Agrarian Matters of State of Nuevo León in order file such solicitude (0.7 hrs); visiting offices of Public Registry of Property and Commerce of the municipality of Villaldama, Nuevo León in order to obtain previously requested certified copies of antecedents of property titles of the land located in the municipality of Sabinas Hidalgo, Nuevo León (4.6 hrs); analyzing potential defect of Delphi's title to Sabinas Property.	6.10	366.00
11/06/09	Juan B. García-Garza	Reviewing emails and opinion from J Vázquez-Silveyra regarding Sabinas property to be transferred by Delphi.	0.50	125.00
11/06/09	Fernando Treviño-Martínez	Internal discussion with J Vázquez-Silveyra regarding revisions to additional legal opinion on acquisition of real estate in Sabinas Hidalgo, Nuevo León.	0.50	100.00

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<u>Date</u>	<u>Lawyer</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
11/06/09	Juan S. Vázquez-Silveyra	RE: analyzing potential defect of Delphi's title to Sabinas Property. Telephone call with G Adame-Alvarez to discuss matters regarding memorandum addressed to client (0.3 hrs); following up on pending information from Direction of Agrarian Matters of the State of Nuevo Leon (0.3 hrs); RE: analyzing potential defect of Delphi's title to Sabinas Property.	0.60	120.00
16/06/09	Juan B. García-Garza	Exchanging emails with G Adame-Alvarez and J Vázquez-Silveyra regarding title search on Sabinas property (0.2 hrs); telephone conference with C Salazar, G Adame-Alvarez, J Vázquez-Silveyra and Santamarina's attorneys regarding same (0.5 hrs); reviewing files and background regarding same (0.6 hrs).	1.30	325.00
16/06/09	José Maria González-Elizond	Reviewing and discussing consolidation of title to real property and possession claims regarding facility located in Nuevo Leon (0.3 hrs); meeting with J Vázquez-Silveyra regarding same (0.1 hrs).	0.40	110.00
16/06/09	Fernando Treviño-Martínez	Telephone conference call with J Vázquez-Silveyra to discuss answer issued by Santamarina y Steta in response to our additional opinion regarding acquisition of property located in Sabinas, Hidalgo in order to discuss issues with client.	0.50	100.00
16/06/09	Juan S. Vázquez-Silveyra	Exchanging emails with G Adame-Alvarez; reviewing comments of S-S to analysis of Sabinas Property title (0.6 hrs); long distance conference call with F Treviño-Martínez to discuss related matters (0.3 hrs); reviewing antecedents (0.8 hrs); long distance conference call with G Adame-Alvarez, C Salazar, J de Leon (S-S) and E Anaya (S-S) (0.5 hrs); following up on pending antecedents from Direction of Agrarian Matters (0.3 hrs); analysing potential Delphi's title to Sabinas Property.	2.50	500.00
17/06/09	Juan B. García-Garza	Reviewing and revising memorandum regarding additional title search on Sabinas property (0.4 hrs); reviewing and revising LA Transfer Agreement regarding Sabinas property (0.2 hrs); interoffice conference with J Vázquez-Silveyra regarding same (0.2 hrs).	0.80	200.00

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**TIME NARRATIVE DETAIL**

<u>Date</u>	<u>Lawyer</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
17/06/09	Juan S. Vázquez-Silveyra	Reviewing and revising draft of Local Transfer of Assets Agreement with Delphi (Section Ninth) (0.7 hrs); preparing memorandum as requested by C Suarez (General Motors) in response to comments of Santa Marina y Steta (1.4 hrs); sending memorandum and revised agreement via email to G Adame-Alvarez (0.2 hrs); telephone call with G Adame-Alvarez to discuss related matters (0.3 hrs); interoffice conference with J Garcia-Garza to discuss related matters (0.2 hrs); reporting on search of Delphi's title to the Sabinas Property.	2.80	\$60.00
17/06/09	Elias Muñoz-Garcia	As per instructions of J Vázquez-Silveyra, telephone conferences with G Garza regarding request of copies of several minutes of communes of community Lozaneña in the municipality of Sabinas Hidalgo, Nuevo Leon.	0.30	18.00
18/06/09	Fernando Treviño-Martínez	Internal discussion with J Vázquez-Silveyra regarding results of telephone conference call with client and lawyers of Santamarina y Steta regarding additional legal opinion on acquisition of real estate located in Sabinas Hidalgo, Nuevo Leon.	0.30	60.00
18/06/09	Juan S. Vázquez-Silveyra	Long distance conference call with G Adame-Alvarez regarding matters on filings before Public Registry of Property and Commerce related to antecedents of Sabinas Property owned by Delphi.	0.30	60.00
<b>Total: Monterrey Office</b>				<b>\$8,852.00</b>

**Moscow Office**

<u>Date</u>	<u>Lawyer</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
09/06/09	Maria M. Gnutova	As per request of R Dookhun, reviewing pre-closing step-list regarding employment issues (i.e., engagement by General Motors of a consultant) that should be resolved in Russia (0.1 hrs.); sending short confirmation to R Dookhun that step-list reflects all employment issues that General Motors should resolve in Russia and that it is not necessary to update step-list (0.1 hrs.).	0.20	65.00
<b>Total: Moscow Office</b>				<b>\$65.00</b>

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**Time and Cost Detail**

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**TIME NARRATIVE DETAIL**

**Paris Office**

<u>Date</u>	<u>Lawyer</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
01/06/09	Sophie H. Marlange	Exchanging emails with J Crozier et al regarding amendments to be made to Local Transfer Agreement (1.1 hrs); conference call regarding French aspects of deal (1.1 hrs).	2.20	1,395.28
04/06/09	Sophie H. Marlange	Exchanging emails with J Crozier et al regarding French Local Transfer Agreement; consultation with works council and other related issues (risks of claims, criminal risks, etc)	0.40	253.69
04/06/09	Alain Sauty De Chalon	Reviewing amended version of Local Transfer Agreement prepared by H Sanchez de la Espada.	0.60	394.25
09/06/09	Sophie Jouniaux	Reviewing Business Transfer Agreement; conference call with H Sanchez de la Espada.	1.00	626.67
09/06/09	Sophie H. Marlange	Reviewing latest version of Local Transfer Agreement (compared to MTA) (0.8 hr); working session with A Sauty De Chalon (B&M Paris) and S Jouniaux (B&M Paris) regarding proposed solution to minimize risks in France (0.4 hr); drafting email regarding contemplated scenario for France (0.5 hr); working session with A Sauty De Chalon, H Sanchez de la Espada et al regarding Local Transfer Agreement and how to minimize risks of employees' claims (0.8 hr).	2.50	1,585.55
09/06/09	Alain Sauty De Chalon	Reviewing slides prepared by General Motors regarding options for Strasbourg site (0.6 hr); discussing tax and social impacts of these options with S Marlange, S Jouniaux and H Sanchez de la Espada (0.8 hr); reviewing email regarding same (0.2 hr).	1.60	1,051.33
10/06/09	Alain Sauty De Chalon	Telephone conversation with H Sanchez de la Espada regarding Strasbourg's alternative solutions.	0.50	328.54
15/06/09	Fabrice Varandas	Reviewing exchange of emails regarding authorisation of landlord to sublet premises (0.2 hr); working session with H Sanchez de la Espada re same (0.2 hr).	0.40	110.18
15/06/09	Sandrine Papin	Updating table with corporate information regarding company Rhodes France I.	0.50	107.50

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<u>Date</u>	<u>Lawyer</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
17/06/09	Sophie H. Marlange	Exchanging emails with J Crozier regarding risks linked to Delphi Strasbourg (0.4 hr); conference call with clients regarding same (1 hr); drafting email regarding same (0.7 hr).	2.10	1,331.86
17/06/09	Alain Sauty De Chalon	Conference call with General Motors regarding decision not to take over Strasbourg and related consequences (1 hr); updating with H Sanchez de la Espada (0.2 hr).	1.20	788.50
18/06/09	Sophie H. Marlange	Preparing email to R Dookhun regarding update on the current employment-related aspects (consultation with works council).	0.20	126.84
24/06/09	Sophie H. Marlange	Working session with H Sanchez de la Espada whether Delphi Strasbourg must be acquired (0.30 hr); preparing email to J Crozier regarding acquiring Strasbourg and not Paris (0.5 hr).	0.80	507.38
24/06/09	Alain Sauty De Chalon	Following up amendments to be made to exclude Strasbourg site from the steering business acquired by General Motors.	0.60	394.25
24/06/09	Sandrine Papin	Preparing and sending file to Commercial Court to update corporate certificate following appointment of new President.	1.00	215.00
25/06/09	Sophie H. Marlange	Conference call with J Crozier regarding employment related issues on contemplated taking over of Delphi Paris.	0.30	190.27
29/06/09	Sophie H. Marlange	Preparing telephone call and working session with J Crozier and S Martinez regarding pension issues.	0.70	443.95
30/06/09	Alain Sauty De Chalon	Following up employment risks assessment with S Marlange.	0.70	459.95
<b>Total: Paris Office</b>				<b>\$10,310.99</b>

**Porto Alegre Office**

<u>Date</u>	<u>Lawyer</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
19/06/09	Rodrigo T. Silva	1) Understanding with Mauricio Pacheco regarding the updated enrollment of the real estate in which is located the head office of Saginaw in the City of Porto Alegre, State of Rio Grande do Sul (0.10); 2) Sending to M Pacheco a digital version version of such document (0.10).	0.20	42.00

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<u>Date</u>	<u>Lawyer</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
26/06/09	Renata C. Amaral	Analysing additional environmental and zoning licences and documents provided by target (0.8); sending opinion to M Pacheco on subject in order to inform pending requirements to be completed by the target (0.6).	1.40	448.00
29/06/09	Renata C. Amaral	Contacting with State Environmental Agency to verify necessary license to send residues to companies located outside State of RS (States of Paraná, etc.) (0.4); sending information to M Pacheco on the licenses to be provided by target to dispose licenses outside the State (0.4); analyzing legislation regarding waste disposal in State of RS in order to provide for additional information related to the requirements to be fulfilled by the company and the places to be utilized in the State of RS, as requested by M Pacheco (0.9); verifying all authorizations provided and held by Delphi and Saginaw regarding disposal of residues (0.9); sending answers and recommendations to J Winge (B&M Sao Paulo) (0.2).	2.80	896.00
30/06/09	Renata C. Amaral	Answering M Pacheco's questions regarding transfer of environmental licenses from the target after acquisition.	0.30	96.00
<b>Total: Porto Alegre Office</b>				<b>\$1,482.00</b>

**Rome Office**

<u>Date</u>	<u>Lawyer</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
01/06/09	Valerio Salce	Reviewing various emails of J Crozier regarding new instructions and requesting for assistance in modification of Local Agreements; reviewing email of A Lattanzio to M Vasile regarding new draft Local Transfer Agreement and requesting for inputs on employment matters; reviewing response emails of M Vasile and U Percivalle regarding same; meeting with A Lattanzio regarding new draft Local Transfer Agreement and Local Agreement; drafting amendments to above agreements; reviewing email of A Lattanzio to J Crozier regarding final draft Italian agreements.	1.00	549.65

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**TIME NARRATIVE DETAIL**

<u>Date</u>	<u>Lawyer</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
01/06/09	Costantino Feroni	Reviewing exchange of emails between I Hervy, I Vagne and J Crozier regarding new version of Local Transfer Agreement and related outstanding issues; reviewing exchange of correspondence from J Crozier, A Lattanzio, M Vasile and U Percivale regarding finalisation of Local Transfer Agreement and related inputs; various briefing with A Lattanzio regarding same and instructions. (Activity performed on 29 May 2009)	0.10	39.42
01/06/09	Antonio Lattanzio	Informative email from J Crozier regarding finalisation of all Italian Local Agreements; instructions and amendments as per J Crozier's email; amending Italian Local Agreements and briefing with V Salce (B&M Rome) regarding amendments to final Deed of Transfer in part regarding jurisdiction; preparing email to J Crozier regarding final versions of agreements.	3.60	1,371.46
04/06/09	Valerio Salce	Reviewing email of J Crozier regarding update on preparation of Local Agreements and instructions; conducting brief review of executed MDA; instructions to A Lattanzio regarding same and jurisdiction clause.	0.80	439.72
04/06/09	Costantino Feroni	Reviewing emails from J Crozier regarding execution version of MDA and next steps regarding finalisation of Local Agreements, related instructions and timing issues; meeting with A Lattanzio regarding same and organisation of work; reviewing new draft of set of revised Local Agreements, prepared by A Lattanzio, reflecting MDA execution version and drafting of notes on same.	1.10	433.66
04/06/09	Antonio Lattanzio	Reviewing email from J Crozier regarding sending of latest version of Master Agreement; instructions to finalise Local Agreements and information on closing; examining Master Disposal Agreement and cross-checking with Italian Local Transfer Agreement, Italian Deed of Transfer and Italian Participation Agreement.	3.60	1,371.46

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<u>Date</u>	<u>Lawyer</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
05/06/09	Valerio Salce	Reviewing email of A Lattanzio to M Tessera Chiesa regarding new draft versions of Local Transfer Agreement, Participation Agreement and Italian Deed of Transfer, based on executed MDA; conducting brief review of above documents; reviewing email of R Dookhun regarding instructions as to pre-closing steps and employment step list.	0.40	219.86
05/06/09	Costantino Feroni	Reviewing email from A Lattanzio to M Tessera regarding set of revised Italian Local Agreements and related explanatory notes; briefing with A Lattanzio regarding same and instructions on outstanding matter regarding notarial costs relating to the Italian Deed of Transfer; reviewing email from A Lattanzio to J Crozier regarding same and related comments; reviewing email from R Dookhun regarding closing step list and related employments steps; requesting review and completion of same; reviewing email from J Crozier regarding same; reviewing email from M Tessera regarding new mark-up version of the agreements above and related comments; reviewing above documentation and drafting notes.	2.30	906.75
05/06/09	Antonio Lattanzio	Briefing with C Feroni regarding comments on amendments to Italian Local Agreements and organisation of work; informative telephone call and preparing email to C Massara regarding updating on finalisation of minutes for delegation of powers to Rhodes' Directors and employment procedure for consultation with Unions; informative telephone call with M Tessera regarding comments on Italian Local Agreements; preparing email to M Tessera regarding sending of amended versions of Italian Local Agreement; reviewing email from R Dookhun; drafting email to J Crozier regarding request of clarification on payment of fees and expenses (stamp duties and notary fees); reviewing email from M Tessera regarding latest version of Italian Local Agreement containing amendments proposed by Delphi and preliminary examination of same amendments.	2.40	914.30



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<u>Date</u>	<u>Lawyer</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
06/06/09	Valerio Salce	Reviewing email of J Crozier regarding Transaction Agenda; reviewing above Transaction Agenda.	0.30	164.90
07/06/09	Antonio Lattanzio	Reviewing Local Transfer Agreement in latest version provided by M Tessera examining each amendments and examination of MDA; cross-checking with written comments of C Feroni on same amendments.	1.60	609.54
08/06/09	Valerio Salce	Reviewing email of J Crozier regarding new instructions as to finalisation of Local Agreements; reviewing email of A Lattanzio to J Crozier regarding same and new draft agreements after negotiation with Delphi; conducting brief review of the above new drafts.	0.30	164.90

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<u>Date</u>	<u>Lawyer</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
08/06/09	Costantino Feroni	Exchanging emails with J Crozier regarding timing issues, finalisation of Italian Local Agreements and related outstanding matters; meeting with A Lattanzio regarding same and commenting to new draft Local Transfer Agreement circulated by Delphi; informative telephone conference with M Vasile regarding same; informative telephone conference with M Tessera and A Lattanzio regarding same; reviewing email from M Vasile regarding same and comments regarding Clause 10 of Local Transfer Agreement; meeting with A Lattanzio regarding finalisation of Italian Local Agreements; preparing email to M Tessera and Delphi's team attaching same and giving explanatory notes; informative telephone conference with A Lattanzio and Delphi's team regarding finalisation of agreed version of Italian Local Agreements and outstanding matters regarding Platinum's comments to such contracts; reviewing email from M Tessera regarding same, attaching agreed version of Local Transfer Agreement and mark-up version prepared by Platinum Equity; briefing with A Lattanzio regarding same and comments; proposing course of action; reviewing email from A Lattanzio to J Crozier regarding same; agreeing Italian Local Agreements and outstanding version of Local Transfer Agreement incorporating Platinum's comments; reviewing email from J Crozier regarding further inputs regarding Transfer Taxes under Local Transfer Agreement; briefing with A Lattanzio regarding same and comments; reviewing email from A Lattanzio regarding same and requesting advice; reviewing email from J Crozier regarding updated Transaction Agenda and requesting completion of same; reviewing email from J Crozier regarding update on completion steps and related instructions; meeting with A Lattanzio; reviewing and commenting on redlined version of Transaction Agenda and next steps; reviewing email from A Lattanzio regarding revised redlined version of Transaction Agenda; reviewing email from M Tessera regarding general issue elevated at central level regarding transfer taxes under Local Transfer Agreements.	3.50	1,379.84

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08/06/09	Antonio Lattanzio	Exchanging emails with J Crozier regarding finalisation of Local Agreements, timing and outstanding matters; meeting with C Feroni regarding comments on new draft of Local Transfer Agreement and Deed of Transfer circulated by Delphi; informative telephone conference with M Vasile regarding labour aspects of amendments proposed by Delphi (ie Section 10 of the Local Transfer Agreement); exchanging emails with M Tessera regarding conference call with Delphi for finalisation of Local Agreements; briefing with C Feroni regarding final amendments to Local Agreements preceding conference call with Delphi and implementation of such amendments and circulation of latest versions of Local Agreements in view of conference call with Delphi; conference call with M Tessera and Delphi on Local Agreements; finalising Local Agreements and outstanding matters regarding Platinum comments on same agreements; reviewing email from M Tessera regarding agreed versions of Local Agreements and mark-up versions of Platinum; briefing with C Feroni regarding proposed course of action; preparing email to J Crozier regarding agreed version of Local Agreements; reviewing email from J Crozier regarding further inputs on costs of transaction and Transfer Taxes under Local Transfer Agreement; reviewing, drafting and completing Transaction Agenda regarding Italy; briefing with C Feroni regarding comments, amendments and implementation of such amendments; subsequent drafting and sending of informative email to J Crozier regarding red-lined version of Transaction Agenda; exchanging emails and telephone call with M Tessera regarding comments of General Motors and Delphi on costs of transaction and Transfer Taxes under Local Transfer Agreement.	4.80	1,828.61
09/06/09	Valerio Salce	Reviewing emails of J Crozier regarding clarifications as to negotiation of agreements with Delphi, and employees' liabilities; reviewing email of A Lattanzio regarding amended Transaction Agenda as to Italy.	0.30	164.90

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<u>Date</u>	<u>Lawyer</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
09/06/09	Costantino Feroni	Reviewing email from I Vagne regarding further amendments to Deed of Transfer and related outstanding matters; briefing with A Lattanzio regarding same and instructions; reviewing exchange of correspondence between A Lattanzio and J Crozier regarding same and inputs; reviewing email from J Crozier regarding further inputs regarding Local Transfer Agreement and related employment matters and liabilities to be transferred to General Motors.	0.70	275.97
09/06/09	Antonio Lattanzio	Reviewing email from Delphi regarding proposed amendments to Deed of Transfer (Section 5 - Taxes and Expenses); exchanging emails with J Crozier regarding proposed course of action for amendments requested from Delphi.	0.50	190.48
10/06/09	Antonio Lattanzio	Reviewing email from J Crozier regarding latest version of Local Transfer Agreement and Deed of Transfer as attached by Delphi to MDA; requesting review and amendments; reviewing and amending Local Transfer Agreement and Deed of Transfer; conference call with C Feroni and M Tessera regarding comments on latest version of Local Transfer Agreement and Deed of Transfer; discussion on proposed amendments and outstanding issues; reviewing email from M Tessera regarding update on the above; reviewing email from J Crozier regarding information and requests on Lease Agreement; researching in former correspondence and confirmation of main information on Lease Agreement (duration, termination extension of the offices); examining terms of Lease Agreement; briefing with C Feroni and preparing email to J Crozier regarding confirmation of terms of Lease Agreement.	2.40	914.30

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10/06/09	Costantino Feroni	Reviewing email from J Crozier regarding final versions of Italy scheduled to MDA; requesting review of same and finalising together with Delphi's approval; meeting with A Lattanzio regarding same and commenting; informative telephone conference with A Lattanzio and M Tessera regarding same and further comments and outstanding issues; reviewing email from M Tessera regarding same and updating on the above; reviewing email from J Crozier regarding real estate information and requesting confirmation on same; meeting with A Lattanzio regarding same and reviewing email from A Lattanzio to J Crozier regarding same and advising.	1.90	749.06
11/06/09	Antonio Lattanzio	Telephone call from M Tessera regarding update on Delphi comments to Local Transfer Agreements; subsequent briefing with C Feroni regarding same.	0.30	114.29
12/06/09	Costantino Feroni	Reviewing exchange of emails between A Lattanzio and J Crozier regarding outstanding issues concerning specific clauses to be finalised under Italian Local Agreements; briefing with A Lattanzio regarding same and instructions; reviewing email from A Lattanzio to J Crozier attaching clean version of agreements above; exchanging emails with J Crozier regarding outstanding issues regarding finalisation of clause 5 to Deed of Transfer and related scenario.	0.70	275.97
12/06/09	Antonio Lattanzio	Reviewing email from J Crozier regarding finalisation of Local Transfer Agreements and issues under dispute; examining Local Agreement and preparing informative email to J Crozier regarding identification of issues under dispute; exchanging emails with J Crozier regarding Section 5 of Local Transfer Agreement and proposed course of action.	1.10	419.06
15/06/09	Costantino Feroni	Reviewing email from C Massara to J Crozier regarding corporate table for Rhodes Italy; informative telephone conference with M Tessera regarding status of finalisation of Local Transfer Agreements and related outstanding matters.	0.40	157.70

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<u>Date</u>	<u>Lawyer</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
15/06/09	Antonio Lattanzio	Reviewing email from client regarding table containing corporate information of Rhodes Italy and updating; conference call with C Feroni regarding proposed course of action.	0.50	190.48
17/06/09	Antonio Lattanzio	Reviewing email from client regarding chart containing person having signatory powers; telephone conference with C Massara regarding proposed course of action.	0.50	190.48
18/06/09	Costantino Feroni	Informative telephone conference with M Tessera regarding update on status of finalisation of Local Transfer Agreements and related outstanding issues.	0.40	157.70
22/06/09	Antonio Lattanzio	Reviewing email from J Crozier regarding General Motors closing and instructions, actions and agenda; informative email to C Massara regarding drafting of Board Resolution of Rhodes; authorising and approving same agreement, Ancillary Agreements and transactions; telephone conference with M Tessera regarding updating on Italian Local Agreements.	0.90	342.86
23/06/09	Costantino Feroni	Reviewing email from J Crozier regarding update on status of Delphi's transaction; requesting preparation of closing documents and updating of Closing Agenda; reviewing set off documents attached to the email above; briefing with A Lattanzio regarding same and commenting; organisation of work; drafting email to J Crozier regarding outstanding issues regarding finalisation of Local Transfer Agreements; reviewing email from J Crozier regarding same and proposed language; informative telephone conference with M Tessera regarding same and finalisation of Italian Local Transfer Agreements; reviewing email from A Lattanzio regarding same and set of agreed Italian Local Transfer Agreements; briefing with A Lattanzio and C Massara regarding adoption of Corporate Resolution by Rhodes Italy and related outstanding issues regarding recapitalisation matters connected to closing activities; reviewing exchange of emails between C Massara and J Broughton regarding update on change to bank account signatories and related outstanding matters.	1.40	551.94

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**Time and Cost Detail**

Invoice No. 1120581  
VAT No. GB 238 5592 33  
(Great Britain)

**TIME NARRATIVE DETAIL**

<u>Date</u>	<u>Lawyer</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
23/06/09	Valerio Salce	Reviewing email of J Crozier regarding various action items and Transaction Agenda.	0.30	164.88
23/06/09	Antonio Lattanzio	Briefing with C Feroni regarding review email of J Crozier and proper actions to be taken (Transaction Agenda and drafting Board Resolution and bank details); telephone call with M Tessera regarding updating on transaction; discussion on attachments to Lease Agreement; exchanging emails with J Crozier regarding latest proposed amendments to Local Transfer Agreement and Deed of Transfer; subsequent telephone conference with M Tessera regarding same; agreeing on same amendments; preparing email to J Crozier regarding final versions of Local Transfer Agreement and Deed of Transfer; preparing email to M Tessera regarding same; telephone conference with C Massara and C Feroni regarding closing deliverables and bank accounts and possible recapitalisation of the company; contacting with Public Notary and estimate expenses regarding closing; reviewing email from J Crozier regarding tax code of new branch manager; reviewing email from J Crozier regarding signature of documents in Italy by the new branch manager.	2.50	952.40
24/06/09	Antonio Lattanzio	Reviewing email from M Vasile regarding comments on labour part of Transaction Agenda; examining Transaction Agenda and amendments and updating of same document; reviewing email from C Massara regarding sending of draft Resolution of Board for approval of Delphi transaction and delegation of powers to director; examining draft Resolution of Board and proposed amendments; informative email to C Feroni regarding same.	1.30	495.25

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**TIME NARRATIVE DETAIL**

<u>Date</u>	<u>Lawyer</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
25/06/09	Costantino Feroni	Reviewing draft updated Board Resolution, prepared by C Massara, of Delphi regarding approval of Local Transfer Agreements and delegation of powers; reviewing Transaction Agenda updated by A Lattanzio; briefing with A Lattanzio regarding same and commenting on documentation above; proposing course of action; drafting email to T Bolster regarding same and related outstanding issues; reviewing email from A Lattanzio to M Tessera regarding outstanding schedules to Lease Agreement and completion of same; reviewing email from C Massara to T Bolster regarding draft Board Resolution regarding approval of Local Transfer Agreements and related outstanding procedure; reviewing email from T Bolster regarding same and inputs; informative telephone conference with Notary Public regarding Deed of Transfer to be executed on closing and related outstanding matters; reviewing email from A Lattanzio to Notary Public regarding same.	1.90	749.06
25/06/09	Antonio Lattanzio	Reviewing email of C Massara regarding sending of Board Meeting Minutes to T Bolster; exchanging emails with T Bolster regarding updating on Local Agreement, closing deliverables and requesting information on bank accounts; preparing email to M Tessera regarding Lease Agreement and outstanding schedules; preparing email to Notary Public regarding sending of Deed of Transfer for his review.	0.90	342.86
26/06/09	Costantino Feroni	Briefing with A Lattanzio regarding update from Delphi on transaction and instructions on how to proceed; reviewing email from A Lattanzio to M Tessera regarding same.	0.40	157.70
26/06/09	Antonio Lattanzio	Informative email to M Tessera regarding update on matter including: adoption of resolution by Rhode Italy and requesting of copy of resolution to be adopted by Delphi, attachments to Deed of Transfer and updating choice of Italian Public Notary and submission of Deed of Transfer and commenting; briefing with C Feroni regarding same.	0.60	228.58



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<u>Date</u>	<u>Lawyer</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
29/06/09	Antonio Lattanzio	Reviewing email from J Broughton regarding new bank account signatories of Rhodes Italy; exchanging emails with C Massara regarding proposed course of action and Corporate Resolution to effect such change.	0.30	114.29
30/06/09	Costantino Feroni	Reviewing exchange of emails between A Lattanzio and M Tessera regarding update on status of completion of Delphi's document in context of closing activities and related outstanding issues.	0.40	157.68
30/06/09	Antonio Lattanzio	Examining last correspondence with M Tessera; attending to new email to M Tessera regarding request of information; exchanging emails with M Tessera regarding last version of the Deed of Transfer (Section 5/payment of the income taxes).	0.40	152.38
<b>Total: Rome Office</b>				<b>\$18,604.34</b>

**San Francisco Office**

<u>Date</u>	<u>Lawyer</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
01/06/09	Hugo Sanchez de la Espada	Conference call with all General Motors and Delphi and B&M Paris people with main purpose regarding Strasbourg site (1.20 hrs); finalising agreements regarding France to be attached to Master Distribution Agreement to be signed (1.40 hrs); exchanging emails with J Crozier; attending to detailed emails with local counsel of Delphi (Hogan & Hartson) with respect to the French sites issues (0.30 hrs).	2.70	1,527.17
02/06/09	Hugo Sanchez de la Espada	Following up internally and with Delphi local counsel regarding both French sites issues.	0.70	395.93
04/06/09	Hugo Sanchez de la Espada	Receiving and conducting detailed review of MDA signed on 1 June (0.40 hrs); modifying Local Transfer Agreement accordingly and of two other documents (1.80 hrs); following up with Paris B&M team and with local counsel of Delphi, Hogan & Hartson; attending to emails and telephone conferences (0.70 hrs) with respect to the proposed modifications of the documents.	2.90	1,640.30

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**TIME NARRATIVE DETAIL**

<u>Date</u>	<u>Lawyer</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
05/06/09	Hugo Sanchez de la Espada	Conference call with Hogan & Hartson regarding MDA signed on Monday and related modification of Local Transfer Agreement for France; attending to emails (1.30 hrs); reviewing and amending Transaction Agenda (0.50 hrs); following up and coordinating with B&M Paris team (0.40 hrs).	2.20	1,244.36
08/06/09	Hugo Sanchez de la Espada	Following up file with Delphi local counsel and B&M London Office (0.70 hrs) with respect to the French sites issues; working on Local Transfer Agreement (0.80 hrs); reviewing and amending Transaction Agenda (0.40 hrs); attending to emails (0.30 hrs); coordinating Paris B&M team and preparing internal working session with S Marlange (labour) and S Jouniaux (tax) (0.70 hrs).	2.90	1,640.30
09/06/09	Hugo Sanchez de la Espada	Following up file and coordination of Paris Office team (0.40 hrs); working session (telephone call) with A Sauty (M&A), S Marlange and S Jouniaux regarding potential exclusion of Strasbourg site from scope of acquisition (0.80 hrs); attending to new documents and questions from G Ruselowski (0.30 hrs); attending to detailed email with comments to General Motors (0.80 hrs); finalising Local Transfer Agreement in agreed form (0.50 hrs); attending to emails and telephone conversations with Delphi local counsel and agreeing on versions of all documents (1.00 hrs).	3.80	2,149.36
10/06/09	Hugo Sanchez de la Espada	Following up emails and telephone conversations essentially with Delphi local contact (1.10 hrs); finalising Local Transfer Agreement (0.50 hrs).	1.60	904.99
11/06/09	Hugo Sanchez de la Espada	Following up with B&M London, Paris and Delphi local contact regarding Schedule 10.4	0.50	282.81
15/06/09	Hugo Sanchez de la Espada	Following up various additional questions regarding France (table) (0.40 hrs); following up with S Papin (B&M Paris) (0.10 hrs).	0.50	282.81

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<u>Date</u>	<u>Lawyer</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
16/06/09	Hugo Sanchez de la Espada	Following up file, in particular with respect to the French sites; exchanging emails with J Crozier and K Guch (0.30 hrs) (0.60 hrs); following up with F Varandas (B&M Paris) and S Marlange; following up with Delphi's local counsel (0.60 hrs).	1.50	848.43
17/06/09	Hugo Sanchez de la Espada	Attending to questions from J Crozier (0.40 hrs) regarding the French sites; following up with A Sauty de Chalon, S Marlange and S Papin (0.20 hrs); completing table (0.10 hrs).	0.70	395.93
25/06/09	Hugo Sanchez de la Espada	Following up file and exchanging emails with J Crozier and T Bolster with respect to the French sites.	0.50	282.81
<b>Total: San Francisco Office</b>				<b>\$11,595.20</b>

**Sao Paulo Office**

<u>Date</u>	<u>Lawyer</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
01/06/09	Hércules Celescuckci	Reviewing emails from J Crozier and R Dookhun with instructions regarding past labour liabilities which will stay with General Motors; checking that they are not reflected in Local Agreement (0,7); conversation with M Pacheco to confirm if there is any expatriate working in Saginaw Brazil (0,2); reviewing email from Delphi Brazil's in-house counsel L Almeida regarding registration of corporate acts related to payment of dividends to US shareholders with quotas of Saginaw for us to perfect the closing of Project Rhodes (0,2); conversation with M Pacheco regarding the corporate matters to pursue the payment of such dividends (0,2).	1.30	546.00
01/06/09	Mauricio M. Pacheco	Conference call with J Crozier regarding final draft of Local Agreements of Project Rhodes (0,4); exchanging emails with same regarding same matter (0,1); conversation with M Pacheco to confirm if there is any expatriate working in Saginaw Brazil and the corporate matters to pursue the payment of dividends by Delphi Brazil (0,4).	0.90	238.50
05/06/09	Hércules Celescuckci	Exchanging email with R Dookhun regarding post closing of Project Rhodes steps in labour front.	0.30	126.00

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**TIME NARRATIVE DETAIL**

<u>Date</u>	<u>Lawyer</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
05/06/09	Mauricio M. Pacheco	Exchanging several mails with J Crozier regarding issuance of Power of Attorney by acquisition vehicle of Project Rhodes (0,3); conference call with P Frauendorf regarding pending steps to complete closing of Project Rhodes for Brazil (0,5); exchanging emails with P Frauendorf regarding the pending issues in connection with Project Rhodes (0,3); exchanging emails with L Almeida regarding draft of Local Agreements for completion of Project Rhodes (0,2)..	1.30	344.50
08/06/09	Hércules Celescuecki	Reviewing Brazilian section of marked-up version of Transaction Agenda with M Pacheco's comments regarding the pending steps for Brazil.	0.60	252.00
08/06/09	Mauricio M. Pacheco	Conference call with P Frauendorf regarding filing of documents before CADE (0,9); reviewing and changing Transaction Agenda to include our comments to transaction related to Brazil (1,7); exchanging several emails with J Crozier, V Young and K Guch regarding the project (0,4); conference call with A Martins (B&M Brasilia) to discussing filing before CADE (0,6).	3.60	954.00
09/06/09	Mauricio M. Pacheco	Conference call with J Crozier regarding pending issues of Project Rhodes (0,2); exchanging emails with same (0,1).	0.30	79.50
18/06/09	Mauricio M. Pacheco	Preparing pre-closing checklist for Brazilian part of transaction of Project Rhodes (3,1); exchanging emails with P Frauendorf regarding same matter (0,4).	3.50	927.50
19/06/09	Hércules Celescuecki	Visiting General Motors's premises to meet with P Frauendorf, A Pascotto, A Neto, E Chidereli, C Claudino and R Luz to discuss pre-closing actions on Rhodes - Master Sale and Purchase Agreement (3,5); reviewing email from R Dookhun asking questions on liabilities related to employees in case Project Rhodes is not closed due to different outcomes from bankruptcy court (0,3); preparing email to R Dookhun with comments related to bankruptcy court (0,5).	4.30	1,806.00

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<u>Date</u>	<u>Lawyer</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
19/06/09	Mauricio M. Pacheco	Visiting General Motors's premises to meet with P Frauendorf, A Pascotto, A Neto, E Chidereli, C Claudino and R Luz to discuss pre-closing actions on Rhodes - Master Disposition Agreement (3,5); internal meeting with law clerk J Winge regarding post closing issues of Project Rhodes (0,5); conference call with P Frauendorf and M Funchal regarding pending actions to conclude transfer of real estate (0,5); analysing pre-closing checklist or Project Rhodes (0,3).	4.80	1,272.00
19/06/09	Jessica D. Winge	Internal understandings with M Pacheco regarding Project Rhodes and the pre-closing issues (0,5) and telephone calls with M Pacheco, R Silva, Patrik of General Motors, C Gricug and L Almeida from Delphi Brazil (0,9); updating Closing Checklist, as requested by M Pacheco (0,8).	2.20	220.00
22/06/09	Mauricio M. Pacheco	Analysing document attached to email sent by P Frauendorf regarding banking accounts information of Brazilian target company (0,2); exchanging emails with same related to pending pre-closing issues (0,2); conference with law clerk J Winge regarding pre-closing issues (0,3).	0.70	185.50
22/06/09	Jessica D. Winge	Reflecting the comments made by M Pacheco to the Closing Checklist in Transaction Agenda of B&M London regarding Project Rhodes, as requested by M Pacheco.	1.30	130.00
23/06/09	Mauricio M. Pacheco	Conference with C Gricug regarding obtainment of pending licences and transfer of real estate from Delphi Brazil to Saginaw Brazil (0,4); conference with law clerk J Winge regarding same project (0,2).	0.60	159.00
23/06/09	Jessica D. Winge	Preparing draft email to C Griguc regarding documents related to real state of Saginaw regarding Project Rhodes, as requested by M Pacheco.	1.00	100.00

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<u>Date</u>	<u>Lawyer</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
24/06/09	Mauricio M. Pacheco	Conference with law clerk J Winge regarding banking information of Saginaw Indústria e Comércio Ltda (0,3); conference with G Tomasoni (B&M Sao Paulo) regarding registration of Saginaw before IBAMA (0,2); analysing licences sent by C Gricug (0,4); exchanging emails with P Frauendorf regarding pre-closing issues of Project Rhodes (0,2).	1.10	291.50
24/06/09	Giovani B. Tomasoni	Researching information regarding Saginaw status before Brazilian Environmental and Renewable Natural Resources Institute (IBAMA) (0,6); obtaining copy of IBAMA Registration and IBAMA Clearance Certificate (0,2); preparing email to M Pacheco containing information obtained (0,4).	1.20	264.00
24/06/09	Jessica D. Winge	Internal understandings with M. Pacheco about documents received by C Gricug regarding real state of Saginaw (0,3); preparing email to P Frauendorf with M Pacheco with additional comments regarding documents enclosed therewith (0,7).	1.00	100.00
25/06/09	Hércules Celescuecki	Reviewing new version of Transactional Agenda of Project Rhodes for closing prepared by M Pacheco.	0.40	168.00
25/06/09	Mauricio M. Pacheco	Analysing documents sent by C Gricug regarding pending licences of Saginaw Brazil (0,3); conference with law clerk J Winge regarding same matter (0,5); exchanging emails with R Amaral regarding same project (0,2); internal meeting with law clerk J Winge to discuss closing checklist of Project Rhodes and list depicting banking information of Project Rhodes (0,4); review closing checklists of Project Rhodes (0,8); exchanging emails with J Crozier and J Broughton regarding project (0,2).	2.40	636.00
25/06/09	Jessica D. Winge	Updating Closing Checklist of Project Rhodes for Brazil (0,9); preparing draft of email to P Frauendorf (0,2); organising documents related to real state of Saginaw (0,4); reviewing with M Pacheco Transaction Agenda and bank account details of Saginaw regarding closing of Project Rhodes(0,5).	2.00	200.00

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<u>Date</u>	<u>Lawyer</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
29/06/09	Jessica D. Winge	Telephone call with C Griguc in order to discuss required licences and authorisations of FEPAM (0,2) and drafting email to R Amaral in order to obtain further information of required authorisations regarding closing of Project Rhodes, as requested by M Pacheco (0,2).	0.40	40.00
30/06/09	Mauricio M. Pacheco	Conference call with P Frauendorf regarding pre-closing issues for Brazil of Project Rhodes (0,3); exchanging email with R Amaral regarding obtaining pending environmental licences by Saginaw and Delphi Brazil (0,1); reviewing and changing pre-closing checklist (0,6); exchanging emails with P Frauendorf regarding new version of the Transaction Agenda(0,2).	1.20	318.00
30/06/09	Jessica D. Winge	Preparing draft of email to C Griguc regarding required licences and authorisations issued by FEPAM regarding closing of Project Rhodes, as requested by M Pacheco.	0.40	40.00
<b>Total: Sao Paulo Office</b>				<b>\$9,398.00</b>

**Shanghai Office**

<u>Date</u>	<u>Lawyer</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
01/06/09	Yi Ding	Reviewing employment related questions.	0.10	46.00
10/06/09	Yi Ding	Telephone analysis with P Liu regarding overtime issue identified in Disclosure Schedule and social insurance matter.	0.30	138.00
11/06/09	Joseph W. Deng	Preparing correspondence to J Liu regarding overtime issues and potential liabilities for Delphi transaction.	0.30	255.01
11/06/09	Yi Ding	Reviewing Disclosure Schedule (0.2) and preparing legal advice regarding overtime related non-compliance (0.6); reviewing and considering social insurance contribution matter of Lingyun Joint Venture and Shanghai branch of Suzhou entity (0.3).	1.10	506.00
12/06/09	Joseph W. Deng	Preparing analysis of China overtime non-compliance Disclosure Statement (0.6); preparing correspondence to J Crozier regarding same (0.4).	1.00	850.00

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<u>Date</u>	<u>Lawyer</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
12/06/09	Yi Ding	Analysing overtime issue with J Deng (0.4); revising legal advice regarding non-non-compliance regarding overtime working hours and overtime pay(0.4).	0.80	368.00
19/06/09	Joseph W. Deng	Preparing correspondence regarding disclosure schedule for Delphi transaction (0.4); reviewing additional disclosure of overtime compliance issues from Qiong Yu. (0.5)	0.90	765.00
19/06/09	Yi Ding	Reviewing additional information provided by legal counsel of Delphi regarding the employment arrangement and overtime issues (0.1); preparing legal advice (0.3)and analysing with J Deng regarding the same (0.2), and analyse the same with Liu Ping (0.1).	0.70	322.00
23/06/09	Joseph W. Deng	Preparing correspondence to J Crozier regarding overtime issues and disclosure schedule.	0.50	425.00
23/06/09	Yi Ding	Preparing legal advice regarding disclosure of overtime non-compliance issue and potential liabilities.	1.10	506.00
24/06/09	Joseph W. Deng	Preparing correspondence to J Crozier regarding disclosure schedules regarding PRC overtime hours, statute of limitations and administrative claims.	0.40	340.00
25/06/09	Yi Ding	(General Motors and Platinum) - Preparing employment section for chart regarding closing agenda (social insurance registration and contribution , housing funds registration and contribution, and expatriate employment arrangement) (0.8); reviewing revised disclosure schedule (0.1); analysing same with J Wilson ( 0.2).	1.10	506.00
25/06/09	Jeffrey P. Wilson	Discussion with Y Ding regarding social insurance registration and contribution issue.	0.20	126.00
<b>Total: Shanghai Office</b>				<b>\$5,153.01</b>

**Singapore Office**

<u>Date</u>	<u>Lawyer</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
06/06/09	Kelvin T. W. Poa	Reviewing latest instructions regarding Transaction Agenda for Delphi acquisition.	0.30	174.66



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<u>Date</u>	<u>Lawyer</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
08/06/09	Kelvin T. W. Poa	Reviewing instructions from B&M London on finalization of LTAs and actions to complete on the Transaction Agenda in respect of the Delphi acquisition (0.1 hrs.); reviewing Transaction Agenda for acquisition of the steering business non-us (0.1 hrs.).	0.20	116.44
10/06/09	Kelvin T. W. Poa	Reviewing instructions regarding employee liability issues in transfer of assets.	0.10	58.22
16/06/09	Kelvin T. W. Poa	Reviewing completed table of information for Steering Singapore.	0.40	232.88
17/06/09	Kelvin T. W. Poa	Reviewing matrix regarding bank accounts; discussion with D Mahalingam (B&M Singapore) regarding completion of matrix.	0.40	232.88
18/06/09	Dakshayani Mahalingam	Attending to J Broughton's B&M London email regarding change of authorised bank signatories for company. Review the e-mail and contact the bank to verify with them on the requirements to change the bank signatories (0.10) Liaising with Xcel Chang (Bank Officer) through e-mail and telephone in respect of the procedure and documents required for change of banking signatories (0.10). Inform J Broughton via email on the procedures and documents required in respect of change of banking signatories from the bank (0.10).	0.30	85.20
23/06/09	Kelvin T. W. Poa	Reviewing latest Transaction Agenda for acquisition of the steering business Non-us and closing deliverables.	0.30	174.66
24/06/09	Kelvin T. W. Poa	Reviewing request for documentation regarding directors in Singapore.	0.10	58.22
24/06/09	Dakshayani Mahalingam	Attending to J Broughton for copy of business profile of company; applying online with Accounting and Corporate Regulatory Authority to purchase Business and make necessary payments (0.10). Receive email from Accounting and Corporate Regulatory Authority in respect of the business profile of the Company. Peruse the profile whether they are in order. Forward the same to J Broughton (0.10).	0.20	56.80
26/06/09	Kelvin T. W. Poa	Reviewing instructions regarding capitalisation agenda (0.1 hrs.); confirming no capitalisation required for Singapore (0.1 hrs.).	0.20	116.44

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<u>Date</u>	<u>Lawyer</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
29/06/09	Dakshayani Mahalingam	Attending to J Crozier's email regarding particulars, officers, address and Memorandum and Articles of Association of company. Prepare the list of officers (0.10). Peruse the list of officers of the Company and the latest business profile of the Company purchased from Accounting and Corporate Regulatory Authority. Forward the business profile to J Crozier (0.10). Scan a copy of Memorandum and Articles of Association of company and forward the same to J Crozier (0.10).	0.30	85.20
30/06/09	Kelvin T. W. Poa	Reviewing instructions regarding change of bank accounts (0.3 hrs.); reviewing bank account change documents (0.2 hrs.).	0.50	291.10
30/06/09	Dakshayani Mahalingam	Attending to J Broughton's email regarding the change of banking signatories for the bank accounts maintained with Deutsche Bank AG, Singapore; peruse the Minute Book of the Company to review the current authorized signatories (0.30). Prepare the Directors' Resolutions In Writing and the Extract of Directors' Resolutions In Writing in respect of change of Authorised Representative and the Authorised signatory. Forward the same to Alta Grace (bank officer) to confirm whether they are in order. Receive the confirmation from Alta and forward the same to the Directors of the Company for their signatures (0.50). Prepare the "Signature List" in respect of change of the authorized signatories; forward the same to J Broughton to arrange for the signatures of the authorized signatories (0.20).	1.00	284.00
<b>Total: Singapore Office</b>				<b>\$1,966.70</b>

**Sydney Office**

<u>Date</u>	<u>Lawyer</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
16/06/09	Joanne Grange	Providing copy of constitution to S McGrath for Rhodes Automotive Manufacturing Pty Ltd.	0.10	26.40
19/06/09	Grace Ho	Attending conference call regarding Completion Agenda for Local Transfer Agreement (1.0hrs) run through and related discussions; following up email correspondence with S McGrath regarding Goods and Services Tax related issues.	1.30	446.00

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<u>Date</u>	<u>Lawyer</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
29/06/09	Grace Ho	Reviewing and responding to email from S Schenkel regarding financial information required for stamp duty purposes and requesting update on draft Goods and Services Tax invoice to be reviewed.	0.30	102.92
30/06/09	Constantin Koutsis	Reviewing emails regarding post closing steps and duty calculation (1.50hrs); drafting email to G Ho (B&M Sydney) regarding stamp duty payable (0.30hrs).	0.80	531.06
30/06/09	Grace Ho	Reviewing and responding to various email correspondence regarding stamp duty and Goods and Services Tax related issues (duty estimates, tax invoices etc)(1.30hrs); discussions with S Schenkel and C Koutsis (B&M Sydney) regarding stamp duty and GST related issues (0.40hrs).	1.70	583.24
<b>Total: Sydney Office</b>				<b>\$1,689.62</b>

**Tokyo Office**

<u>Date</u>	<u>Lawyer</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
01/06/09	Jean-Denis Marx	Telephone conference with client (0.90); review and finalise Japanese LTA and Participation Agreement (1.0).	1.90	1,298.67
02/06/09	Jean-Denis Marx	Liaising with General Motors regarding status of agreements.	0.70	478.46
05/06/09	Jean-Denis Marx	Attending to social insurance registration issues.	0.30	205.05
09/06/09	Jean-Denis Marx	Reviewing Transaction Agenda for Japan and check conformity of each step with Japanese law; amend Japanese LTA and Participation Agreement.	1.50	1,025.27
10/06/09	Jean-Denis Marx	Reviewing revised Local Transfer Agreement; liaising with Delphi and London regarding same.	0.80	546.81
10/06/09	Nobuhiko Kurata	Reviewing amended registration and documents relevant tax and providing same to Mr Yamaguchi.	0.30	122.21
10/06/09	Shin Maruyama	Attending correspondence with Mr Okazaki of Otsuki Social Insurance office regarding application for social insurance enrollment (0.3) reporting to N Kurata regarding the same.(0.1).	0.40	117.76

27 August 2009

**Time and Cost Detail**

Invoice No. 1120581  
VAT No. GB 238 5592 33  
(Great Britain)

**TIME NARRATIVE DETAIL**

<u>Date</u>	<u>Lawyer</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
11/06/09	Jean-Denis Marx	Confirming rules of employment issue with General Motors.	0.40	273.40
12/06/09	Jean-Denis Marx	Reviewing Local Transfer Agreement; drafting revised 10.1.C.	0.90	615.16
15/06/09	Jean-Denis Marx	Reviewing 10.1.C of Japanese LTA (0.80); liaising with Delphi revised Article 10.1.C of Japanese LTA (0.20); attending to corporate information on Rhodes Japan (0.20).	1.20	820.21
15/06/09	Tomoko Komatsuzaki	Visiting Bank of Tokyo Mitsubishi UFJ, Akasaka branch regarding change of registered address of Rhodes Japan LLC.	0.80	112.00
16/06/09	Jean-Denis Marx	Reviewing Article 10.1.C of Japanese LTA (0.30); explaining contents of modifications made (0.40).	0.70	478.46
17/06/09	Jean-Denis Marx	Attending to revised 10.1.C of Japanese LTA.	0.30	205.05
18/06/09	Jean-Denis Marx	Telephone conference with Delphi; revising 10.1.C of Japanese LTA.	0.90	615.16
19/06/09	Jean-Denis Marx	Reviewing 10.1.C of Japanese LTA and confirming approval; advising regarding liabilities if closing not implemented.	0.80	546.81
22/06/09	Jean-Denis Marx	Attending to revised 10.1.C of Japanese LTA.	0.50	341.76
22/06/09	Jean-Denis Marx	Preparing information sheet regarding Rhodes Japan.	0.70	478.46
23/06/09	Jean-Denis Marx	Confirming issues regarding 10.1.C of Japanese LTA in relation with the necessity of allowing certain extraordinary or irregular payments to be made by Delphi to employees without Rhodes Japan's prior consent.	0.40	273.40
24/06/09	Jean-Denis Marx	Liaising with General Motors regarding rules of employment; confirming details of corporate information on Rhodes Japan.	0.60	410.11
25/06/09	Jean-Denis Marx	Reviewing Offer Letter template prepared by Delphi for the transfer of the employees to Rhodes Japan.	0.90	615.16
26/06/09	Jean-Denis Marx	Confirming issues regarding documentation required under Japanese law for the transfer of employees of Delphi Automotive Systems Japan to Rhodes Japan.	0.40	273.40

27 August 2009

**Time and Cost Detail**

Invoice No. 1120581  
VAT No. GB 238 5592 33  
(Great Britain)

**TIME NARRATIVE DETAIL**

<u>Date</u>	<u>Lawyer</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
26/06/09	Jean-Denis Marx	Confirming transfer of employees issues in particular with regard to payments to be made by Delphi at the transfer (0.70); confirming Transaction Agenda update in particular with regard to necessary corporate documentation in relation with the transfer of the local business to Rhodes Japan (0.60).	1.30	888.56
26/06/09	Jean-Denis Marx	Confirming issues regarding whether the transfer of the employees of Delphi Automotive Systems Japan should be construed as termination of their employment relationship with resulting costs for Delphi.	0.50	341.76
29/06/09	Jean-Denis Marx	Finalising form of consent and determination to be issued to confirm implementation of closing in Japan.	0.90	615.16
29/06/09	Jean-Denis Marx	Confirming the costs and expenses that would be incurred by Rhodes at the closing including costs related to the transfer of the lease (issues with the last rent and the security deposit) and costs related to employees (retirement allowance).	0.30	205.05
29/06/09	Tomoko Komatsuzaki	Reviewing and revising form of consent and determination as to business transfer from Delphi Automotive Systems Japan, Ltd to Rhodes Japan, LLC.	0.60	84.00
29/06/09	Shin Maruyama	Drafting form of consent and determination as to business transfer from Delphi Automotive Systems Japan, Ltd to Rhodes Japan, LLC.	1.50	441.62
30/06/09	Tomoko Komatsuzaki	Correspondences with Ms Ikeda (Bank of Tokyo Mitsubishi, Akasaka branch) regarding change of registered seal (0.2hr); reporting to J Marx (0.1hr); affixing the corporate seal to application documents for social insurance(0.2hr).	0.50	70.00
30/06/09	Jean-Denis Marx	Confirming status of procedures for social insurance registration of transferred employees at Rhodes Japan.	0.50	341.76
30/06/09	Jean-Denis Marx	Confirming issues regarding bank account signatories in particular usage of seals and number of signatories for UFJ Mitsubishi Tokyo.	0.60	410.11
30/06/09	Jean-Denis Marx	Confirming issues regarding possible termination of employees of Delphi Automotive Systems Japan at closing.	0.60	410.11

27 August 2009

**Time and Cost Detail**

Invoice No. 1120581  
VAT No. GB 238 5592 33  
(Great Britain)

**TIME NARRATIVE DETAIL**

<u>Date</u>	<u>Lawyer</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
30/06/09	Jean-Denis Marx	Confirming issues regarding expenses to be incurred by Rhodes Japan at closing including lease-related and employee-related costs.	0.30	205.05
30/06/09	Jean-Denis Marx	Confirming status of tax documentation (lack of 2008 tax filing for Rhodes Japan).	0.20	136.70
30/06/09	Nobuhiko Kurata	Telephone call to Mr Yamaguchi who is person in charge in Delphi Japan and confirming status of health insurance.	0.30	122.21
<b>Total: Tokyo Office</b>				<b>\$14,124.86</b>

**Warsaw Office**

<u>Date</u>	<u>Lawyer</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
01/06/09	Piotr Rawski	Revising situation in Poland in light of closing (employment matters connected with the transaction).	0.30	165.31
01/06/09	Weronika Achramowicz	Assisting in closing: reviewing Participation Agreement (0.60 hrs) and Local Transfer Agreement regarding Poland (0.70 hrs).	1.30	485.08
08/06/09	Piotr Rawski	Further revising agenda and situation in Poland in light of closing (employment matters connected with the transaction).	0.30	165.31
08/06/09	Weronika Achramowicz	Assistance to closing (Polish jurisdiction); reviewing and commenting to the Transaction Agenda (1.00 hr); follow-up information re: management structure of Delphi Polska (0.30 hrs).	1.30	485.08
16/06/09	Piotr Rawski	Assisting in Lease Agreements related issues (0.40 hrs); exchanging various emails regarding same (0.1 hrs).	0.50	275.52
22/06/09	Piotr Rawski	Attending to various actions linked to closing of the Local Transfer Agreement (inter alia related to bank accounts).	0.40	220.42
23/06/09	Piotr Rawski	Working on remaining items for closing of the Local Transfer Agreement re: Poland (contacting Delphi Polska and revising closing check list, etc) (0.90 hrs); participating in various email correspondence regarding same (0.60 hrs).	1.50	826.56

27 August 2009

**Time and Cost Detail**

Invoice No. 1120581  
VAT No. GB 238 5592 33  
(Great Britain)

**TIME NARRATIVE DETAIL**

<u>Date</u>	<u>Lawyer</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
23/06/09	Warsaw Paragl. M & A	Reviewing Poland Local Transfer Agreement and Articles of Incorporation of Delphi Polska regarding Delphi Polska's necessity to obtain corporate consents prior to becoming part to Local Transfer Agreement.	1.40	154.00
24/06/09	Warsaw Paragl. M & A	Providing B&M London with copy of current excerpt from register of business entities of Delphi Polska.	0.30	33.00
30/06/09	Piotr Rawski	Working on final employment issues regarding closing.	0.40	220.42
<b>Total: Warsaw Office</b>				<b>\$3,030.70</b>

**LAWYER TIME SUMMARY**

<u>Lawyer</u>		<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
<b>London Office</b>				
Gregory, Sarah C.	Partner	0.30	891.23	267.37
Guch, Karen Anne	Partner	14.10	980.36	13,823.08
Broughton, Jonathan M.	Associate	34.60	607.66	21,025.05
Crozier, Jannan	Associate	94.40	656.27	61,951.89
Dookhun, Romaana	Associate	9.30	478.03	4,445.67
Payne, Yvonne	Associate	9.70	469.92	4,558.23
Bolster, Thomas	Trainee Solicitor	29.70	275.47	8,181.47
Maitland, Joanne	Trainee Solicitor	3.10	275.47	853.96
<b>Amsterdam Office</b>				
Rietvelt, Laura E.	Associate	1.60	467.00	747.20
Tan, Kim F.	Associate	0.30	566.00	169.80
Van Es, Fleur E.	Associate	2.70	373.53	1,008.53
Zimmerman, Rebecca C.J.	Associate-Jr.	6.60	254.47	1,679.50
<b>Beijing Office</b>				
Ge, Xiangyang	Partner	1.00	940.00	940.00
Huang, Xin	Associate-Jr.	7.20	360.00	2,592.00
Liu, Ping	Associate-Jr.	14.50	520.00	7,540.00
Wu, Vivian W.	Associate-Jr.	4.50	500.00	2,250.00
<b>Berlin Office</b>				
Wolff, Alexander	Partner	6.70	652.40	4,371.08
Hinderer, Hermann Ali	Associate	14.60	482.91	7,050.49
Jüngling, Roman C.	Associate	1.90	379.69	721.41

27 August 2009

Time and Cost Detail

Invoice No. 1120581  
VAT No. GB 238 5592 33  
(Great Britain)

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**Frankfurt Office**

Heckelmann, Guenther H.	Partner	1.40	773.74	1,083.24
Gernoth, Jan	Partner	1.50	577.00	865.50
Bassmann, Nicole	Prof Sup Lawyer	1.80	225.42	405.76

**Madrid Office**

Otaola, Isabel De	Partner	2.50	690.00	1,725.00
Martin, Concha	Partner	0.70	665.00	465.50
Alonso, Manuel	Associate	3.70	343.85	1,272.25
Gimeno, Santiago Martínez	Associate	2.50	394.38	985.95
Rodriguez, Patricia Ma.	Associate-Sr.	0.20	549.00	109.80

**Melbourne Office**

Kellock, Ian	Partner	0.20	640.00	128.00
Binns, Bryony	Associate-Sr.	5.30	419.17	2,221.61
McDade, Kellie-Ann	Associate	7.90	321.09	2,536.61
McGrath, Sharon	Associate-Sr.	26.00	407.43	10,593.19
Schenkel, Simon	Associate-Jr.	27.60	233.43	6,442.67
Cary, Sylvia	Staff - Admin	0.20	559.60	111.92

**Mexico City Office**

Pasquel Villegas, Salvador	Partner	3.30	250.00	825.00
Postigo Uribe, José	Partner	27.50	290.00	7,975.00
Adame-Alvarez, Gerardo	Associate	34.30	153.45	5,263.35

**Milan Office**

de Martinis, Lorenzo	Partner	0.60	679.00	407.40
Percivalle, Uberto	Partner	2.30	594.13	1,366.50
Massara, Cinzia	Associate	6.30	309.41	1,949.28
Vasile, Mila	Associate	12.30	232.51	2,859.88
Baiguera, Mara Tiziana	Staff - Admin	2.40	113.35	272.04

**Monterrey Office**

García-Garza, Juan B.	Partner	3.00	250.00	750.00
González-Elizondo, José Maria	Partner	0.40	275.00	110.00
Treviño-Martínez, Fernando	Partner	2.50	200.00	500.00
Vázquez-Silveyra, Juan S.	Associate	28.40	200.00	5,680.00
Muñoz-García, Elías	Law Clerk	30.20	60.00	1,812.00

**Moscow Office**

Gnutova, Maria M.	Associate	0.20	325.00	65.00
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27 August 2009

Time and Cost Detail

Invoice No. 1120581  
VAT No. GB 238 5592 33  
(Great Britain)

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**Paris Office**

Jouniaux, Sophie	Partner	1.00	626.67	626.67
Marlange, Sophie H.	Partner	9.20	634.22	5,834.82
Sauty De Chalon, Alain	Partner	5.20	657.08	3,416.82
Varandas, Fabrice	Associate	0.40	275.45	110.18
Papin, Sandrine	Paralegal	1.50	215.00	322.50

**Porto Alegre Office**

Amaral, Renata C.	Associate	4.50	320.00	1,440.00
Silva, Rodrigo T.	Associate-Jr.	0.20	210.00	42.00

**Rome Office**

Salce, Valerio	Partner	3.40	549.65	1,868.81
Feroni, Costantino	Associate	15.20	394.24	5,992.45
Lattanzio, Antonio	Associate	28.20	380.96	10,743.08

**San Francisco Office**

Sanchez de la Espada, Hugo	Associate-Sr.	20.50	565.62	11,595.20
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**Sao Paulo Office**

Celescuekci, Hércules	Partner	6.90	420.00	2,898.00
Pacheco, Mauricio M.	Associate	20.40	265.00	5,406.00
Tomasoni, Giovanni B.	Associate-Jr.	1.20	220.00	264.00
Winge, Jessica D.	Law Clerk	8.30	100.00	830.00

**Shanghai Office**

Deng, Joseph W.	Of Counsel	3.10	850.00	2,635.01
Ding, Yi	Associate-Jr.	5.20	460.00	2,392.00
Wilson, Jeffrey P.	Associate	0.20	630.00	126.00

**Singapore Office**

Poa, Kelvin T. W.	Partner	2.50	582.20	1,455.50
Mahalingam, Dakshayani	Paralegal	1.80	284.00	511.20

**Sydney Office**

Koutsis, Constantin	Partner	0.80	663.83	531.06
Ho, Grace	Associate	3.30	343.08	1,132.16
Grange, Joanne	Paralegal	0.10	264.00	26.40

**Tokyo Office**

Marx, Jean-Denis	Partner	19.10	683.51	13,055.06
Kurata, Nobuhiko	Associate	0.60	407.37	244.42
Komatsuzaki, Tomoko	Paralegal	1.90	140.00	266.00
Maruyama, Shin	Paralegal	1.90	294.41	559.38

27 August 2009

**Time and Cost Detail**

Invoice No. 1120581  
VAT No. GB 238 5592 33  
(Great Britain)

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**Warsaw Office**

Rawski, Piotr	Partner	3.40	551.04	1,873.54
Achramowicz, Weronika	Associate	2.60	373.14	970.16
M & A, Warsaw Paragl.	Paralegal	1.70	110.00	187.00

**London Office**

<u>Taxable Disbursements</u>	<u>Amount</u>
Office Supplies	37.56
Photocopies	42.13
Telephone	29.56
Transportation - Local	48.61
<b>Total</b>	<b>157.86</b>

**Beijing Office**

<u>Taxable Disbursements</u>	<u>Amount</u>
Local Tax	700.74
<b>Total</b>	<b>700.74</b>

**Frankfurt Office**

<u>Non-Taxable Disbursements</u>	<u>Amount</u>
Commercial Register	37.92
<b>Total</b>	<b>37.92</b>

**Mexico City Office**

<u>Taxable Disbursements</u>	<u>Amount</u>
Telephone	64.26
Local Tax	1,049.35
<b>Total</b>	<b>1,113.61</b>

**Milan Office**

<u>Taxable Disbursements</u>	<u>Amount</u>
Telephone	9.86
<b>Total</b>	<b>9.86</b>

**Monterrey Office**

<u>Taxable Disbursements</u>	<u>Amount</u>
Telephone	4.29
Transportation - Local	42.91
Local Tax	451.77
<b>Total</b>	<b>498.97</b>
<u>Non-Taxable Disbursements</u>	<u>Amount</u>
Filing Fees and Agents	4.40
<b>Total</b>	<b>4.40</b>

27 August 2009

**Time and Cost Detail**

Invoice No. 1120581  
VAT No. GB 238 5592 33  
(Great Britain)

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**Rome Office**

<u>Taxable Disbursements</u>	<u>Amount</u>
Telephone	18.03
<b>Total</b>	<b>18.03</b>

**Sao Paulo Office**

<u>Taxable Disbursements</u>	<u>Amount</u>
Administrative Costs - Expenses to obtain Certificate	149.02
Fees of Mauricio Pacheco Pacaembu Servico E P - Certificates: Saginaw Ind E Com. De Auto Pecas Ltda (Outside Counsel)	111.82
Fees of Mauricio Pacheco Pacaembu Servico E P - Certificates: Delphi Automotive Systems Do Brasil Ltda (Outside Counsel)	223.63
Telephone	33.47
Transportation - Local	12.20
<b>Total</b>	<b>530.14</b>

**Shanghai Office**

<u>Taxable Disbursements</u>	<u>Amount</u>
Local Tax	271.05
<b>Total</b>	<b>271.05</b>

**Singapore Office**

<u>Taxable Disbursements</u>	<u>Amount</u>
Courier/Messenger Service	68.84
Notary Fees	355.42
Searches	3.21
<b>Total</b>	<b>427.47</b>

**Tokyo Office**

<u>Taxable Disbursements</u>	<u>Amount</u>
Fee for EB Service (U-Line Xtra)	53.58
Telephone	29.00
<b>Total</b>	<b>82.58</b>

**Warsaw Office**

<u>Taxable Disbursements</u>	<u>Amount</u>
Transportation - Local	21.92
<b>Total</b>	<b>21.92</b>

<u>Non-Taxable Disbursements</u>	<u>Amount</u>
Commercial Register	25.45
Court Fees	9.46
<b>Total</b>	<b>34.91</b>

Date: 30 September 2009

General Motors Corporation  
PO Box 33170  
Detroit  
MICHIGAN(MI) 48232-5170  
USA

Our Ref: 39227342-1/CAW/LONDMC

**Invoice No. 1122420**

VAT No. GB 238 5592 33 (Great Britain)

For Professional Services for the period ending 9 July 2009

**PURCHASE OF STEERING BUSINESS OF DELPHI CORPORATION****London Office**

Fees	42,327.60
Taxable Disbursements	727.53

**Amsterdam Office**

Fees	2,500.52
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**Beijing Office**

Fees	3,964.06
Taxable Disbursements	208.78

**Berlin Office**

Fees	4,636.21
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**Frankfurt Office**

Fees	2,252.65
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**Madrid Office**

Fees	236.63
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**Melbourne Office**

Fees	11,176.50
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Client's VAT No:

Payment details (Dollars):

Sort Code: 56-00-13 Swift Code: NWBKGB2L IBAN No: GB55 NWBK 6073 0102 8250 15

A/C No: 140/00/02825015 Baker &amp; McKenzie LLP US Dollar Office Account

Please quote **Our Reference** and the **Invoice No.** in your payment details.National Westminster Bank Plc, PO Box 221,  
Connaught House, 65 Aldwych, London WC2B 4EJ

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Date: 30 September 2009

General Motors Corporation  
PO Box 33170  
Detroit  
MICHIGAN(MI) 48232-5170  
USA

Invoice No. 1122420

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<b>Mexico City Office</b>	
Fees	3,002.79
<b>Milan Office</b>	
Fees	5,414.43
Taxable Disbursements	126.37
<b>Monterrey Office</b>	
Fees	340.00
<b>Paris Office</b>	
Fees	2,003.75
<b>Porto Alegre Office</b>	
Fees	1,062.00
<b>Rome Office</b>	
Fees	3,308.35
Taxable Disbursements	10.36
<b>San Francisco Office</b>	
Fees	1,018.12
<b>Sao Paulo Office</b>	
Fees	1,824.00
Taxable Disbursements	15.32

Client's VAT No:

Payment details (Dollars):

Sort Code: 56-00-13 Swift Code: NWBKGB2L IBAN No: GB55 NWBK 6073 0102 8250 15  
A/C No: 140/00/02825015 Baker & McKenzie LLP US Dollar Office Account  
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Date: 30 September 2009

General Motors Corporation  
PO Box 33170  
Detroit  
MICHIGAN(MI) 48232-5170  
USA

Invoice No. 1122420

<b>Shanghai Office</b>	
Fees	282.00
Taxable Disbursements	14.84
<b>Singapore Office</b>	
Fees	577.94
<b>Sydney Office</b>	
Fees	5,079.86
<b>Tokyo Office</b>	
Fees	8,333.33
Taxable Disbursements	29.26
Non-Taxable Disbursements	557.27
<b>Warsaw Office</b>	
Fees	1,242.22
<b>Total Amount Payable</b>	<u><u>\$102,272.69</u></u>

*Baker + McKenzie LLP*

Client's VAT No:

Payment details (Dollars):

Sort Code: 56-00-13 Swift Code: NWBKGB2L IBAN No: GB55 NWBK 6073 0102 8250 15

A/C No: 140/00/02825015 Baker &amp; McKenzie LLP US Dollar Office Account

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National Westminster Bank Plc, PO Box 221,  
Connaught House, 65 Aldwych, London WC2B 4EJ

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Date: 30 September 2009

General Motors Corporation  
PO Box 33170  
Detroit  
MICHIGAN(MI) 48232-5170  
USA

Invoice No. 1122420

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**Summary**

Taxable Fees	100,582.96
Taxable Disbursements	1,132.46
Non-Taxable Disbursements	557.27

Client's VAT No:

**Payment details (Dollars):**

Sort Code: 56-00-13 Swift Code: NWBKGB2L IBAN No: GB55 NWBK 6073 0102 8250 15  
A/C No: 140/00/02825015 Baker & McKenzie LLP US Dollar Office Account  
Please quote **Our Reference** and the **Invoice No.** in your payment details.

National Westminster Bank Plc, PO Box 221,  
Connaught House, 65 Aldwych, London WC2B 4EJ

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30 September 2009

Time and Cost Detail

Invoice No. 1122420  
VAT No. GB 238 5592 33  
(Great Britain)

**TIME NARRATIVE DETAIL**

**PURCHASE OF STEERING BUSINESS OF DELPHI CORPORATION**

**London Office**

<u>Date</u>	<u>Lawyer</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
01/07/09	Jannan Crozier	Attending weekly update meeting with London team (1hr); arranging licences and permits telephone call (0.5hrs); telephone call with Alixpartners on trasaction status (1.5hrs); telephone call with W Ralph regarding HR update (1hr); dealing with email queries from local teams and General Motors (2hrs).	6.00	4,124.64
01/07/09	Yvonne Payne	Internal meeting with J Crozier to discuss next steps in preparation for closing on 31 July (1.1 hrs.); preparing email to colleagues in Australia regarding agreed forms of offer letters (0.3 hrs); preparing email to colleagues in Germany regarding agreed form of transfer letters, Equalization of Interest Agreement and employment of Mr Lenzke (0.3 hrs.); preparing email to lawyers in India regarding updating latest version of Transaction Agenda (0.3 hrs.); preparing email to J Crozier regarding contact details for Turkey lawyers (0.2 hrs.); reviewing latest draft of Transaction Agenda as circulated on 26 June (0.4 hrs.).	2.60	1,284.32
01/07/09	Thomas Bolster	Discussing strategy with J Crozier and J Maitland to resolve outstanding issues regarding closing and to ensure collection of all local documents within necessary time frame (1.5 hrs.); liaising with all local counsels setting our requirements for updated Transaction Agenda (0.7 hrs); following up on specific issues in individual jurisdictions regarding Rhodes entities' resolutions, Local Transfer Agreements and capitalisation issues (2.2 hrs).	4.40	1,231.65



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<u>Date</u>	<u>Lawyer</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
01/07/09	Joanne Maitland	Conference with J Crozier and T Bolster regarding the strategy to be adopted in coordinating the various jurisdictions involved in the transaction; discussing issues regarding closing and the collection of local documents within the timeframe; email correspondence with local legal teams regarding their progress and any outstanding issues.	1.50	419.88
02/07/09	Jonathan M. Broughton	Attending on change of bank account signatories (0.8 hrs); preparing correspondence with local counsel regarding banking requirements and execution of required documentation and updating bank signatories table (2 hrs).	2.80	1,867.21
02/07/09	Yvonne Payne	Reviewing emails from colleagues in India, Australia, Japan and Korea with updates regarding next steps in terms of transferring employees (0.5 hrs.); preparing email to W Ralph regarding Japanese employees to be terminated (0.2 hrs.); sending update email to J Crozier re same (0.1 hrs.).	0.80	395.18
02/07/09	Thomas Bolster	Responding to issues arising from local counsels following request for updated Transaction Agenda, expenses details and resolutions.	1.40	391.89
03/07/09	Jonathan M. Broughton	Attending on email and telephone correspondence with General Motors, Delphi and local counsel regarding change of bank signatories of acquisition subsidiaries.	1.60	1,066.98
03/07/09	Jannan Crozier	Telephone call with J Freeburg regarding expenses relating to steering business (0.5hr), project management by responding to multiple emails from local teams re pre close issues (2hrs), telephone call with Hongimanns re update on international transaction (0.5hrs); reviewing updated expenses table (0.5hrs); reviewing updated Transaction Agenda (1hr); circulating Transaction Agenda and expenses table; local director queries (0.5hrs).	4.00	2,749.76

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<u>Date</u>	<u>Lawyer</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
03/07/09	Yvonne Payne	Reviewing Transaction Agenda and latest updates for Australia, Japan, Korea, Germany, Spain and Turkey; reviewing email from T Bolster regarding Turkey.	0.90	444.57
03/07/09	Thomas Bolster	Receiving updated Transaction Agenda entries from local counsels and amend master version; identifying remaining issues regarding capitalisation and closing documents (2.5 hrs.); reviewing details of expenses to be incurred by Rhodes entities on closing and update corresponding capitalisation agenda (1 hr.).	3.50	979.72
06/07/09	Jonathan M. Broughton	Attending on correspondence with local counsel regarding outstanding information required to update bank signatories (1.3 hrs); arranging FCTRS and KYC documentation for transfer of shares in Rhodes India (0.7 hrs).	2.00	1,333.72
06/07/09	Jannan Crozier	Updating transaction meeting with T Bolster and J Maitland (1hr); responding to queries from Delphi and General Motors re pre closing issues (0.5hr); dealing with follow up issues on employees, Mexico (0.5hrs), dealing with EY appointment as auditors for Steering entities (0.5hrs), Board Resolutions for transaction (0.5hrs), banking appointments (0.5hrs), Turkish branch.	3.50	2,406.04
06/07/09	Yvonne Payne	Reviewing 1 July Transaction Agenda and preparing list of employment action points; reviewing emails from W Ralph regarding employees in China and Japan; reviewing email from T Bolster regarding employment transfer letters for Turkey.	1.10	543.37
06/07/09	Thomas Bolster	Receiving entries from local counsel regarding Tax Compliance Info Summary and compiling corresponding spreadsheet accordingly (3.4 hrs.); identifying major outstanding issues for Australia, Brazil, China, Germany and France (1.8 hrs.); liaising with Y Payne on Chinese employment issues (0.6 hrs).	5.80	1,623.54

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<u>Date</u>	<u>Lawyer</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
07/07/09	Jonathan M. Broughton	Attending coordinating execution of documents for transfer of shares in Rhodes India, injection of capital into Rhodes Holding bank accounts and obtaining KYC documentation; preparing email correspondence with various local counsel and General Motor regarding execution of documents necessary for change of bank signatories.	5.80	3,867.79
07/07/09	Jannan Crozier	Preparing weekly update with Alizpatners on telephone call (1hr); telephone calls with General Motors re status of transaction (1hr); telephone call with Honigman's project management (1hr).	3.00	2,062.32
07/07/09	Yvonne Payne	Preparing email to local counsel in India to seek update regarding employee offer letters (0.4 hrs.); preparing email to local counsel in Japan to seek update regarding transfer of 5 employees (0.3 hrs.); preparing email to Korean counsel regarding next steps regarding transfer of employees (0.3 hrs.); preparing email to Turkish colleague regarding transfer letters for Turkish employees (0.4 hrs.); telephone call to J Crozier to seek update regarding French executives, and employee in Spain (0.4 hrs).	1.80	889.15
07/07/09	Thomas Bolster	Meeting with J Crozier and J Maitland to discuss and allocate major outstanding issues to be resolved regarding Transaction Agenda of non-US Rhodes entities (1 hr.); updating agenda accordingly and making contact with local counsels in Australia, Brazil, China, India and the Netherlands to check status and seek resolution of these issues (4.9 hrs); preparing draft email to M Kushnik regarding resolutions required (0.7 hrs.); conference call with A Shankar and J Freeburg to discuss expenses issues (0.9 hrs.).	7.50	2,099.40
07/07/09	Joanne Maitland	Reviewing correspondence and Transaction Agenda; conferring with J Crozier and T Bolster regarding same.	2.00	559.84

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<u>Date</u>	<u>Lawyer</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
08/07/09	Jonathan M. Broughton	Attending on coordination of local counsels to organise execution of various documents to effect change of bank signatories.	0.90	600.17
08/07/09	Jannan Crozier	Conducting licences and permits telephone call (1hr); preparing for and telephone call with General Motors regarding France exclusion of steering business (2hrs); telephone call with Alix partners on project management (1.5hrs).	4.50	3,093.48
08/07/09	Yvonne Payne	Reviewing emails regarding transfer of employees in China (0.4 hrs.); reviewing email from Indian colleague regarding outstanding points in terms of transferring Indian employees (0.2 hrs.).	0.60	296.38
08/07/09	Thomas Bolster	Completing draft email to M Kushnick containing details of resolutions to be executed (0.4 hrs.); arranging which resolutions are to be executed in Europe and by whom (1.9 hrs.); collating information on local expenses in preparation for follow up telephone call with A Shankar and J Freeburg (1.7 hrs.); conference call with A Shankar and J Freeburg to discuss expenses issues of some Rhodes entities (0.8 hrs.); liaising with local counsels in Italy, Australia and Turkey to update status of expenses issues (1.4 hrs).	6.20	1,735.50
08/07/09	Joanne Maitland	Reviewing email correspondence and Transaction Agenda.	1.00	279.92
09/07/09	Karen Anne Guch	Discussing regarding status of items being worked on for closing; attending to emails regarding India HUDA meeting for leasing permission; reviewing emails regarding closing transaction agenda.	1.10	1,095.80
09/07/09	Jonathan M. Broughton	Attending email correspondence with Delphi and General Motors regarding amendments to banking authorisation matrix and execution of change of bank signatory documents.	1.30	866.92

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<u>Date</u>	<u>Lawyer</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
09/07/09	Janman Crozier	Telephone call on France Steering business and excluding from the sale (0.5hrs); liaising with Paris team regarding French options (1hr); reviewing Turkish branch arrangements (0.5hrs), bank accounts update on appointment of GM signatories (0.5hrs) and Japanese lease review of termination provisions (0.5hrs).	3.00	2,062.32
09/07/09	Yvonne Payne	Preparing email to Indian Counsel regarding next steps regarding transfer of employees; preparing emails to J Crozier regarding outstanding employment issues; preparing email to client to confirm approach to and process for transferring Japanese employees.	0.90	444.57
09/07/09	Thomas Bolster	Amending Italian and Korean Resolutions and Power of Attorneys to prepare for execution and sending to signatories (1.9 hrs.); liaising with local counsels in Japan, Korea and Italy regarding execution of resolutions (0.8 hrs.); reviewing draft resolution from Delphi India approving steering transaction (1.1 hrs.); updating Transaction Agenda for Australia, Brazil and India (1.6 hrs.).	5.40	1,511.57
<b>Total: London Office</b>				<b>\$42,327.60</b>

**Amsterdam Office**

<u>Date</u>	<u>Lawyer</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
01/07/09	Fleur E. Van Es	Arranging for original extract of Rhodes Netherlands Holdings BV; forwarding original document to J Crozier.	0.20	74.71
02/07/09	Fleur E. Van Es	Attending various telephone calls and email correspondence with M Sieger regarding bank accounts (0.2); preparing draft Board Resolution Rhodes Netherlands Holding BV (0.8); preparing notarial certificate of shelf company (0.6); interoffice conference with R Zimmerman regarding shelf company (0.2).	1.80	672.35

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**TIME NARRATIVE DETAIL**

<u>Date</u>	<u>Lawyer</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
02/07/09	Wouter van Lier	Corresponding regarding Local Transfer Agreement for The Netherlands; revising Transaction Agenda for the Netherlands; discussion with R Zimmerman regarding the acquisition of the Dutch B.V. ( Fidass II B.V.) by Delphi.	0.60	299.40
02/07/09	Rebecca C.J. Zimmerman	Conference with F Van Es (B&M Amsterdam) regarding acquired BV by Delphi; corresponding with Delphi regarding several outstanding issues with respect to the acquisition of the Dutch B.V. ( Fidass II B.V.) by Delphi; updating Transaction Agenda for the Netherlands regarding the acquisition of Fidass II B.V.	1.40	356.26
07/07/09	Wouter van Lier	Attending to various actions regarding collections of documents in connection with the acquisition of the Dutch B.V. ( Fidass II B.V.) by Delphi, Local Transfer Agreement, Deed of Transfer; preparing email correspondence regarding same.	0.60	299.40
09/07/09	Wouter van Lier	Reviewing amendments to Transaction Agenda; preparing email correspondence regarding same.	1.60	798.40
<b>Total: Amsterdam Office</b>				<b>\$2,500.52</b>

**Beijing Office**

<u>Date</u>	<u>Lawyer</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
02/07/09	Ping Liu	Reviewing schedules 4.3.1 and 4.3.2 of Master Disposition Agreement sent by J Crozier (0.2); replying to T Bolster regarding capitalisation agenda (0.7).	0.90	468.00
03/07/09	Ping Liu	Updating closing agenda sent by T Bolster (0.6); updating table of bank account detail per information provided by Delphi (1.1).	1.70	884.00

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<u>Date</u>	<u>Lawyer</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
07/07/09	Ping Liu	Discussion with Y Hanqian regarding documents required for termination of expatriates of Suzhou WFOE (0.1); updating closing agenda (3.9); liaising with C He of Delphi regarding expatriates information, bank account information and closing items (0.6).	4.60	2,392.00
07/07/09	Hanqian Yu	Telephone call with L Ping on documents needed for termination of expatriates.	0.10	36.00
08/07/09	Xiaohong Du	Drafting email to P Liu (B&M Beijing) regarding Board Resolutions on bank signatory change.	0.10	28.06
08/07/09	Ping Liu	Following up correspondences from T Bolster regarding expatriates and closing agenda and from C He of Dephi regarding outstanding permit.	0.30	156.00
Total: Beijing Office				\$3,964.06

Berlin Office

<u>Date</u>	<u>Lawyer</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
01/07/09	Alexander Wolff	Preparing email to W Ralph regarding Settlement of Interest Agreement; preparing email to Ms Kleffmann regarding comment to Settlement of Interest Agreement; preparing email to Y Payne regarding state of affairs in transaction regarding employment matters.	1.40	913.36
02/07/09	Alexander Wolff	Preparing email to T McMillen regarding Settlement of Interest Agreement; preparing email to Ms Kleffmann regarding Information Letter; preparing email to H Hinderer regarding timing of Settlement of Interest Agreement.	1.00	652.40
02/07/09	Hermann Ali Hinderer	Reviewing and revising Completion Agenda for Germany.	0.70	338.04
03/07/09	Alexander Wolff	Preparing email to J Crozier regarding employment issues in Germany.	0.50	326.20

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<u>Date</u>	<u>Lawyer</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
07/07/09	Hermann Ali Hinderer	Preparing closing; brief telephone conversation with Mr Schulz (General Motors) regarding Lease Agreement for Rüsselsheim (0.1); drafting letter to Mr Lerch (General Motors) regarding same matter (0.3).	0.40	193.16
08/07/09	Alexander Wolff	Reviewing amendments to draft employment contract of Mr Lenzke (0.50); Preparing email Mr Lenzke to review of draft (1.0).	1.50	978.60
09/07/09	Alexander Wolff	Telephone conference Mr Lemke regarding employment contract Mr Lenzke (0.30); preparing email J Crozier regarding Settlement of Interest Agreement (1.0).	1.30	848.12
09/07/09	Hermann Ali Hinderer	Updating Transaction Agenda (0.4); working on signing reconciliation of Interest Agreement with A Wolff (B&M Berlin) (0.4).	0.80	386.33
<b>Total: Berlin Office</b>				<b>\$4,636.21</b>

**Frankfurt Office**

<u>Date</u>	<u>Lawyer</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
01/07/09	Nicole Bassmann	Telephone conversation with Commerzbank regarding bank forms for changing authorised persons bank account (0.2); reviewing forms provided by Commerzbank (0.3); telephone conversations with Deutsche Bank (0.3); drafting email to J Broughton regarding signing instructions bank account forms of Commerzbank for changing authorized persons bank account (0.6).	1.50	338.13
02/07/09	Guenther H. Heckelmann	Reviewing final version of Equalisation of Interest Agreement; reviewing correspondence from A Wolff with W Ralph, Baker & McKenzie London and Opel.	0.30	232.12
02/07/09	Jan Gernoth	Preparing email to M Kuschnick summarising financial situation of Rhodes Germany; drafting Shareholders' Resolutions regarding same; reviewing step list regarding closing.	1.60	923.20



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<u>Date</u>	<u>Lawyer</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
02/07/09	Nicole Bassmann	Drafting Shareholder's Resolution regarding cash contribution in Rhodes Germany GmbH; preparing email to J Gernoth regarding same.	0.30	67.63
06/07/09	Nicole Bassmann	Preparing email to J Broughton regarding signature power of authorised persons for bank account.	0.10	22.54
07/07/09	Nicole Bassmann	Filling of bank forms of Commerzbank regarding bank account of Rhodes Germany GmbH (0.7); preparing email to J Broughton regarding same (0.6).	1.30	293.05
08/07/09	Jan Gernoth	Preparing email correspondence regarding legitimization of signatures of bank accounts.	0.30	173.10
08/07/09	Nicole Bassmann	Reviewing emails of J Broughton regarding bank accounts of Rhodes Germany GmbH (0.2); telephone conversation with Deutsche Bank (0.1); drafting email to J Broughton regarding result of telephone conversation with Deutsche Bank (0.3).	0.60	135.25
09/07/09	Nicole Bassmann	Preparing email to Deutsche Bank regarding passport copies of authorised signatories bank account (0.2); preparing email to J Crozier regarding requested commercial register excerpt of Rhodes Germany GmbH (0.1).	0.30	67.63
<b>Total: Frankfurt Office</b>				<b>\$2,252.65</b>

**Madrid Office**

<u>Date</u>	<u>Lawyer</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
01/07/09	Santiago Martínez Gimeno	Conference call with W Ralph regarding executive transferred from Delphi Spain to France and the legal implications of failing to produce an equivalent pension plan in France.	0.60	236.63
<b>Total: Madrid Office</b>				<b>\$236.63</b>

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**TIME NARRATIVE DETAIL****Melbourne Office**

<u>Date</u>	<u>Lawyer</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
01/07/09	Bryony Binns	Exchanging emails with M Burton and N Kalanoski regarding meeting about employee transfer tasks and timetable to completion (30 minutes); conferring with N Kalanoski regarding meeting and proposed approach of GMH (10 minutes); conferring internally with S McGrath and K McDade regarding update on progress of employment matters (20 minutes).	1.00	419.17
01/07/09	Sharon McGrath	Reviewing various email correspondences regarding bank account signatory changes and transaction expenses and completion agenda amendments, and discussions with S Schenkel regarding same.	0.70	285.20

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<u>Date</u>	<u>Lawyer</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
01/07/09	Simon Schenkel	Reviewing email from M Pennings regarding status of Trade Waste Agreement transition (0.1 hr); reviewing email from P Lo regarding logistics for arranging signature of Somerton lease and employment related matters and responding (0.3 hrs); updating Australian Completion Agenda to reflect comments from M Pennings and P Lo (0.6 hrs); reviewing email from L Donnes regarding HR matters (0.1 hrs); liaising with G Ho regarding calculation of stamp duty including review email advice from G Ho (0.2 hrs); reviewing email from J Broughton regarding arranging authorised signatories (0.2 hrs); drafting Board Resolutions approving addition of further signatories onto HSBC Bank accounts (0.8 hrs); drafting letter to HSBC notifying of change of signatories (0.5 hrs); drafting email to N Nuttall detailing procedure and requirements for change of signatories (0.7 hrs); discussion with S McGrath and settling documents for change of signatories (0.2 hrs); reviewing email from B Binns regarding employee issues (0.1 hrs); circulating updated Australian completion agenda (0.1 hrs); preparing email to J Broughton regarding status of signatory changes (0.1 hrs); reviewing email from J Crozier (0.1 hrs); updating capitalisation table with S McGrath following advice from G Ho and preparing email to J Crozier regarding same (0.2 hrs).	4.10	957.06
02/07/09	Bryony Binns	Finalising discussion draft of employee steplist (30 minutes); finalising employment contracts and forward same to N Nuttall (30 minutes); meeting with C Meallin and N Kalanoski of GMH and M Burton of Rhodes re transfer of Delphi employees to Rhodes (50 minutes).	1.90	796.42
02/07/09	Kellie-Ann McDade	Discussing offer letters with B Binns (0.2 hrs); amending offer letters (0.8 hrs); discussion with B Binns (0.2 hrs); amending offers and letters (0.5 hrs).	1.70	545.85

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<u>Date</u>	<u>Lawyer</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
02/07/09	Sharon McGrath	Discussion with B Binns regarding employee transfer process; reviewing draft of regarding completion agenda and change of bank account signatories.	0.60	244.46
02/07/09	Simon Schenkel	Reviewing email from T Bolster and updating Global Completion Agenda (1.1 hr); reviewing email from N Nuttall regarding logistics for arranging change of bank account signatories (0.1 hr); drafting email to J Crozier regarding arranging documentation from D Knill (0.3 hrs); reviewing email from B Binns attaching offer letters and employee step list (0.6 hrs); preparing email to J Broughton enclosing company search (0.1 hrs); preparing email to G Lane and M Tucker enclosing documentation for change of signatories (0.8 hrs); reviewing further emails from J Broughton regarding mandate letters (0.1 hrs).	3.10	723.63
03/07/09	Bryony Binns	Reviewing email from N Nuttall regarding comments from W Ralph on Rhodes' standard employment contract and responding to same (10 minutes); amending and updating employee task list following meeting on 2 July with M Burton of Delphi HR (AUS) (30 minutes); preparing email to M Burton of Delphi HR with updated task list (5 minutes).	1.30	544.92
03/07/09	Sharon McGrath	Preparing email correspondence with P Lo regarding payment of transitional expenses and reviewing email correspondence from N Nuttall regarding bank account signatories and from B Binns and M Burton regarding process for employee transfers.	0.60	244.46

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<u>Date</u>	<u>Lawyer</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
03/07/09	Simon Schenkel	Review email from J. Broughton regarding Bank Accounts Matrix (0.1 hr); reviewing email from M Pennings regarding status of lease transfers (0.1 hrs); reviewing various emails from B Binns regarding employment matters (0.3 hrs); liaising with N. Nuttall to arrange signature by G. Lane for change of signatories on HSBC accounts (0.2 hrs); preparing email to J Crozier with queries from Local Delphi including dealing with transaction expenses, the participation agreement, signing of Patent and Trademark assignment and notification of counterparties to customer and supply agreements to change of ownership (0.3).	1.00	233.43
06/07/09	Sharon McGrath	Reviewing email correspondence from J Crozier regarding tax compliance information and response to queries regarding completion; reviewing draft email to P Lo prepared by S Schenkel regarding responding to P. Lo on various queries received from her after having received response from J. Crozier; discussion with S Schenkel regarding M Tucker and potential resignation as director of Rhodes Automotive.	0.80	325.94

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<u>Date</u>	<u>Lawyer</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
06/07/09	Simon Schenkel	Reviewing email responses from J Crozier regarding various queries from Local Delphi (0.2 hrs); preparing email to P Lo providing responses to queries (0.2 hrs); reviewing Tax Compliance Information table and updating information including liaising with Australian Securities and Investment Commission for further information to complete table (1 hr); telephone call to M Tucker (Director of Rhodes Automotive Manufacturing Pty Ltd) to discuss appointment as authorised signatory for bank accounts and reviewing email from M Tucker attaching Platinum transaction resignation documents (0.7 hrs); reviewing emails regarding status of M Tucker directorship of Rhodes (0.2 hrs); preparing email to M Tucker regarding same (0.2 hrs); reviewing email from P Lo including query regarding customer notifications (0.2 hrs).	2.80	653.60
07/07/09	Bryony Binns	Reviewing email from W Ralph regarding GMH involvement in Australian union engagement and responding to same (20 minutes); reviewing email from N Nuttall regarding same and exchanging email correspondence with N Nuttall and N Kalanoski regarding same (20 minutes); lengthy telephone attendance with M Burton regarding local transfer arrangements and confer with S McGrath internally regarding same (35 minutes); preparing emails to W Ralph regarding discussions with M Burton and current operating version of agreements (10 minutes); reviewing Master Disposition Agreement and Local transfer Agreement for arrangements regarding transfer of employee records (25 minutes).	1.80	754.51
07/07/09	Sharon McGrath	Reviewing email correspondence with B Binns and N Nuttall regarding employee transfer mechanics, with J Crozier and S Schenkel regarding general completion mechanics and bank account signature changes.	0.60	244.46

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<u>Date</u>	<u>Lawyer</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
07/07/09	Simon Schenkel	Preparing email to J Crozier regarding customer notifications (0.2 hr); reviewing email from G Ho regarding Tax Invoice (0.2 hr); preparing email tax invoice to J Levine of General Motors (0.2 hr); reviewing employment matters emails (0.3 hrs); reviewing email from M Tucker regarding directorship of Rhodes Automotive Manufacturing Pty Ltd (0.2 hrs); telephone call to HSBC to check whether they have M Tucker's identification documentation (0.8 hrs); preparing email to N Nuttall regarding M Tucker (0.4 hrs); telephone call from N Nuttall discussing removal of directors (0.3 hrs); further emails to M Tucker regarding identification documentation for appointment as signatory (0.3 hrs); reviewing email from J Crozier regarding notifying customers (0.1 hrs); preparing email to P Lo regarding notifying customers (0.2 hrs); further emails regarding tax invoice (0.2 hrs); preparing email to J Crozier regarding process for changing directors (0.3 hrs); preparing email to M Tucker regarding identification documentation and directorship matters (0.2 hr).	3.90	910.38
08/07/09	Bryony Binns	Reviewing emails from W Ralph regarding offer letters (15 minutes); exchanging emails with M Burton, S McGrath and J Crozier regarding same (30 minutes); lengthy telephone attendances on M Burton regarding amendments to contracts (60 minutes); reviewing emails from M Burton with further information for offers (special conditions) (15 minutes); editing to letters regarding offers of employment (60 minutes).	3.00	1,257.51
08/07/09	Sharon McGrath	Preparing email correspondence with J Crozier regarding continuity of supply arrangements for Rhodes Australia, and telephone discussion with N Nuttall regarding same; reviewing email correspondence from S Schenkel regarding completion queries on ACIS, resolutions and other miscellaneous matters.	0.50	203.72

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<u>Date</u>	<u>Lawyer</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
08/07/09	Simon Schenkel	Reviewing emails regarding employment issues (0.2 hrs); reviewing email from T Bolster regarding ACIS application and Rhodes' resolution approving transaction (0.2 hrs); reviewing emails regarding notifying customers (0.1 hrs); preparing email to P Gong regarding status of ACIS application (0.1 hrs); telephone call from P Gong regarding ACIS matters (0.4 hrs); preparing email to P Lo chasing up comments on transaction resolutions (0.1 hrs); reviewing email from G Ho updating on tax invoice issues (0.2 hrs); preparing email to P Gong seeking contact details at Aus Industry for ACIS matters (0.1 hrs); replying to T Bolster regarding ACIS application and transaction resolution (0.2 hrs); reviewing email from P Gong regarding contact at AusIndustry and status of application regarding ACIS credits (0.1 hrs); reviewing Permits and Licenses table sent by J Crozier and reviewing status of permit and license applications (0.8 hrs); preparing updated Table of Australian Permits and Licenses and preparing email to J Crozier (0.5 hrs).	3.00	700.29
09/07/09	Sharon McGrath	Reviewing email correspondence of S Schenkel regarding Goods and Services Tax estimates, director changes, bank signatory changes and other miscellaneous completion matters; discussions with S Schenkel regarding same.	0.60	244.46



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## TIME NARRATIVE DETAIL

## Mexico City Office

<u>Date</u>	<u>Lawyer</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
01/07/09	Salvador Pasquel Villegas	Conference call with I Martinez in order to review any other pending labour actions that General Motors should take care of prior to closing date as discussed in our conference call of yesterday in order to align the implementation dates with the possible closing date.	0.50	125.00
01/07/09	José Postigo Uribe	Interoffice conference with G Adame, review issues on due diligence, delivery of documents, permits and authorizations (.3); review email by J Crozier, review matters on bank accounts (.2); review matters on pre-closing transactions (.2); (work performed on 29 & 30 June 2009).	0.70	203.00
01/07/09	José Postigo Uribe	Review emails by C Salazar, review issues on pending due diligence over Delphi companies, issues with permits, etc. (0.4); review emails by T Bolster, interoffice conference with G Adame discuss matters on Mexican transactions, expected expenses and assumption of costs (0.3); review matters on Transaction Agenda update (0.2); review matters on real estate in Nuevo Leon issues matters on requests of additional information and email by J Vazquez (0.3).	1.20	348.00
01/07/09	Gerardo Adame-Alvarez	Preparing proposed changes and modifications to Access Agreement entered into by and between Parnassus Holdings II, LLC and General Motors Corporation.	2.00	306.90
01/07/09	Gerardo Adame-Alvarez	Reviewing documents sent by A Olivas regarding signatories of Steering mex's bank accounts; reviewing documents sent by T Bolster containing names of signatories to be included in bank accounts of Steering mex; exchanging emails with C Salazar regarding Access Agreement.	0.50	76.73

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<u>Date</u>	<u>Lawyer</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
01/07/09	Gerardo Adame-Alvarez	Reviewing Transaction Agenda and coordinating with SyS update of Transaction Agenda; reviewing and analyse if any expense has to be funded prior to, at or after closing of transaction.	0.70	107.42
02/07/09	José Postigo Uribe	Review email by J Ayala, review comments on due diligence matters and Transaction Agenda (0.4); review emails by J Broughton and matters on transfer of assets to Steering mex pre closing (0.4).	0.80	232.00
02/07/09	Gerardo Adame-Alvarez	Reviewing Transaction Agenda and SyS's comments; preparing update.	0.50	76.73
06/07/09	Gerardo Adame-Alvarez	Conference call held with C Salazar to discuss pending matters to be completed for closing of Local Transfer Agreements and following up on pending information to be provided by Delphi.	0.40	61.38
07/07/09	José Postigo Uribe	Review matters on transfers to be effected pre-closing and issues on due diligence, permits and authorizations (0.4); interoffice conference with G Adame review and discuss pending issues and exchanging emails with J Crozier (0.2); review Local Transfer Agreements, Master Disposition Agreement and background information (0.4).	1.00	290.00
07/07/09	Gerardo Adame-Alvarez	Exchanging emails with J Crozier regarding expected closing date of Mexican Local Transfer Agreements; conference call held with C Salazar regarding pending items for closing of transfer of assets and employees.	1.00	153.45
08/07/09	José Postigo Uribe	Interoffice conference with G Adame; review and discuss matters on transfer of assets to Steering mex transaction (0.3); review and discuss list of pending information, permits, etc (0.3); review emails by T Bolster and J Broughton (0.1); review matters on preparation of schedules to Local Transfer Agreements, execution of documents, etc (0.3).	1.00	290.00

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<u>Date</u>	<u>Lawyer</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
09/07/09	Salvador Pasquel Villegas	Interoffice conference with G Adame regarding possible date of employer substitution for those employees of SteeringMex, considering the possible authorization of the Bankruptcy Court. In order to prepare the necessary labour documents to be implemented in Mexico for the substitution of employer.	0.50	125.00
09/07/09	José Postigo Uribe	Review email and documents by C Salazar updated list of documents for closing, revised Transaction Agenda and comments by JR Ayala (0.5); interoffice conference with G Adame review and discuss transaction matters and matters on directors (0.3); review labor matters, employer substitution; interoffice conference with SP Villegas (0.4); reviewing email by I Martínez (0.1).	1.30	377.00
09/07/09	Gerardo Adame-Alvarez	Exchanging emails with J Crozier, C Salazar and SyS regarding Transaction Agenda, Directors of SteeringMex; reviewing permits and licences; reviewing updated Transaction Agenda; conference call held with C Salazar regarding post closing matters regarding involvement of General Motors Mexico in SteeringMex operations.	1.50	230.18
Total: Mexico City Office				\$3,002.79

## Milan Office

<u>Date</u>	<u>Lawyer</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
01/07/09	Cinzia Massara	Preparing emails to Mr Broughton about original certificate from Chamber of Commerce.	0.30	92.82
01/07/09	Cinzia Massara	Telephone call with Mrs Invernizzi (Deutsche Bank Spa) about formalities required to delegate banking powers; telephone call with Mr Broughton about delegation of banking powers to new signatories.	0.90	278.47

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**TIME NARRATIVE DETAIL**

<u>Date</u>	<u>Lawyer</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
01/07/09	Mila Vasile	Sending original signed notice to Unions via registered mail and corresponding with Mr Lerch and Mr Ralph with update and following steps for consultation; drafting update to completion step list (employment part- Italy).	0.50	116.26
01/07/09	Mara Tiziana Baiguera	Reviewing documents; telephone conference with Deutsche Bank, C Massara, B&M & Mrs Invernizzi regarding compulsory documents and granting of powers for management of bank accounts.	0.70	79.10
02/07/09	Cinzia Massara	- Drafting BoD's written resolution (both ITA and ENG versions) regarding delegation of banking powers (3.70); - Preparing email to J Broughton including above BoD's written resolution to be executed and all necessary instructions (0.90); - Drafting proxy (both ITA and ENG versions) regarding execution of Local Agreements at Closing (3.40); - Attending several telephone calls with A Lattanzio and C Feroni about proxy; attending several telephone calls with M Vasile about proxy (labor powers) (1.90); -Preparing email to T Bolster including above mentioned proxy and all relevant instructions (0.80).	10.70	3,310.69
02/07/09	Mila Vasile	Conference call with Mr Finanziere regarding consultation with Unions; preparing correspondence with J Crozier regarding further queries regarding consultation; drafting Special Power of Attorney empowering Mr Finanziere with appropriate powers for consultation.	1.50	348.77
02/07/09	Mara Tiziana Baiguera	Reviewing Board of Directors' written consent regarding granting of banking powers; interoffice consultations regarding same.	1.00	113.00
03/07/09	Cinzia Massara	Examining email of J Crozier Re: status of the appointment of the new Italian banking signatories and email to her including copy of updated certificate from Chamber of Commerce, attesting the appointment of the new signatories.	0.30	92.82

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<u>Date</u>	<u>Lawyer</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
03/07/09	Mila Vasile	Conference call with Mr Quintili (Employers' Association) regarding confirmation of sending of notice to Unions and future steps.	0.20	46.50
03/07/09	Mara Tiziana Baiguera	Attending activity regarding issue of Companies' Register excerpt of Rhodes Italy Srl.	0.20	22.60
06/07/09	Cinzia Massara	Telephone call with A Lattanzio about filling in of "table of corporate information" provided by T Bolster; preparing email to J Crozier about next corporate formalities to be finalised (approval of financial statements, execution of proxy, etc).	0.70	216.59
06/07/09	Mila Vasile	Conference call with Ms Pizzarelli (Delphi Italy HR) regarding transferred employees and notification letter regarding transfer; corresponding with J Crozier regarding Transition Agreement.	0.50	116.26
07/07/09	Mila Vasile	Corresponding with Mr Ralph regarding Italy - notification letter to employees.	0.20	46.50
08/07/09	Cinzia Massara	Examining some additional banking documents provided by J Broughton; telephone call with Mr Invernizzi about such documents; telephone call with J Broughton about such documents.	0.90	278.47
09/07/09	Cinzia Massara	Telephone call with A Lattanzio about next corporate formalities to be carried out before closing.	0.30	92.82
09/07/09	Mila Vasile	Conference call with Ms Pizzarelli (Delphi Italy HR) regarding meeting with Unions and correspondence with Mr Ralph and Mr Finanziere regarding meeting with Unions and Power of Attorney.	0.70	162.76
<b>Total: Milan Office</b>				<b>\$5,414.43</b>

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**TIME NARRATIVE DETAIL**

**Monterrey Office**

<u>Date</u>	<u>Lawyer</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
01/07/09	Juan S. Vázquez-Silveyra	Exchanging emails with G Adame (B&M Mexico) (0.3 hrs); coordinating procurement of antecedents of property from Direction of Agrarian Matters in Nuevo Leon regarding property owned by Delphi in Sabinas Hidalgo, Nuevo Leon (0.3 hrs).	0.60	120.00
02/07/09	Juan S. Vázquez-Silveyra	Following up on procurement of antecedents from Direction of Agrarian Matters in State of Nuevo Leon regarding antecedents of property located in Sabinas Hidalgo, owned by Delphi.	0.30	60.00
03/07/09	Juan S. Vázquez-Silveyra	Following up on procurement of antecedents to Sabinas Hidalgo Property owned by Delphi before Direction of Agrarian Matters in State of Nuevo Leon.	0.30	60.00
07/07/09	Juan S. Vázquez-Silveyra	Following up on pending antecedents regarding transfer of title of property before Direction of Agrarian Matters in State of Nuevo Leon regarding Sabinas Property owned by Delphi.	0.20	40.00
09/07/09	Juan S. Vázquez-Silveyra	Telephone call with G Adame regarding discussing status of antecedents of Sabinas Hidalgo Property owned by Delphi.	0.30	60.00
<b>Total: Monterrey Office</b>				<b>\$340.00</b>

**Paris Office**

<u>Date</u>	<u>Lawyer</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
01/07/09	Sophie H. Marlange	Conference call with J Crozier regarding pension issues in France for employees transferred from Spain.	0.50	317.11
01/07/09	Sandrine Papin	Telephone call with J Nizet of Deutsche Bank regarding banking signatures; preparing documents for change of banking signatures.	3.20	688.00

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<u>Date</u>	<u>Lawyer</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
02/07/09	Sandrine Papin	Preparing emails to J Broughton re banking signatories; telephone call with JM Nizet of Deutsche Bank regarding same.	1.10	236.50
06/07/09	Sandrine Papin	Telephone call with JM Nizet of Deutsche Bank regarding signatories; preparing email to J Broughton regarding same.	0.30	64.50
07/07/09	Sophie H. Marlange	Preparing email to J Crozier regarding TSA to be entered for Paris service centre.	0.20	126.84
09/07/09	Sophie H. Marlange	Preparing and attending conference call with J Crozier regarding Delphi France and global deal (0.7 hr); discussing same with H Sanchez (0.2 hr).	0.90	570.80
<b>Total: Paris Office</b>				<b>\$2,003.75</b>

**Porto Alegre Office**

<u>Date</u>	<u>Lawyer</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
01/07/09	Renata C. Amaral	Sending recommendations to M Pacheco regarding transfer of authorizations for disposal of waste by the target (0.5); reviewing email to be sent to Cesar by M Pacheco Griguc on the subject (0.3).	0.80	256.00
06/07/09	Renata C. Amaral	Sending answer to M Pacheco regarding pending environmental licenses to be presented by target for carrying out industrial activities.	0.30	96.00
07/07/09	Renata C. Amaral	Understandings with A Cruz regarding consultation to be done at SMOV (Municipal Zoning Department) regarding status of proceeding at SMOV related to fire fight authorization (0.5); sending email to M Pacheco on subject (0.3).	0.80	256.00
07/07/09	Alessandro F. Cruz	Conducting diligence to SMOV to verify status of proceeding for obtaining of Fire Prevention System approval.	0.70	70.00

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<u>Date</u>	<u>Lawyer</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
08/07/09	Renata C. Amaral	Understandings with M Pacheco regarding licenses to be provided by Saginaw (pending environmental and zoning documents) (0.2); sending email to Cesar to request information on authorization to be issued by Fire Fight Department and authorizations regarding disposal of waste (0.2); reviewing documents and information provided by M Pacheco and J Winge (0.8).	1.20	384.00
<b>Total: Porto Alegre Office</b>				<b>\$1,062.00</b>

## Rome Office

<u>Date</u>	<u>Lawyer</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
01/07/09	Valerio Salce	Reviewing emails of T Bolster regarding updated Transaction Agenda; reviewing briefly of the above Transaction Agenda.	0.20	109.93
01/07/09	Costantino Feroni	Reviewing email from T Bolster regarding updated Transaction Agenda; briefing with M Vatile and C Massara regarding same; reviewing email from T Bolster regarding request of draft Power of Attorney for transfer of business; briefing with A Lattanzio regarding same and instructions.	0.50	197.12
01/07/09	Antonio Lattanzio	Reviewing emails from T Bolster regarding updated transaction agenda; preparing of Power of Attorney for closing; telephone conference with C Massara regarding same.	0.40	152.38



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<u>Date</u>	<u>Lawyer</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
02/07/09	Costantino Feroni	Briefing with A Lattanzio regarding completion of Transaction Agenda and related outstanding matters; completing agenda above; reviewing draft Power of Attorney prepared by C Massara for execution of Transfer Deed and briefing with C Massara regarding same; reviewing exchange emails between C Massara and T Bolster regarding draft Power of Attorney and related formalities; reviewing email from A Lattanzio to Notary Public regarding same and requesting confirmation about Power of Attorney above.	1.20	473.09
02/07/09	Antonio Lattanzio	Briefing with C Feroni regarding review of Transaction Agenda; reviewing further amendments to Transaction Agenda; reviewing emails from C Massara regarding draft Power of Attorney for execution of Deed of Transfer; reviewing and commenting shared with C Feroni; sending of such draft to B&M London office; reviewing informative email to Italian Notary regarding sending of draft Power of Attorney for his comments; preparing email to B&M London office regarding sending updated and revised version of Transaction Agenda.	1.60	609.54
03/07/09	Valerio Salce	Reviewing of emails of J Crozier regarding table of corporate information and updated Transaction Agenda.	0.10	54.97
03/07/09	Antonio Lattanzio	Reviewing email from C Massara and J Crozier regarding legal representative of General Motors; telephone call to C Massara regarding discussion on presence of I Downie as legal representative of General Motors.	0.60	228.58

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<u>Date</u>	<u>Lawyer</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
06/07/09	Costantino Feroni	Reviewing of email from A Lattanzio to T Bolster regarding corporate chart regarding Rhodes Italy and briefing with A Lattanzio regarding same; reviewing email from C Massara to J Crozier regarding update on draft Power of Attorney for execution of closing documents and related outstanding matters; reviewing email from A Lattanzio to M Tessera regarding update on status of completion of Delphi's closing documents and related outstanding matters and briefing with A Lattanzio regarding same.	0.50	197.12
06/07/09	Antonio Lattanzio	Briefing with C Feroni regarding activities to be carried out following J Crozier and T Bolster emails of this weekend; reviewing proposed course of action; filling out form on corporate information regarding Rhodes Italy; conference call with C Massara regarding discussion on same form; preparing email to T Bolster regarding sending of such form completed with missing information; conference call with Public Notary regarding Power of Attorney by Rhodes Italy for closing; reviewing comments on Deed of Transfer Informative email to C Massara regarding updating Power of Attorney and Deed of Transfer and next activities to be carried out; preparing email to M Tessera regarding update on completion of Delphi closing documents; reviewing outstanding matters.	1.20	457.15
07/07/09	Valerio Salce	Reviewing email of J Crozier regarding environmental permits open tasks.	0.20	109.93
08/07/09	Valerio Salce	Reviewing of email of T Bolster regarding new instructions and updated Transaction Agenda.	0.10	54.97

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<u>Date</u>	<u>Lawyer</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
08/07/09	Costantino Feroni	Reviewing email from T Bolster regarding weekly Transaction Agenda and related instructions; attending informative telephone conference with M Vasile and reviewing email from latter regarding same and redlined version of agenda above with further labour amendments; exchanging emails with T Bolster regarding payment of notarial fees on closing and related outstanding matters.	0.70	275.97
09/07/09	Costantino Feroni	Exchanging email with T Bolster regarding approval of Power of Attorney for Delphi's Italy closing and reviewing of email and revising closing agenda prepared by A Lattanzio regarding same and further comments on same; drafting email to T Bolster regarding payment of notarial fees by General Motors to Italian Notary Public and related outstanding matters.	0.50	197.12
09/07/09	Antonio Lattanzio	Attending briefing with C Feroni regarding review and amendments to Transaction Agenda regarding Italy Amendments made to Transaction Agenda; preparing informative email to J Maitland regarding updated Transaction Agenda.	0.50	190.48
<b>Total: Rome Office</b>				<b>\$3,308.35</b>

San Francisco Office

<u>Date</u>	<u>Lawyer</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
01/07/09	Hugo Sanchez de la Espada	Following up file with A Srivastava, Sauty, S Marlange, J Crozier, T Bolster and S Papin; telephone calls and preparing emails regarding the French sites issues.	1.00	565.62
09/07/09	Hugo Sanchez de la Espada	Following up file; telephone call and emails regarding Paris site regarding French sites issues.	0.80	452.50
<b>Total: San Francisco Office</b>				<b>\$1,018.12</b>

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**Sao Paulo Office**

<u>Date</u>	<u>Lawyer</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
01/07/09	Mauricio M. Pacheco	Exchanging emails with R Amaral regarding obtaining of environmental licences and authorisations of Saginaw Brasil to operate business (0,4); reviewing and changing draft of email prepared by law clerk J Winge regarding same matter (0,5); exchanging email with C Gricug (from Delphi) regarding same licenses (0,3); exchanging email with T Bolster regarding payment of local purchase price (0,6); exchanging email with regarding post closing checklist (0,3); conference call with L Almeida (from Delphi), P Frauendorf (General Motors's internal counsel) regarding pre-closing checklist (0,3); internal meeting with law clerk J Winge to discuss status of checklist (0,4); exchanging emails with J Crozier regarding local issues of Project Rhodes (0,4); reviewing and changing draft of pre-closing checklist (0,6).	3.80	1,007.00
02/07/09	Jessica D. Winge	Telephone call with M Pacheco and L Almeida, internal counsel of Delphi Brazil, in order to discuss matters still pending for Closing of Project Rhodes (0,3); updating pre-closing checklist of Project Rhodes and preparing draft of email to L Almeida with comments to said document, as requested by M Pacheco (0,7).	1.00	100.00
03/07/09	Jessica D. Winge	Preparing draft of email to J Crozier regarding closing of Project Rhodes, as requested by M Pacheco.	0.20	20.00

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<u>Date</u>	<u>Lawyer</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
08/07/09	Mauricio M. Pacheco	Analysing email sent by C Griguc (from Saginaw Ltda) reporting status of licences of Saginaw Ltda (0,3); analysing email sent by R Amaral summarising information provided by Fire Department regarding issuance of fire brigade approval (0,2); exchanging emails with R Amaral regarding Project Rhodes (0,2); exchanging email with T Bolster regarding points raised regarding local closing (0,6); reviewing and changing pre-closing checklist prepared by J Winge (0,5).	1.80	477.00
08/07/09	Jessica D. Winge	Telephone call with L Almeida, legal counsel of Delphi Brazil, regarding aspects still pending for Closing of Project Rhodes (0,3); updating pre-closing checklist and preparing draft of email to L Almeida and T Bolston with comments of said document (1,2); reviewing document with environmental permits regarding Project Rhodes, as requested by M Pacheco (0,7).	2.20	220.00
<b>Total: Sao Paulo Office</b>				<b>\$1,824.00</b>

## Shanghai Office

<u>Date</u>	<u>Lawyer</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
08/07/09	Joseph W. Deng	Reviewing correspondence from P Liu (B&M Beijing) regarding GM employment law advice.	0.30	282.00
<b>Total: Shanghai Office</b>				<b>\$282.00</b>

## Singapore Office

<u>Date</u>	<u>Lawyer</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
02/07/09	Kelvin T. W. Poa	Reviewing updated Transaction Agenda.	0.20	116.44
06/07/09	Kelvin T. W. Poa	Reviewing updated Transaction Agenda; reviewing table of corporate information.	0.30	174.66

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<u>Date</u>	<u>Lawyer</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
07/07/09	Kelvin T. W. Poa	Reviewing process regarding change in bank signatories; reviewing draft emails to directors regarding change in bank signatories.	0.20	116.44
07/07/09	Dakshayani Mahalingam	Liaising with J Broughton regarding authorised signatories; revising Directors' Resolutions In Writing and Extract of Directors' Resolutions In Writing accordingly; forwarding Directors' Resolutions In Writing and Signature list to Directors of the Company for their necessary signatures; attending to various email from MAP Lapid (Director) regarding execution of Resolutions and providing identification documents; sending email to D Ritchey regarding providing identification documents.	0.60	170.40
<b>Total: Singapore Office</b>				<b>\$577.94</b>

**Sydney Office**

<u>Date</u>	<u>Lawyer</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
01/07/09	Constantin Koutsis	Discussion with G Ho regarding calculation of Goods and Services Tax; reviewing and revising email regarding same.	0.80	531.06

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<u>Date</u>	<u>Lawyer</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
01/07/09	Grace Ho	Telephone discussions with Victorian Office of State Revenue (policy branch) regarding practical application of amendments to the Victorian duties legislation in the context of Local Transfer Agreement and whether it will attract duty in Victoria or not based on amendments passed (0.40hrs); reviewing draft Goods and Services Tax invoice and considering whether it is valid tax invoice; discussions with E Yik regarding draft tax invoice (1.0hrs); preparing stamp duty estimates and comments for South Australia and Victoria regarding above telephone discussion and financial information set out in draft tax invoice provided by P Gong at Delphi; discussions with C Koutsis regarding above (1.0hrs); preparing email to S Schenkel with stamp duty indicative estimates as requested (1.0hrs)	3.40	1,166.47
01/07/09	Elaine Yik	Reviewing Tax Invoice to ensure it complies with a valid requirements under Goods and Services Tax Act; reviewing Goods and Services Tax rulings as to how Goods and Services Tax is calculated on assumed liabilities as consideration, as requested by G Ho.	1.60	427.20
02/07/09	Grace Ho	Discussion with E Yik regarding comments to be made on draft tax invoice and amended Goods and Services Tax amounts applicable to Local Transfer Agreement further to consideration of relevant Goods and Services Tax rulings issued by Commissioner.	0.30	102.92
02/07/09	Elaine Yik	Marking up draft Tax Invoice to ensure compliance with Goods and Services Tax Act, as requested by G Ho; discussions with G Ho regarding same.	0.90	240.30
03/07/09	Grace Ho	Reviewing and amending draft Goods and Services Tax invoice (with markups prepared by E Yik) including calculating Goods and Services Tax amounts payable under Local Transfer Agreement.	0.90	308.77

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**TIME NARRATIVE DETAIL**

<u>Date</u>	<u>Lawyer</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
03/07/09	Elaine Yik	Updating draft marked up Tax Invoice, as requested by G Ho.	1.00	267.00
06/07/09	Constantin Koutsis	Reviewing emails regarding Goods and Services Tax and calculation of Goods and Services Tax; discussion with G Ho regarding same.	0.50	331.91
06/07/09	Grace Ho	Discussing review points of Goods and Services Tax invoice with C Koutsis.	0.30	102.92
07/07/09	Constantin Koutsis	Reviewing emails regarding duty payable on local acquisition; drafting email regarding same.	0.20	132.76
07/07/09	Grace Ho	Furthering consideration Goods and Services Tax invoice and applicable Goods and Services Tax rulings regarding (especially regarding apportionment of mixed supplies for Goods and Services Tax purposes); telephone discussions with J Lavine regarding same.	2.20	754.78
08/07/09	Grace Ho	Attending various telephone discussions with J Lavine and P Lane of General Motors regarding Goods and Services Tax and drafting tax invoice; further considering applicable Goods and Services Tax ruling on identified issues.	0.90	308.77
09/07/09	Constantin Koutsis	Reviewing email regarding tax invoice; discussion with G Ho regarding tax invoice; reviewing email regarding same.	0.30	199.15
09/07/09	Grace Ho	Reviewing and responding to email from S Schenkel regarding estimate of Goods and Services Tax and stamp duty expenses; subsequent telephone discussions regarding same with S Schenkel.	0.60	205.85
<b>Total: Sydney Office</b>				<b>\$5,079.86</b>

**Tokyo Office**

<u>Date</u>	<u>Lawyer</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
01/07/09	Jean-Denis Marx	Advising regarding change of bank account registered persons.	0.30	205.05



30 September 2009

## Time and Cost Detail

Invoice No. 1122420  
 VAT No. GB 238 5592 33  
 (Great Britain)

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## TIME NARRATIVE DETAIL

<u>Date</u>	<u>Lawyer</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
01/07/09	Tomoko Komatsuzaki	Sending social insurance documents to K Yamaguchi of Delphi Japan (0.7hr); revising application documents necessary for change of company information and signatories (1.1hrs); discussion with R Sato of Deutsche Bank, Tokyo branch as to the application documents (0.3hr).	2.10	294.00
02/07/09	Jean-Denis Marx	Advising regarding necessity for Rhodes Japan to file the 2008 tax return as soon as possible.	0.60	410.11
02/07/09	Jean-Denis Marx	Following up on issues of signatories for bank account; reviewing documentation; advising regarding same.	0.70	478.46
02/07/09	Jean-Denis Marx	Preparing revised version of Transactions Agenda.	0.80	546.81
02/07/09	Jean-Denis Marx	Attending to final version of Local Transfer Agreement.	0.50	341.76
02/07/09	Tomoko Komatsuzaki	Attending correspondences with R Sato as to specimen signatures.	0.30	42.00
03/07/09	Jean-Denis Marx	Advising regarding possible termination of personnel and relation to Local Transfer Agreement.	0.60	410.11
03/07/09	Jean-Denis Marx	Confirming issues regarding change of bank signatories.	0.40	273.40
03/07/09	Tomoko Komatsuzaki	Corresponding with Ms Yamada of Bank of Tokyo Mitsubishi UFJ, Akasaka branch as to registration of signatories (0.2hr); reporting to J Marx (0.1hr); updating specimen signatures for Deutsche Bank (0.2hr).	0.50	70.00
06/07/09	Jean-Denis Marx	Preparing tax information sheet for Rhodes Japan showing tax filings already made and remaining to be made.	0.40	273.40
06/07/09	Tomoko Komatsuzaki	Visiting Bank of Tokyo Mitsubishi UFJ, Akasaka branch in order to register bank seals for D Knill, S Brown (Rhodes Japan LLC) and T Fukuoka.	1.00	140.00

30 September 2009

## Time and Cost Detail

Invoice No. 1122420  
 VAT No. GB 238 5592 33  
 (Great Britain)

## TIME NARRATIVE DETAIL

<u>Date</u>	<u>Lawyer</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
07/07/09	Jean-Denis Marx	Advising regarding change of executive manager of Rhodes Japan and termination of all agreements.	0.70	478.46
07/07/09	Jean-Denis Marx	Advising regarding situation of transfer of employees.	0.20	136.70
07/07/09	Nobuhiko Kurata	Conferring with Ms Saito (in charge of Delphi Japan) to confirm status of transfer of leasehold rights from Delphi Japan to Road Japan; conferring with Mr Yokota who is person in charge of Nihon Seimei.	0.50	203.69
07/07/09	Tomoko Komatsuzaki	Affixing bank seal of SR Brown of Rhodes Japan LLC to application form for health insurance program (0.2hr); arranging to send same to K Yamaguchi of Delphi Japan (0.2 hr).	0.40	56.00
08/07/09	Jean-Denis Marx	Liaising with client and General Motor Japan regarding provision of payroll services to Rhodes Japan and problems raised by Otsuki.	0.70	478.46
08/07/09	Jean-Denis Marx	Liaising with client regarding Otsuki and social insurance registration; several telephone calls including with GM Asia Pacific Japan regarding social insurance registration procedure and status; advising regarding same.	2.90	1,982.18
08/07/09	Nobuhiko Kurata	Conducting research legal interpretations under social insurance labour consultant law to confirm whether Otsuki office's statement is correct or not; telephone call to Mr Okajima to confirm statement of its office and status of procedures for employees of Road Japan.	1.70	692.53
09/07/09	Jean-Denis Marx	Confirming regarding contact with Delphi Japan on social insurance registrations; confirming Termination of Employees.	0.40	273.40
09/07/09	Jean-Denis Marx	Reviewing Transaction Agenda.	0.80	546.81
<b>Total: Tokyo Office</b>				<b>\$8,333.00</b>

30 September 2009

**Time and Cost Detail**

Invoice No. 1122420  
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(Great Britain)

**TIME NARRATIVE DETAIL**

**Warsaw Office**

<u>Date</u>	<u>Lawyer</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
01/07/09	Piotr Rawski	Assisting in local closing; participating in various telephone conferences; revising documents.	0.90	495.94
01/07/09	Weronika Achramowicz	Assisting in pre-closing matters regarding Poland: reviewing and updating the Transaction Agreement re: Poland and follow-up e-mail correspondence with Tom Bolster re: corporate issues of Delphi PL.	0.50	186.57
02/07/09	Weronika Achramowicz	Assisting pre-closing matters regarding Poland.	0.40	149.26
03/07/09	Weronika Achramowicz	Telephone conversation with K Misiak regarding change of bank signatories; discussing particularities of the rules of banking representation binding in Delphi PL.	0.30	111.94
09/07/09	Weronika Achramowicz	Assisting pre-closing matters regarding Poland; preparing email correspondence with J Crozier; reviewing the source documents regarding current composition of the management board of Delphi PL and rules of representation.	0.80	298.51
<b>Total: Warsaw Office</b>				<b>\$1,242.22</b>

**LAWYER TIME SUMMARY**

<u>Lawyer</u>		<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
<b>London Office</b>				
Guch, Karen Anne	Partner	1.10	996.18	1,095.80
Broughton, Jonathan M.	Associate	14.40	666.86	9,602.79
Crozier, Jannan	Associate	24.00	687.44	16,498.56
Payne, Yvonne	Associate	8.70	493.97	4,297.54
Bolster, Thomas	Trainee Solicitor	34.20	279.92	9,573.27
Maitland, Joanne	Trainee Solicitor	4.50	279.92	1,259.64

30 September 2009

**Time and Cost Detail**

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(Great Britain)

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**Amsterdam Office**

Van Es, Fleur E.	Associate	2.00	373.53	747.06
van Lier, Wouter	Associate	2.80	499.00	1,397.20
Zimmerman, Rebecca C.J.	Associate-Jr.	1.40	254.47	356.26

**Beijing Office**

Liu, Ping	Associate-Jr.	7.50	520.00	3,900.00
Yu, Hanqian	Associate-Jr.	0.10	360.00	36.00
Du, Xiaohong	Paralegal	0.10	280.60	28.06

**Berlin Office**

Wolff, Alexander	Partner	5.70	652.40	3,718.68
Hinderer, Hermann Ali	Associate	1.90	482.91	917.53

**Frankfurt Office**

Heckelmann, Guenther H.	Partner	0.30	773.73	232.12
Gernoth, Jan	Partner	1.90	577.00	1,096.30
Bassmann, Nicole	Prof Sup Lawyer	4.10	225.42	924.23

**Madrid Office**

Gimeno, Santiago Martinez	Associate-Sr.	0.60	394.38	236.63
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**Melbourne Office**

Binns, Bryony	Associate-Sr.	9.00	419.17	3,772.53
McDade, Kellie-Ann	Associate	1.70	321.09	545.85
McGrath, Sharon	Associate-Sr.	4.40	407.43	1,792.70
Schenkel, Simon	Associate-Jr.	21.70	233.43	5,065.42

**Mexico City Office**

Pasquel Villegas, Salvador	Partner	1.00	250.00	250.00
Postigo Uribe, José	Partner	6.00	290.00	1,740.00
Adame-Alvarez, Gerardo	Associate	6.60	153.45	1,012.79

**Milan Office**

Massara, Cinzia	Associate	14.10	309.41	4,362.68
Vasile, Mila	Associate	3.60	232.51	837.05

30 September 2009

**Time and Cost Detail**

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(Great Britain)

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<b>Baiguera, Mara Tiziana</b>	<b>Staff - Admin</b>	<b>1.90</b>	<b>113.00</b>	<b>214.70</b>
<b>Monterrey Office</b>				
<b>Vázquez-Silveyra, Juan S.</b>	<b>Associate</b>	<b>1.70</b>	<b>200.00</b>	<b>340.00</b>
<b>Paris Office</b>				
<b>Marlange, Sophie H.</b>	<b>Partner</b>	<b>1.60</b>	<b>634.22</b>	<b>1,014.75</b>
<b>Papin, Sandrine</b>	<b>Paralegal</b>	<b>4.60</b>	<b>215.00</b>	<b>989.00</b>
<b>Porto Alegre Office</b>				
<b>Amaral, Renata C.</b>	<b>Associate</b>	<b>3.10</b>	<b>320.00</b>	<b>992.00</b>
<b>Cruz, Alessandro F.</b>	<b>Law Clerk</b>	<b>0.70</b>	<b>100.00</b>	<b>70.00</b>
<b>Rome Office</b>				
<b>Salce, Valerio</b>	<b>Partner</b>	<b>0.60</b>	<b>549.67</b>	<b>329.80</b>
<b>Feroni, Costantino</b>	<b>Associate</b>	<b>3.40</b>	<b>394.24</b>	<b>1,340.42</b>
<b>Lattanzio, Antonio</b>	<b>Associate</b>	<b>4.30</b>	<b>380.96</b>	<b>1,638.13</b>
<b>San Francisco Office</b>				
<b>Sanchez de la Espada, Hugo</b>	<b>Associate-Sr.</b>	<b>1.80</b>	<b>565.62</b>	<b>1,018.12</b>
<b>Sao Paulo Office</b>				
<b>Pacheco, Mauricio M.</b>	<b>Associate</b>	<b>5.60</b>	<b>265.00</b>	<b>1,484.00</b>
<b>Winge, Jessica D.</b>	<b>Law Clerk</b>	<b>3.40</b>	<b>100.00</b>	<b>340.00</b>
<b>Shanghai Office</b>				
<b>Deng, Joseph W.</b>	<b>Partner</b>	<b>0.30</b>	<b>940.00</b>	<b>282.00</b>
<b>Singapore Office</b>				
<b>Poa, Kelvin T. W.</b>	<b>Partner</b>	<b>0.70</b>	<b>582.20</b>	<b>407.54</b>
<b>Mahalingam, Dakshayani</b>	<b>Paralegal</b>	<b>0.60</b>	<b>284.00</b>	<b>170.40</b>
<b>Sydney Office</b>				
<b>Koutsis, Constantin</b>	<b>Partner</b>	<b>1.80</b>	<b>663.82</b>	<b>1,194.88</b>
<b>Ho, Grace</b>	<b>Associate</b>	<b>8.60</b>	<b>343.08</b>	<b>2,950.48</b>
<b>Yik, Elaine</b>	<b>Associate-Jr.</b>	<b>3.50</b>	<b>267.00</b>	<b>934.50</b>

30 September 2009

**Time and Cost Detail**

Invoice No. 1122420  
VAT No. GB 238 5592 33  
(Great Britain)

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**Tokyo Office**

Marx, Jean-Denis	Partner	10.00	683.51	6,835.11
Kurata, Nobuhiko	Associate	2.20	407.37	896.22
Komatsuzaki, Tomoko	Paralegal	4.30	140.00	602.00

**Warsaw Office**

Rawski, Piotr	Partner	0.90	551.04	495.94
Achramowicz, Weronika	Associate	2.00	373.14	746.28

**London Office**

<u>Taxable Disbursements</u>	<u>Amount</u>
Courier/Messenger Service	22.80
Photocopies	704.73
<b>Total</b>	<b>727.53</b>

**Beijing Office**

<u>Taxable Disbursements</u>	<u>Amount</u>
Local Tax	208.78
<b>Total</b>	<b>207.04</b>

**Milan Office**

<u>Taxable Disbursements</u>	<u>Amount</u>
Notary Fees	112.33
Outside Information Services	7.02
Postage	7.02
<b>Total</b>	<b>126.37</b>

**Rome Office**

<u>Taxable Disbursements</u>	<u>Amount</u>
Telephone	10.36
<b>Total</b>	<b>10.36</b>

**Sao Paulo Office**

<u>Taxable Disbursements</u>	<u>Amount</u>
Transportation - Local	15.32
<b>Total</b>	<b>15.32</b>

30 September 2009

**Time and Cost Detail**

Invoice No. 1122420  
VAT No. GB 238 5592 33  
(Great Britain)

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**Shanghai Office**

<u>Taxable Disbursements</u>	<u>Amount</u>
Local Tax	14.84
<b>Total</b>	<b>14.84</b>

**Tokyo Office**

<u>Taxable Disbursements</u>	<u>Amount</u>
Courier/Messenger Service	14.52
Photocopies	14.74
<b>Total</b>	<b>29.26</b>

<u>Non-Taxable Disbursements</u>	<u>Amount</u>
Corporate Seal, Kit	557.27
<b>Total</b>	<b>557.27</b>

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**EXHIBIT C-3**

**ITEMIZED INVOICES**

**PROJECT TWO**  
**(JUNE 1 THROUGH SEPTEMBER 30, 2009)**

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Level 19  
181 William Street  
Melbourne, Victoria 3000, Australia  
ABN 32 266 778 912

Postal address:  
GPO Box 2119  
Melbourne VIC 3001, Australia

Tel: +61 3 9617 4200  
Fax: +61 3 9614 2103  
DX: 334 MELBOURNE VICTORIA  
www.bakernet.com

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Hong Kong  
Jakarta  
Kuala Lumpur  
Manila  
Melbourne  
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Middle East  
Abu Dhabi  
Almaty  
Amsterdam  
Antwerp  
Bahrain  
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Brussels  
Budapest  
Calro  
Duesseldorf  
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Geneva  
Kyy  
London  
Madrid  
Milan  
Moscow  
Munich  
Paris  
Prague  
Riyadh  
Roma  
St. Petersburg  
Stockholm  
Vienna  
Warsaw  
Zurich  
North & South  
America  
Bogota  
Brasilia  
Buenos Aires  
Cancun  
Caracas  
Chicago  
Chihuahua  
Dallas  
Guadalajara  
Houston  
Juarez  
Mexico City  
Miami  
Monterrey  
New York  
Palo Alto  
Porto Alegre  
Rio de Janeiro  
San Diego  
San Francisco  
Santiago  
Sao Paulo  
Tijuana  
Toronto  
Valencia  
Washington, DC

## Memorandum of Fees (Tax Invoice)

General Motors Corporation  
300 Renaissance Center  
Mailcode 482-C25-C64  
DETROIT MI 48265-3000  
UNITED STATES OF AMERICA

Attention: Karen Jenkins-Tucker, David Raynush and Therese Ryan

**Date of Issue:**  
13 August 2009  
**Our Ref:**  
85221912-000004  
**Invoice Number:**  
1145843

### Project Two - Asia Pacific Regional Co-ordination for General Motors Global Financing

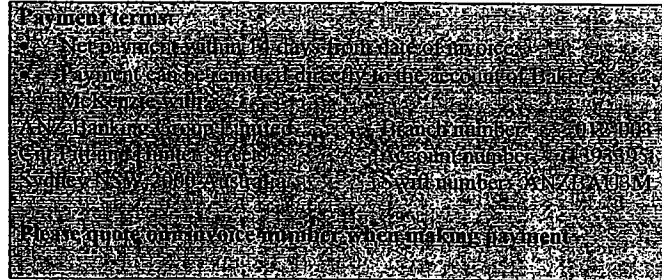
To our professional costs in acting for you in the above matter for  
the period ended 9 July 2009:

<b>Fees</b>		<b>A\$</b>	<b>231,139.50</b>
Non-Taxable Fees	231,139.50		
<b>Disbursements</b>		<b>A\$</b>	<b>3,091.09</b>
Non-Taxable Disbursements	3,091.09		
<hr/> <b>Total Amount Payable in Australian Dollars</b>		<b>A\$</b>	<b>234,230.59</b>

Client No: 85221912  
Matter No: 000004

With Compliments  
E. & O.E.

**Baker & McKenzie**  
**ABN: 32 266 778 912**



You may apply to have costs of any legal services performed in New South Wales assessed under Division 11 of Part 3.2 of the *Legal Profession Act 2004*, but if the costs have been wholly or partly paid, the application must be made within 12 months after you have been given the bill of costs.

You may apply to have costs of any legal services performed in Victoria assessed under the *Legal Profession Act 2004*.

A handwritten signature in black ink, consisting of a stylized 'B' and 'M' followed by a flourish.

## Annexure

## Project Two - Asia Pacific Regional Co-ordination for General Motors Global Financing

### Fee Summary

<i>Lawyer/paralegal/other</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
Gon, Michelle Y.L.	* 2.90	1,235.75	3,583.69
Ngai, Clement	* 0.80	1,036.03	828.83
Burke, Frederick R.	* 0.30	973.62	292.09
Marx, Jean-Denis	* 3.50	861.28	3,014.47
Marx, Jean-Denis	* 1.60	854.21	1,366.74
Marx, Jean-Denis	* 10.50	841.83	8,839.24
Martin, Andrew D.	* 3.70	836.31	3,094.36
Martin, Andrew D.	* 1.10	835.64	919.21
Martin, Andrew D.	* 1.80	829.45	1,493.02
Liu, Jinghua	* 0.40	811.35	324.54
Commons, Martin G.	* 1.70	773.90	1,315.63
Gu, Victor	* 20.80	736.46	15,318.37
Lee, Kiat Seng	* 1.10	730.21	803.22
Poke, Ashley	27.50	675.00	18,562.50
Beatty, Andrew	0.10	650.00	65.00
Dominguez, Leo G.	* 1.30	619.00	804.70
Taylor, Bruce	3.00	610.00	1,830.00
Wolff, Alex	1.00	610.00	610.00
Tungsuwan, Suriyong	* 2.00	592.91	1,185.82
Lai, Nancy	* 0.90	586.67	528.01
Chia, Brian H. G.	* 1.10	574.19	631.61
Shen, Jolie	* 13.80	574.19	7,923.81
Wong, Edric	* 9.20	557.10	5,125.32
Sharma, Shamil	34.60	550.00	19,030.00
Sharma, Shamil	90.70	540.00	48,978.00
Nguyen, Oanh H. K.	* 1.20	536.74	644.08
Wong, Edric	* 11.30	530.50	5,994.65
Wong, Edric	* 4.90	526.15	2,578.20
Tan, Allen	* 1.00	513.77	513.76
O'Neill, Michael	11.50	495.00	5,692.50
Reksodiputro, Harun Admana	* 2.00	486.81	973.62
Tan, Allen	* 0.50	482.82	241.40
Shen, Kathy	* 10.50	449.36	4,718.28
Wang, Karen	* 2.40	449.36	1,078.46
Zhang, Tracy	* 8.20	449.36	3,684.75
Dimagiba, Dennis G.	* 3.10	433.30	1,343.23
Truong, Kieu	2.30	375.00	862.50
Liu, Yolanda Y.F.	* 1.30	374.47	486.82
Partogi, Ponti	* 1.00	371.40	371.40
Nguyen, Tuanh	4.50	350.00	1,575.00

## Annexure

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**Project Two - Asia Pacific Regional Co-ordination for General Motors Global Financing**


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<i>Lawyer/paralegal/other</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
Zhao, Julie H.D.	* 2.00	337.02	674.04
Surasathian, Jidapa	* 2.80	318.30	891.24
Krailadsiri, Saravut	* 1.50	312.06	468.09
Nguyen, Thanh Vinh	* 0.70	312.06	218.44
Lim, Jo Yan	* 2.90	305.82	886.88
Chauhan, Deepti	108.70	300.00	32,610.00
Perera, Sajeeva	2.20	295.00	649.00
Perera, Sajeeva	5.00	275.00	1,375.00
Schenkel, Simon	7.90	275.00	2,172.50
Tran, Chi Anh	* 3.30	274.61	906.21
Tong, Angela W.M.	* 1.00	259.98	259.98
Lim, Selwyn	* 2.00	249.65	499.30
Tran, Chi Anh	* 1.60	249.65	399.45
Ding, Yi-Jun	5.40	240.00	1,296.00
Saw, Jeremy	14.40	240.00	3,456.00
Fikry, Dede	* 6.80	235.22	1,599.49
Jacinto, Maria Ana Camila C.	* 8.10	222.84	1,805.00
Tomboc, Gmeleen Faye B.	* 6.50	218.44	1,419.84
Tomboc, Gmeleen Faye B.	* 3.90	216.65	844.97
Lekfuangfu, Nam-Ake	* 2.40	199.72	479.33
Komatsuzaki, Tomoko	* 2.10	173.32	363.97
Woodhall, Jennifer	2.70	160.00	432.00
Kim, Hannah	0.50	90.00	45.00
Parungao, Marites L.	* 2.00	80.47	160.94
Total Fees			231,139.50

\* Denotes overseas lawyer whose billing rate has been converted into Australian dollars.

**Disbursements****Non-Taxable Disbursements**

Transportation - Local	203.03
ASIC - Lodgment Fees	17.00
Searches	258.00
Telephone	3.43
Value Added Tax	2,609.63
	<u>3,091.09</u>

**Fee Detail**

<i>Date</i>	<i>Lawyer/Paralegal/ Other</i>	<i>Description</i>	<i>Hours</i>	<i>Amount</i>
01/06/2009	Poke, Ashley	Review of emails on foreign investment approvals in Australia and New Zealand from GM; liaison with F Harden; courtesy call with John Hill at FIRB regarding possible approach by GM in light of GMC filing.	0.50	337.50
01/06/2009	Wolff, Alex	Review key issues around Project Two in relation to solvency and restructuring in AP; liaise with A. Poke.	0.50	305.00
01/06/2009	Sharma, Shamil	Review documents from Kisaeng Song and Eunkyung Ha for Korean action plan and consider issues around potentially missing documents and document duplication.	0.60	324.00
01/06/2009	Sharma, Shamil	Review documents from Manbok Jin for Korean action plan and instructing junior lawyers to conduct additional detailed review.	1.20	648.00
01/06/2009	Sharma, Shamil	Instruct, coordinate and supervise junior lawyers on conduct on Korean material contract review and integration with existing Korean material contract list.	1.30	702.00
01/06/2009	Sharma, Shamil	Discussions with client - Andrew Jackson - about recutting of Korean material contract list and format for new review.	0.40	216.00
01/06/2009	Saw, Jeremy	Review of newly received material supply contracts	0.70	168.00
01/06/2009	Saw, Jeremy	Receive instructions from D. Chauhan on new Korean documents.	0.50	120.00
01/06/2009	Saw, Jeremy	Discuss with S. Sharma regarding new documents from Korea and instructions from GM internal counsel Manbok Jin and team regarding Korean work.	0.60	144.00
01/06/2009	Chauhan, Deepti	Begin reviewing additional documents received from Korea and updating Korean material contracts action plan.	1.30	390.00

<i>Date</i>	<i>Lawyer/Paralegal/ Other</i>	<i>Description</i>	<i>Hours</i>	<i>Amount</i>
01/06/2009	Nguyen, Tuanh	Phone call with F. Harden regarding Australian action list; liaise with Y. Ding regarding material contracts.	0.30	105.00
01/06/2009	Woodhall, Jennifer	Received instructions from D. Chauhan; obtained Certificate of Registration for Holden Employees Superannuation Fund Pty Ltd.	0.20	32.00
02/06/2009	Poke, Ashley	Calls and emails with GM and Quigg Partners on regulatory issues.	1.80	1,215.00
02/06/2009	Wolff, Alex	Review announcements; liaise with A. Poke; peruse e-mail regarding corporate filings.	0.50	305.00
02/06/2009	O'Neill, Michael	Review overnight announcements; prepare comments on letters regarding FIRB and OIO approvals.	0.80	396.00
02/06/2009	O'Neill, Michael	Conference calls with FIRB and D. Quigg regarding NZ OIO approval requirements.	1.20	594.00
02/06/2009	Sharma, Shamil	Coordinate and provide further instructions to junior lawyers on the conduct of additional detailed review for Korea and settling responses.	0.70	378.00
02/06/2009	Sharma, Shamil	Review documents from Manbok Jin, Kisaeng Song and Eunkyung Ha for Korean action plan.	1.50	810.00
02/06/2009	Sharma, Shamil	Review existing Korean documents and action plan to determine overlap issues and material changes from previous advices given time critical nature of review.	1.80	972.00
02/06/2009	Sharma, Shamil	Discussions with client - Andrew Jackson and Salina Luo - about timing, restructure of material contract review into supply contract, "blocked contracts" and non supply contract analysis and removal of non material issues.	0.70	378.00
02/06/2009	Sharma, Shamil	Respond to and provide advice on other 363 work stream queries with A. Poke. (Australian and broader corporate issues), Y. Ding (Australian issues), and T. Nguyen (Australian issues).	0.80	432.00

<i>Date</i>	<i>Lawyer/Paralegal/ Other</i>	<i>Description</i>	<i>Hours</i>	<i>Amount</i>
02/06/2009	Ding, Yi-Jun	Receive instructions from T. Nguyen to review GM Holden's waiver and consent letter to counterparties in the Australian material contracts; review waiver and consent letter provided by F. Harden; discuss with T. Nguyen regarding Australian material contracts previously reviewed.	0.40	96.00
02/06/2009	Ding, Yi-Jun	Receive instructions from T. Nguyen to review contact details provided in all Australian and New Zealand material contracts as per instruction received from F. Harden .	0.10	24.00
02/06/2009	Ding, Yi-Jun	Review notice provisions in Australian material contracts and compare contact details with information provided in the contact details list provided by F. Harden; update contact details list provided by F. Harden to insert correct contact details for all counterparties to GM Holden in the Australian material contracts.	1.20	288.00
02/06/2009	Saw, Jeremy	Discuss with D. Chauhan regarding next steps.	0.10	24.00
02/06/2009	Saw, Jeremy	Review of new GM Korean material contracts for change in control issues.	2.30	552.00
02/06/2009	Saw, Jeremy	Review Korean material contracts action plans part 1, 2 and 3 to reflect additional documents received.	1.30	312.00
02/06/2009	Saw, Jeremy	Reformat action plans as per the request of A. Jackson to reflect supply contracts and non-supply contracts and removing scenario A from the plan.	1.20	288.00
02/06/2009	Chauhan, Deepti	Reformat Korean material contracts action plan as per the request of A. Jackson to remove scenario A from Korean material contract action palm.	1.00	300.00
02/06/2009	Chauhan, Deepti	Review supply and distribution agreements and technology license agreements received from Korea on 1 June 2009.	2.40	720.00

<i>Date</i>	<i>Lawyer/Paralegal/ Other</i>	<i>Description</i>	<i>Hours</i>	<i>Amount</i>
02/06/2009	Chauhan, Deepti	Amend Korean material contracts action plan to reflect review of additional documents.	2.80	840.00
02/06/2009	Nguyen, Tuanh	Phone call with F. Harden regarding consent and waiver letter.	0.40	140.00
02/06/2009	Nguyen, Tuanh	Review Holden contracts and update contact list.	0.70	245.00
02/06/2009	Nguyen, Tuanh	Review draft Holden consent and waiver letter.	0.90	315.00
03/06/2009	Poke, Ashley	Call with Fiona Harden regarding NZ OIO issues; review of GM emails.	0.40	270.00
03/06/2009	Gu, Victor	Coordinate restructuring related issues.	0.20	147.29
03/06/2009	O'Neill, Michael	Commence preparation of Australian Foreign Investments Review Board approval application.	0.80	396.00
03/06/2009	O'Neill, Michael	Prepare for and attend conference call with New Zealand Managing Director, New Zealand Chief Financial Officer and Australian General Counsel of GM regarding New Zealand Overseas Investments Office and Australian Foreign Investments Review Board Approval requirements for the proposed restructure.	1.20	594.00
03/06/2009	Sharma, Shamil	Internal supervision of junior lawyers on Korean advice and GM Project Two coordination.	0.60	324.00
03/06/2009	Sharma, Shamil	Discussion with client - Andrew Jackson - on Korean action plan issues.	0.40	216.00
03/06/2009	Sharma, Shamil	Draft e-mail to client discussing issues with action plan and approach to Korea.	0.70	378.00
03/06/2009	Sharma, Shamil	Close review of final action plans for Korea and comparison against existing action plans to identify key issues for client and amend action plans as required.	2.40	1,296.00
03/06/2009	Chauhan, Deepti	Update Korean material contract action plans to remove all agreements where there are no corresponding actions.	1.80	540.00



<i>Date</i>	<i>Lawyer/Paralegal/ Other</i>	<i>Description</i>	<i>Hours</i>	<i>Amount</i>
03/06/2009	Chauhan, Deepti	Complete and review Korean material contract action plan; reformat Korean material contracts action plan as per the request of A. Jackson to separate into two separate action plans, one for supply contracts and one for non-supply contracts.	2.90	870.00
03/06/2009	Chauhan, Deepti	Liaise with M. O'Neill regarding New Zealand lease agreements; locate and send lease agreement to M. O'Neill.	0.80	240.00
04/06/2009	Poke, Ashley	Preparation of regulatory reports for US bankruptcy application regarding ongoing retention by B&M by GMC; forwarding to B&M in the US.	5.00	3,375.00
04/06/2009	Gu, Victor	Coordinate review of restructuring documents.	0.20	147.29
04/06/2009	Sharma, Shamil	Preparation of regulatory reports for US bankruptcy application regarding ongoing retention by B&M by GMC.	3.00	1,620.00
04/06/2009	Sharma, Shamil	Supervise junior lawyers on contract review and additional material contracts and GM Project Two coordination with overseas offices.	1.70	918.00
04/06/2009	Sharma, Shamil	Cross checking contracts and review preliminarily reviewed by GM.	1.60	864.00
04/06/2009	Sharma, Shamil	Review new Indian contracts and documents from Shanghai office.	1.80	972.00
04/06/2009	Truong, Kieu	Supervise and provide guidance to D. Chauhan on contracts review.	0.50	187.50
04/06/2009	Truong, Kieu	Assist D. Chauhan with queries from F. Harden regarding superannuation-related documentation.	0.30	112.50
04/06/2009	Ding, Yi-Jun	Print out relevant contracts that have not been reviewed by Baker & McKenzie or have only been reviewed by A. Lozynski for D. Chauhan; discuss contract list with D. Chauhan.	0.50	120.00

<i>Date</i>	<i>Lawyer/Paralegal/ Other</i>	<i>Description</i>	<i>Hours</i>	<i>Amount</i>
04/06/2009	Ding, Yi-Jun	Receive instructions from D. Chauhan to determine whether documents received from shanghai office have already been reviewed by Baker & McKenzie or A. Lozynski.	0.20	48.00
04/06/2009	Ding, Yi-Jun	Construct key Australian material contracts list for copies of documents received from Shanghai office by email; identify in the list those documents that have been reviewed by Baker & McKenzie and those documents that have been reviewed by A. Lozynski of General Motors only.	3.00	720.00
04/06/2009	Chauhan, Deepti	Update index of documents for Asia Pacific to include new Indian documents.	1.70	510.00
04/06/2009	Chauhan, Deepti	Review agreements received via the Shanghai office for India, Korea, Australia and New Zealand to determine which agreements are outstanding.	1.30	390.00
04/06/2009	Chauhan, Deepti	Begin to review new agreements for the purposes of updating material contract action plan for India.	1.70	510.00
05/06/2009	Poke, Ashley	Call with Fiona Harden on risk issues for GM.	0.60	405.00
05/06/2009	Poke, Ashley	Call with Steve Cernak and Fiona Harden from GM regarding share ownership and Chapter 11 restructure and foreign investment approvals.	1.10	742.50
05/06/2009	Poke, Ashley	Calls with Quigg Partners on NZ issues and potential consequences of approach under NZ law for GM.	0.80	540.00
05/06/2009	O'Neill, Michael	Conference call (long) with Australian General Counsel and S. Cernak (US in-house Counsel) regarding required regulatory filings in Australia and New Zealand as a result of the proposed US reorganisation.	1.60	792.00
05/06/2009	Chauhan, Deepti	Update Australian material contracts action plan to reflect additional agreements reviewed.	1.80	540.00

<i>Date</i>	<i>Lawyer/Paralegal/ Other</i>	<i>Description</i>	<i>Hours</i>	<i>Amount</i>
05/06/2009	Chauhan, Deepti	Review remaining Indian agreements received on 4 June 2009; update material contracts action plan to reflect additional agreements reviewed.	2.80	840.00
05/06/2009	Chauhan, Deepti	Review Australian agreements received on 4 June 2009.	2.00	600.00
08/06/2009	Sharma, Shamil	Supervise broader review of Thai contracts and preparation of Thai action plans by junior solicitors.	0.50	270.00
08/06/2009	Sharma, Shamil	Close review of updated Thai action plans, material Thai contracts and consistency checking against previous advice provided to Thailand.	1.80	972.00
09/06/2009	Poke, Ashley	Emails and calls with GM on foreign investment approval in New Zealand; liaise with Quigg Partners on NZ issues with OIO; call with FIRB; review and circulation of NZ risk analysis.	2.10	1,417.50
09/06/2009	Sharma, Shamil	Check amended material contracts list and supervise uploading of documents.	0.60	324.00
09/06/2009	Sharma, Shamil	Draft final e-mail to Andrew Jackson on updated action plans and discussion with Andrew Jackson on same.	0.90	486.00
09/06/2009	Saw, Jeremy	Upload Korean and Indian jurisdiction documents onto extranet database.	0.30	72.00
09/06/2009	Saw, Jeremy	Review and amend index of material contracts received from GM in connection with Indian jurisdiction documents.	1.20	288.00
09/06/2009	Saw, Jeremy	Review and amend index of material contracts received from GM in connection with Korean jurisdiction documents.	1.80	432.00
09/06/2009	Chauhan, Deepti	Upload Korean documents onto extranet; update index of Asia Pacific documents to include additional agreements	2.00	600.00

Asia  
Pacific  
Bangkok  
Beijing  
Hanoi  
Ho Chi Minh City  
Hong Kong  
Jakarta  
Kuala Lumpur  
Manila  
Melbourne  
Shanghai  
Singapore  
Sydney  
Taipei  
Tokyo

Europe &  
Middle East  
Abu Dhabi  
Almaty  
Amsterdam  
Antwerp  
Bahrain  
Baku  
Barcelona  
Berlin  
Brussels  
Budapest  
Cairo  
Dusseldorf  
Frankfurt / Main  
Geneva  
Kyiv  
London  
Madrid  
Milan  
Moscow  
Munich  
Paris  
Prague  
Riyadh  
Rome  
St. Petersburg  
Stockholm  
Vienna  
Warsaw  
Zurich

North & South  
America  
Bogota  
Brasilia  
Buenos Aires  
Cancun  
Caracas  
Chicago  
Chihuahua  
Dallas  
Guadalajara  
Houston  
Juarez  
Mexico City  
Miami  
Monterrey  
New York  
Palo Alto  
Porto Alegre  
Rio de Janeiro  
San Diego  
San Francisco  
Santiago  
Sao Paulo  
Tijuana  
Toronto  
Valencia  
Washington, DC

## Memorandum of Fees (Tax Invoice)

General Motors Corporation  
300 Renaissance Center  
Mailcode 482-C25-C64  
DETROIT MI 48265-3000  
UNITED STATES OF AMERICA  
Karen Jenkins-Tucker, David Raynush and Therese Ryan

**Date of Issue:**  
31 August 2009  
**Our Ref:**  
85221912-000004  
**Invoice Number:**  
1147158

### Project Two - Asia Pacific Regional Co-ordination for General Motors Global Financing

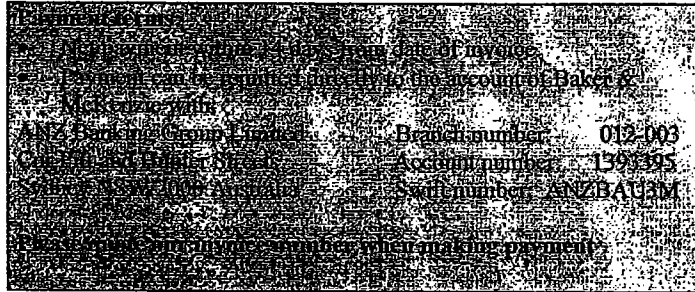
To our professional costs in acting for you in the above matter for  
the period ended 31 July 2009:

<b>Fees</b>		<b>A\$</b>	<b>6,923.80</b>
Non-Taxable Fees	6,923.80		
<b>Disbursements</b>		<b>A\$</b>	<b>219.55</b>
Non-Taxable Disbursements	219.55		
<hr/>			
<b>Total Amount Payable in Australian Dollars</b>		<b>A\$</b>	<b>7,143.35</b>
<hr/>			

Client No: 85221912  
Matter No: 000004

With Compliments  
E. & O.E.

**Baker & McKenzie**  
ABN: 32 266 778 912



You may apply to have costs of any legal services performed in New South Wales assessed under Division 11 of Part 3.2 of the *Legal Profession Act 2004*, but if the costs have been wholly or partly paid, the application must be made within 12 months after you have been given the bill of costs.

You may apply to have costs of any legal services performed in Victoria assessed under the *Legal Profession Act 2004*.

## Annexure

## Project Two - Asia Pacific Regional Co-ordination for General Motors Global Financing

### Fee Summary

<i>Lawyer/paralegal/other</i>		<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
Dominguez, Leo G.	*	0.30	619.00	185.70
Taylor, Bruce		3.30	610.00	2,013.00
Wong, Edric	*	0.30	557.10	167.13
Sharma, Shamil		1.30	550.00	715.00
O'Neill, Michael		0.80	495.00	396.00
Chauhan, Deepti		2.10	300.00	630.00
Jacinto, Maria Ana Camila C.	*	0.20	272.36	54.47
Fikry, Dede	*	4.50	235.22	1,058.49
Fikry, Dede	*	1.20	227.66	273.19
Tomboc, Gmeleen Faye B.	*	6.20	210.46	1,304.83
Tomboc, Gmeleen Faye B.	*	0.50	203.69	101.85
Pascual, Cecilia	*	0.30	80.47	24.14
Total Fees				6,923.80

\* Denotes overseas lawyer whose billing rate has been converted into Australian dollars.

### Disbursements

#### Non-Taxable Disbursements

Transportation - Local	75.42
Courier/Messenger Service	72.59
Value Added Tax	71.54
	<u>219.55</u>

**Fee Detail**

<i>Date</i>	<i>Lawyer/Paralegal/ Other</i>	<i>Description</i>	<i>Hours</i>	<i>Amount</i>
10/07/2009	O'Neill, Michael	Telephone call with Australian Foreign Investments Review Board official to discuss progress of Australian Government foreign investment clearance and any further information required; prepare update e-mail regarding same to Australian in-house counsel.	0.80	396.00
15/07/2009	Tomboc, Gmeleen Faye B.	Check e-mail from D. Chauhan (Baker & McKenzie Melbourne) regarding summary of post-closing requirements.	0.10	21.05
15/07/2009	Tomboc, Gmeleen Faye B.	Draft and finalize, with L.G. Dominguez input, response to D. Chauhan (Baker & McKenzie Melbourne) regarding summary of post-closing requirements.	0.40	84.18
15/07/2009	Tomboc, Gmeleen Faye B.	Draft and finalize, with L.G. Dominguez input, e-mail to R. Yusi (GM Philippines Asst. Corporate Secretary) regarding confirmation of number of shares and copies of share transfer certificates, in connection with tax clearance requirements.	0.70	147.32
16/07/2009	Fikry, Dede	Review the status of the completeness of corporate documents of PT Mesin Isuzu Indonesia for the purpose of the BKPM application; review outstanding items required for the BKPM application; prepare e-mail reminder to A. Matute of GM and Mr. Kamaruzzaman of PT Mesin Isuzu Indonesia regarding the outstanding original circular shareholders resolution for the purpose of the BKPM application; prepare e-mail to Mr. Kamaruzzaman and F. Subarna of PT Mesin Isuzu Indonesia regarding the outstanding corporate documents of PT Mesin Isuzu Indonesia for the purpose of the BKPM application.	1.40	329.31

<i>Date</i>	<i>Lawyer/Paralegal/ Other</i>	<i>Description</i>	<i>Hours</i>	<i>Amount</i>
16/07/2009	Fikry, Dede	Prepare e-mail to D. Chauhan regarding the final steps towards completion of the share transfer (post-closing) to General Motors Company; continue reviewing the Certificate of Incorporation of General Motors Corporation.	0.80	188.18
16/07/2009	Jacinto, Maria Ana Camila C.	Deal with the e-mail of G.B. Tomboc re the documentary requirements for capital gains tax and documentary stamp tax returns.	0.20	54.47
16/07/2009	Tomboc, Gmeleen Faye B.	Check e-mail of D. Chauhan (Baker & McKenzie Melbourne) regarding requirements for tax returns; prepare response regarding same.	0.40	84.18
16/07/2009	Tomboc, Gmeleen Faye B.	Check queries of D. Chauhan (Baker & McKenzie Melbourne) regarding required details for tax application.	0.40	84.18
16/07/2009	Tomboc, Gmeleen Faye B.	Prepare e-mail to R. Yusi (Corporate Secretary) regarding confirmation of no TIN numbers for GM entities.	0.20	42.09
16/07/2009	Tomboc, Gmeleen Faye B.	Incorporate tax input from D.G. Dimagiba and C.C. Jacinto regarding required form of share transfer documents.	0.20	42.09
17/07/2009	Fikry, Dede	Review the Certificate of Good Standing of General Motors Corporation in connection with the proposed tax exemption for the share transfer to General Motors Company; review and revise e-mail advice to General Motors regarding the Certificate of Residency as a requirement for tax exemption and additional information on the form of Certificate of Residency.	1.20	282.26
17/07/2009	Tomboc, Gmeleen Faye B.	Check e-mails of D. Chauhan (Baker & McKenzie Melbourne) regarding authentication of stock power and proxy.	0.30	63.14
17/07/2009	Tomboc, Gmeleen Faye B.	Continue preparing discussion on Tax Identification Number applications.	0.40	84.18
17/07/2009	Tomboc, Gmeleen Faye B.	Confer with C. Pascual on update on information for TIN registration.	0.20	42.09



<i>Date</i>	<i>Lawyer/Paralegal/ Other</i>	<i>Description</i>	<i>Hours</i>	<i>Amount</i>
17/07/2009	Tomboc, Gmeleen Faye B.	Incorporate L.G.Dominguez comment; draft discussion regarding need for authenticated incorporation documents for GM Corporation and GM Company.	0.50	105.23
17/07/2009	Tomboc, Gmeleen Faye B.	Check e-mails of D. Chauhan (Baker & McKenzie Melbourne) regarding application for name change of GM Corporation and signatories for TIN application; prepare response regarding application for name change and TIN application signatories.	0.70	147.32
20/07/2009	Tomboc, Gmeleen Faye B.	Finalize, with L.G. Dominguez input, e-mail regarding signatory for tax identification number.	0.10	21.05
21/07/2009	Tomboc, Gmeleen Faye B.	Coordinate with C. Pascual regarding tax identification numbers for General Motors Corporation and General Motors Company.	0.20	42.09
21/07/2009	Tomboc, Gmeleen Faye B.	Confer with D. Chauhan (Baker & McKenzie Melbourne) regarding local contact for TIN application.	0.10	21.05
21/07/2009	Tomboc, Gmeleen Faye B.	Prepare and finalize, with LGDominguez comments, e-mail to R. Yusi (Corporate Secretary) regarding application for TIN.	0.30	63.14
21/07/2009	Tomboc, Gmeleen Faye B.	Peruse application forms for TIN and coordinate transmittal of TIN applications to GM Phils. Asst. Corporate Secretary with C. Pascual.	0.20	42.09
21/07/2009	Tomboc, Gmeleen Faye B.	Prepare and finalize e-mail to D. Chauhan regarding transmittal of copy of notarized share transfer document.	0.20	42.09
22/07/2009	Dominguez, Leo G.	Finalize email to R. Yusi regarding TIN application for Motors Liquidation Company and General Motors Corporation.	0.10	61.90
22/07/2009	Dominguez, Leo G.	Deal with D. Chauhan's email dated 21 July 2009 regarding query on whether a notarised copy can be arranged in the Philippines or whether it has to be done in the United States.	0.10	61.90

<i>Date</i>	<i>Lawyer/Paralegal/ Other</i>	<i>Description</i>	<i>Hours</i>	<i>Amount</i>
22/07/2009	Taylor, Bruce	Complete high level review of draft UST \$7bn loan and spreadsheet listing of clauses likely to apply to non-US subsidiaries.	3.30	2,013.00
22/07/2009	Wong, Edric	Follow up communication with M. Kwang (DrewCorp Services Pte Ltd) in relation to transfer of GMC's legal title in GM Asia Pacific Pte Ltd to General Motors Company.	0.10	55.71
22/07/2009	Chauhan, Deepti	Review correspondence received with respect to post-closing requirements.	0.10	30.00
23/07/2009	Wong, Edric	Conference call with M. Kwang (DrewCorp Services Pte Ltd) to confirm that General Motors Company has been registered as the new member of GM Asia Pacific Pte Ltd and that new share certificates have been issued in General Motors Company's favour, and that all relevant public records have been updated.	0.10	55.71
23/07/2009	Wong, Edric	Email to D. Chauhan (Baker & McKenzie Melbourne) to inform Baker & McKenzie Melbourne of status update on the transfer of legal title of shares in GM Asia Pacific Pte Ltd to General Motors Company.	0.10	55.71
23/07/2009	Chauhan, Deepti	Correspondence with S. Wang regarding Philippines documents and Taxpayer Identification Number application; correspondence with B. Dodgen regarding original Philippines documents.	0.30	90.00
24/07/2009	Sharma, Shamil	Reviewing e-mails in relation to Phillipino and Indonesian post closing obligations and settling same.	0.90	495.00
24/07/2009	Tomboc, Gmeleen Faye B.	Check Tax Identification Numbers for GM Corporation and GM Company; coordinate filing of DST return with C. Pascual.	0.20	42.09
24/07/2009	Tomboc, Gmeleen Faye B.	Revise and finalize e-mail regarding DST fees to D. Chauhan (Baker & McKenzie Melbourne).	0.20	42.09

<i>Date</i>	<i>Lawyer/Paralegal/ Other</i>	<i>Description</i>	<i>Hours</i>	<i>Amount</i>
24/07/2009	Pascual, Cecilia	Deal with instructions of G.B. Tomboc to prepare draft e-mail to R. Yusi regarding payment of Documentary Stamp Tax due on the transfer of shares from Motors Liquidation Company to General Motors Company.	0.30	24.14
24/07/2009	Chauhan, Deepti	Review correspondence received; respond to S. Wang regarding Philippines Taxpayer Identification Number applications; provide Philippines Taxpayer Identification Numbers to S. Wang; respond to B. Dodgen regarding original Philippines documents.	0.30	90.00
27/07/2009	Dominguez, Leo G.	Finalize email to D. Chauhan regarding bank charges by the remittee bank for receiving the remitted funds.	0.10	61.90
27/07/2009	Sharma, Shamil	Reviewing billing position on file and responding to queries and requirements from other law firms instructed by GM as part of Asia Pacific coordination.	0.40	220.00
27/07/2009	Tomboc, Gmeleen Faye B.	Check e-mail of D. Chauhan (Baker & McKenzie Melbourne) regarding bank charges for remittance; prepare response, with LGDominguez comments.	0.20	42.09
27/07/2009	Chauhan, Deepti	Correspondence with S. Sharma, G. Tomboc and S. Wang in respect to DST return in Philippines; consider email from F. Harden regarding Deed of Release for New Zealand; correspondence with B. Dodgen regarding Deed of Release for New Zealand.	0.40	120.00
29/07/2009	Fikry, Dede	Review outstanding documents to be obtained from MII and General Motors Indonesia for the purpose of the application to be submitted to the Indonesian Investment Coordinating Board; telephone attendance and e-mail correspondence upon Mr. Kamaruzzaman, Abu Thamrin and Rustina Yuli of MII to request outstanding documents for the purpose of the application to the Investment Coordinating Board.	1.10	258.74

<i>Date</i>	<i>Lawyer/Paralegal/ Other</i>	<i>Description</i>	<i>Hours</i>	<i>Amount</i>
30/07/2009	Chauhan, Deepti	Correspondence with B. Dodgen, F. Harden and D. Quigg regarding executed documentation for New Zealand.	0.40	120.00
30/07/2009	Chauhan, Deepti	Email to S. Wang regarding funds for Documentary Stamp Tax return in the Philippines.	0.10	30.00
31/07/2009	Fikry, Dede	Prepare e-mail to D. Chauhan regarding the progress of original shareholders resolutions of MII received to date; review the status of preparation of original documents for the purpose of submitting the application to the Investment Coordinating Board as required to effect the share transfer to General Motors Company; telephone attendance upon Felix Subarna of PT GM Autoworld Indonesia to request the outstanding original circular shareholders resolution signed by PT Garmak and General Motors Corporation; prepare e-mail to Mr. Kamaruzzaman, Abu, and Yuli of MII regarding request for confirmation on the corporate documents of MII.	1.20	273.19
31/07/2009	Tomboc, Gmeleen Faye B.	Read e-mails of S. Wang and M. Gulati (GM) regarding remittance of amount into account of local subsidiary.	0.10	20.37
31/07/2009	Tomboc, Gmeleen Faye B.	Prepare e-mail regarding instructions for preparation of Manager's Check.	0.20	40.74
31/07/2009	Tomboc, Gmeleen Faye B.	Confer with M. Gulati (GM) regarding clarification of remittee bank account; prepare e-mail to M. Gulati (GM) regarding clarification of remittee bank account.	0.20	40.74
31/07/2009	Chauhan, Deepti	Correspondence with A. Jackson, D. Fikry and B. Dodgen regarding original shareholders resolutions for Indonesia.	0.30	90.00
31/07/2009	Chauhan, Deepti	Respond to query from S. Wang regarding notarized Philippines documents.	0.20	60.00

**Memorandum of Fees**  
**(Tax Invoice)**

**Date of Issue:**  
21 September 2009  
**Our Ref:**  
85221912-000004  
**Invoice Number:**  
1148366

General Motors Corporation  
300 Renaissance Center  
Mailcode 482-C25-C64  
DETROIT MI 48265-3000  
UNITED STATES OF AMERICA  
Karen Jenkins-Tucker, David Raynush and Therese Ryan

**Project Two - Asia Pacific Regional Co-ordination for General Motors  
Global Financing**

**To our professional costs** in acting for you in the above matter for  
the period ended 31 August 2009:

<b>Fees</b>		<b>A\$</b>	<b>5,461.75</b>
Non-Taxable Fees	5,461.75		
<b>Disbursements</b>		<b>A\$</b>	<b>1,856.16</b>
Non-Taxable Disbursements	1,856.16		

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<b>Total Amount Payable in Australian Dollars</b>		<b>A\$</b>	<b>7,317.91</b>
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Client No: 85221912  
Matter No: 000004

With Compliments  
E. & O.E.

Baker & McKenzie  
ABN: 32 266 778 912

*Baker McKenzie*

**Payment terms:**

- Net payment within 14 days from date of invoice.
- Payment can be remitted directly to the account of Baker & McKenzie with:

ANZ Banking Group Limited	Branch number: 012-003
Cnr Pitt and Hunter Streets	Account number: 1393395
Sydney NSW 2000 Australia	Swift number: ANZBAU3M

**Please quote our invoice number when making payment**

You may apply to have costs of any legal services performed in New South Wales assessed under Division 11 of Part 3.2 of the *Legal Profession Act 2004*, but if the costs have been wholly or partly paid, the application must be made within 12 months after you have been given the bill of costs.

You may apply to have costs of any legal services performed in Victoria assessed under the *Legal Profession Act 2004*.

## Annexure

## Project Two - Asia Pacific Regional Co-ordination for General Motors Global Financing

### Fee Summary

<i>Lawyer/paralegal/other</i>		<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
Marx, Jean-Denis	*	0.20	826.76	165.35
Taylor, Bruce		0.40	610.00	244.00
Dominguez, Leo G.	*	2.30	599.10	1,377.93
Dominguez, Leo G.	*	0.20	593.19	118.64
Chauhan, Deepti		2.60	300.00	780.00
Fikry, Dede	*	7.80	227.66	1,775.74
Tomboc, Gmeleen Faye B.	*	2.80	203.69	570.35
Tomboc, Gmeleen Faye B.	*	0.20	201.68	40.34
Cruz, Felix A.	*	4.00	77.88	311.52
Pascual, Cecilia	*	1.00	77.88	77.88
Total Fees				5,461.75

\* Denotes overseas lawyer whose billing rate has been converted into Australian dollars.

### Disbursements

#### Non-Taxable Disbursements

Transportation - Local	11.86
Courier/Messenger Service	40.96
Duty Stamps	16.69
Value Added Tax	1,786.65
	<u>1,856.16</u>

### Fee Detail

<i>Date</i>	<i>Lawyer/Paralegal/</i> <i>Other</i>	<i>Description</i>	<i>Hours</i>	<i>Amount</i>
01/08/2009	Dominguez, Leo G.	Finalize email to M. Gulati regarding status of funds to be credited to Quisumbing Torres account in payment of documentary stamp taxes.	0.10	59.91
03/08/2009	Taylor, Bruce	Review emails in relation to outstanding documents needed for transfer of shares in PT Mesin Isuzu Indonesia.	0.40	244.00

<i>Date</i>	<i>Lawyer/Paralegal/ Other</i>	<i>Description</i>	<i>Hours</i>	<i>Amount</i>
03/08/2009	Fikry, Dede	Prepare e-mail to A. Kamaruzzaman of PT Mesin Isuzu Indonesia to seek confirmation on the current shareholding composition of PT Mesin Isuzu Indonesia for the purpose of the Investment Coordinating Board application; telephone conversation with A. Kamaruzzaman of PT Mesin Isuzu Indonesia to follow up on the same; telephone conversation with A. Rodja of Umaka Mitratama regarding feedback from the Investment Coordinating Board concerning the request for additional documents of PT Mesin Isuzu Indonesia.	1.20	273.19
03/08/2009	Tomboc, Gmeleen Faye B.	Check remittance confirmation details from M. Gulati (GM) regarding funds for documentary stamp taxes payment.	0.10	20.37
04/08/2009	Dominguez, Leo G.	Finalize email to M. Gulati regarding confirmation that no remittance received in Quisumbing Torres' dollar account; update on the manager's check prepared for Bureau of Internal Revenue.	0.20	119.82
04/08/2009	Dominguez, Leo G.	Finalize email to D. Chauhan confirming receipt of the original authenticated copy of the share transfer agreement to be sent to M. Torres of Manabat Delgado Amper & Co.	0.20	119.82
04/08/2009	Fikry, Dede	Telephone conversation with A. Rodja regarding feedback from the Investment Coordinating Board on the outstanding documents required; telephone conversation with notary Mala Mukti regarding the applicability of the 30-day notarization limit in respect of the circular shareholders resolution signed by the shareholders of PT Mesin Isuzu Indonesia.	0.40	91.06



<i>Date</i>	<i>Lawyer/Paralegal/ Other</i>	<i>Description</i>	<i>Hours</i>	<i>Amount</i>
04/08/2009	Tomboc, Gmeleen Faye B.	Correspond with M. Gulati (GM) regarding remittance of funds for payment of documentary stamp taxes return; follow up with Baker & McKenzie Manila accounting personnel regarding remittance of funds into Baker & McKenzie Manila account for payment of stamp taxes.	0.40	81.48
04/08/2009	Chauhan, Deepti	Correspondence with G. Tomboc regarding original Philippines documentation and providing a notarised copy to General Motors Asia Pacific Tax for capital gains tax return.	0.10	30.00
05/08/2009	Dominguez, Leo G.	Deal with email exchange regarding tracking down of remittance of funds to make documentary stamp taxes payment to Bureau of Internal Revenue.	0.40	239.64
05/08/2009	Tomboc, Gmeleen Faye B.	Confer with M. Gulati (GM) regarding funds for payment of documentary stamp taxes; confer with S. Sharma and D. Chauhan regarding same.	0.30	61.11
06/08/2009	Dominguez, Leo G.	Exchange of email with D. Chauhan and S. Sharma regarding status of documentary stamp taxes payment; discussions with Citibank regarding incoming peso remittance.	0.60	359.46
06/08/2009	Dominguez, Leo G.	Finalize email to M. Gulati regarding bank details where to remit the peso remittance.	0.10	59.91
06/08/2009	Dominguez, Leo G.	Finalize email to D. Chauhan confirming transmittal of the original share transfer agreement to M. Torres of Deloitte.	0.10	59.91
06/08/2009	Fikry, Dede	Prepare e-mail to A. Jackson regarding the status of the outstanding original circular shareholders resolution signed by General Motors Corporation.	0.20	45.53
06/08/2009	Cruz, Felix A.	Travel to Development Bank of the Philippines, Quezon Avenue Branch regarding payment of documentary stamp taxes on transfer of shares of Motors Liquidation Company.	4.00	311.52

<i>Date</i>	<i>Lawyer/Paralegal/ Other</i>	<i>Description</i>	<i>Hours</i>	<i>Amount</i>
06/08/2009	Tomboc, Gmeleen Faye B.	Coordinate, with L.G. Dominguez, M. Gulati and outgoing paralegal regarding payment of documentary stamp taxes; confirm payment of stamp taxes with outgoing paralegal; draft update, and finalize with L.G. Dominguez comments, to D. Chauhan and S. Sharma regarding completion of payment of stamp taxes.	0.80	162.95
06/08/2009	Tomboc, Gmeleen Faye B.	Check e-mail of D. Chauhan regarding original copy of transfer agreement; check e-mail of S. Wang (GM) regarding need for original copy of transfer agreement.	0.30	61.11
06/08/2009	Pascual, Cecilia	Deal with instructions of G.B. Tomboc regarding payment of documentary stamp taxes due on the transfer of shares from Motors Liquidation Company to General Motors Company; prepare documents required and accomplish Bureau of Internal Revenue Form 2000-OT for the filing of Documentary Stamp Tax Declaration/Return; prepare Bureau of Internal Revenue Tax Payment Deposit Slip; coordinate with out-bound paralegal to pay the documentary stamp tax.	1.00	77.88
06/08/2009	Chauhan, Deepti	Correspondence with S. Wang regarding update on documentary stamp tax return and confirmation regarding certificate authorising registration application for Philippines.	0.60	180.00
06/08/2009	Chauhan, Deepti	Correspondence with S. Sharma, G. Tomboc and S. Wang regarding documentary stamp tax payment in Philippines.	0.20	60.00
06/08/2009	Chauhan, Deepti	Correspondence with A. Jackson, S. Wang and G. Tomboc regarding Philippines certificate of registration application.	0.10	30.00

<i>Date</i>	<i>Lawyer/Paralegal/ Other</i>	<i>Description</i>	<i>Hours</i>	<i>Amount</i>
07/08/2009	Dominguez, Leo G.	Finalize email to D. Chauhan requesting for a proof of payment of the capital gains tax or the official ruling from the Bureau of Internal Revenue that the transaction is exempt from capital gains tax before Quisumbing Torres can apply for a certificate authorising registration.	0.10	59.91
07/08/2009	Dominguez, Leo G.	Finalize email to Ms. Wang regarding original copy of the authenticated share transfer agreement to be returned to Quisumbing Torres after the capital gains tax has been paid or the Bureau of Internal Revenue ruling has been obtained by Deloitte.	0.10	59.91
07/08/2009	Dominguez, Leo G.	Finalize email to D. Chauhan attaching a scanned copy of proof of payment to Bureau of Internal Revenue of Php 2,005,324.50 representing documentary stamp taxes.	0.10	59.91
07/08/2009	Dominguez, Leo G.	Finalize email to M. Gulati confirming receipt of remittance in the amount of Php 2,005,324.50.	0.10	59.91
07/08/2009	Fikry, Dede	Prepare e-mail to A. Jackson to confirm receipt of the original counterpart circular resolution signed by General Motors Corporation; prepare e-mail to A. Kamaruzzaman of PT Mesin Isuzu Indonesia to request two outstanding corporate documents of PT Mesin Isuzu Indonesia for the purpose of the Investment Coordinating Board application.	0.40	91.06
07/08/2009	Tomboc, Gmeleen Faye B.	Finalize, with L.G. Dominguez input; e-mail to M. Gulati regarding remittance of funds; finalize, with L.G. Dominguez input; e-mail to D. Chauhan (Baker & McKenzie Melbourne) regarding documents for certificate authorizing registration; finalize, with L.G. Dominguez input; e-mail to D. Chauhan (Baker & McKenzie Melbourne) regarding disposition of original copy of share transfer agreement.	0.40	81.48

<i>Date</i>	<i>Lawyer/Paralegal/ Other</i>	<i>Description</i>	<i>Hours</i>	<i>Amount</i>
10/08/2009	Chauhan, Deepti	Review correspondence with respect to original documentation in Philippines; review correspondence with respect to phase 2 of reorganisation and transfer of Asia Pacific first-tier subsidiaries.	0.70	210.00
11/08/2009	Marx, Jean-Denis	Confirm issues regarding original of corporate documents regarding to shares transfers.	0.20	165.35
11/08/2009	Fikry, Dede	Review e-mail and additional documents received from R. Yuli of PT Mesin Isuzu Indonesia; meet with A. Rodja of Umaka Mitratama to prepare the original set of documents to be submitted to the Investment Coordinating Board for the latter's approval of the transfer of shares in PT Mesin Isuzu Indonesia to General Motors Company.	1.00	227.66
11/08/2009	Chauhan, Deepti	Review and sign acknowledgement of receipt of stock certificate for GM Philippines; send electronic copy of acknowledgment to B. Neuman at Cadwalader; correspondence with G. Tomboc regarding requirement for original stock certificate to issue a replacement stock certificate in Philippines.	0.90	270.00
12/08/2009	Fikry, Dede	Prepare e-mail to notary Mala Mukti regarding the request for legalization of the original circular shareholders resolution of PT Mesin Isuzu Indonesia and for the issuance of statement letter concerning the processing of notification to the Ministry of Law and Human Rights; follow up telephone conversation with notary Mala Mukti regarding the same.	0.90	204.89
13/08/2009	Dominguez, Leo G.	Finalize email to D. Chauhan regarding copies of the share certificates needed for purposes of applying for the certificate authorising registration.	0.20	119.82

<i>Date</i>	<i>Lawyer/Paralegal/ Other</i>	<i>Description</i>	<i>Hours</i>	<i>Amount</i>
14/08/2009	Fikry, Dede	Prepare e-mail to A. Kamaruzzaman of PT Mesin Isuzu Indonesia regarding notice of the deed of transfer signed by General Motors Corporation and General Motors Company.	0.30	68.30
14/08/2009	Tomboc, Gmeleen Faye B.	Incorporate discussion with D.G.Dimagiba and C.C. Jacinto (B&M Manila) regarding tax consequences and finalize table of steps, incorporating tax consequences.	0.20	40.74
18/08/2009	Fikry, Dede	Meet with A. Rodja of Umaka Mitratama to receive the original circular shareholders resolution of PT Mesin Isuzu Indonesia for further notarization process.	0.20	45.53
21/08/2009	Fikry, Dede	Three separate telephone conferences with R. Yuli of PT Mesin Isuzu Indonesia regarding BKPM's request for additional document evidencing the change of name of one of PT Mesin Isuzu Indonesia's shareholders, namely PT Pantja Motor to become "PT Isuzu Asia Motor Indonesia".	0.50	113.83
21/08/2009	Fikry, Dede	Prepare e-mails to R. Yuli regarding BKPM's request for additional corporate document of PT Mesin Isuzu Indonesia evidencing the recent change of name of one of its shareholders, namely PT Pantja Motor.	0.60	136.60
21/08/2009	Fikry, Dede	Review copy of BKPM approval No. 608/III/PMA/2008 under the name of PT Pantja Motor regarding the change of its name to become PT Isuzu Astra Motor Indonesia; prepare e-mail to R. Yuli and A. Kamaruzzaman of PT Mesin Isuzu Indonesia to request clarification whether or not PT Mesin Isuzu Indonesia has reported to the BKPM concerning the recent change of name of PT Pantja Motor.	1.10	250.43

<i>Date</i>	<i>Lawyer/Paralegal/ Other</i>	<i>Description</i>	<i>Hours</i>	<i>Amount</i>
21/08/2009	Fikry, Dede	Telephone with A. Rodja of Umaka Mitratama regarding the provision of additional document requested by BKPM for the purpose of resuming the ongoing application of PT Mesin Isuzu Indonesia at BKPM.	0.10	22.77
24/08/2009	Fikry, Dede	Review additional document (notarial deed No. 63 dated 15 May 2008) of PT Mesin Isuzu Indonesia received from PT Mesin Isuzu Indonesia regarding the recent change of shareholding composition that needs to be reported to BKPM for the purpose of resuming the ongoing application at BKPM; prepare e-mail to A. Rodja of Umaka Mitratama regarding the additional document received from PT Mesin Isuzu Indonesia for the purpose of reporting to BKPM the chronology of changes in shareholding composition at PT Mesin Isuzu Indonesia and the change of name of PT Pantja Motor.	0.70	159.36
25/08/2009	Fikry, Dede	Telephone conversation with A. Rodja of Umaka Mitratama regarding follow up explanation to be supplied to BKPM in relation to the recent name change of one of PT Mesin Isuzu Indonesia's shareholders, PT Pantja Motor.	0.20	45.53
28/08/2009	Tomboc, Gmeleen Faye B.	Check e-mail of S. Wang (GM) regarding request for original copies of documentary stamp taxes return and proof of payment; prepare response thereto.	0.30	61.11
31/08/2009	Dominguez, Leo G.	Finalize email to D. Chauhan regarding stock certificates to be sent by courier.	0.10	59.32
31/08/2009	Dominguez, Leo G.	Finalize email to Ms. Wang regarding transmittal of the original copy of the documentary stamp taxes and Bureau of Internal Revenue payment slip to M.Torres of Manabat Delgado Amper & Co.	0.10	59.32

Level 19  
181 William Street  
Melbourne, Victoria 3000, Australia  
ABN 32 266 778 912

Postal address:  
GPO Box 2119  
Melbourne VIC 3001, Australia

Tel: +61 3 9617 4200  
Fax: +61 3 9614 2103  
DX: 334 MELBOURNE VICTORIA  
www.bakernet.com

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Singapore  
Sydney  
Taipei  
Tokyo  
Europe &  
Middle East  
Abu Dhabi  
Almaty  
Amsterdam  
Antwerp  
Bahrain  
Baku  
Barcelona  
Berlin  
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Dusseldorf  
Frankfurt / Main  
Geneva  
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Zurich  
North & South  
America  
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Cancun  
Caracas  
Chicago  
Chihuahua  
Dallas  
Guadalajara  
Houston  
Juarez  
Mexico City  
Miami  
Monterrey  
New York  
Palo Alto  
Porto Alegre  
Rio de Janeiro  
San Diego  
San Francisco  
Santiago  
Sao Paulo  
Tijuana  
Toronto  
Valencia  
Washington, DC

## Memorandum of Fees (Tax Invoice)

GM Asia Pacific  
GM (China) Investments Co. Ltd  
11th Floor, Jinmao Tower  
88 Century Ave, Pudong  
SHANGHAI 200121  
CHINA

**Attention:** Therese Ryan

### Project Three - Restructure of AP Subsidiaries

To our professional costs in acting for you in the above matter for  
the period ended 30 September 2009:

<b>Fees</b>		<b>A\$</b>	<b>22,659.06</b>
Non-Taxable Fees	22,659.06		
<b>Disbursements</b>		<b>A\$</b>	<b>1,063.45</b>
Non-Taxable Disbursements	1,063.45		
<hr/>			
<b>Total Amount Payable in Australian Dollars</b>		<b>A\$</b>	<b>23,722.51</b>

Client No: 85232248  
Matter No: 000001

With Compliments  
E. & O.E.

**Baker & McKenzie**  
**ABN: 32 266 778 912**

**Payment terms:**

- Net payment within 14 days from date of invoice.
- Payment can be remitted directly to the account of Baker & McKenzie with:

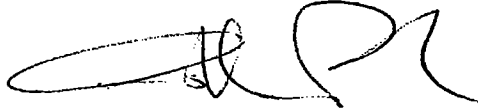
ANZ Banking Group Limited  
Cnr Pitt and Hunter Streets  
Sydney NSW 2000 Australia

Branch number: 012-003  
Account number: 1393395  
SWIFT number: ANZBAU33M

Please quote our invoice number when making payment.

You may apply to have costs of any legal services performed in New South Wales assessed under Division 11 of Part 3.2 of the *Legal Profession Act 2004*, but if the costs have been wholly or partly paid, the application must be made within 12 months after you have been given the bill of costs.

You may apply to have costs of any legal services performed in Victoria assessed under the *Legal Profession Act 2004*.





## Annexure

**Project Three - Restructure of AP Subsidiaries****Fee Summary**

<i>Lawyer/paralegal/other</i>		<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
Martin, Andrew	*	0.40	806.73	322.69
Poke, Ashley		4.20	675.00	2,835.00
Taylor, Bruce		3.70	610.00	2,257.00
Dominguez, Leo G.	*	0.30	593.19	177.96
Sharma, Shamil		5.60	550.00	3,080.00
Wong, Edric	*	3.20	539.80	1,727.36
O'Neill, Michael		0.80	495.00	396.00
Reksodiputro, Harun Admana	*	4.50	467.30	2,102.85
Truong, Kieu		5.40	395.00	2,133.00
Chauhan, Deepti		16.80	295.00	4,956.00
Schenkel, Simon		2.40	295.00	708.00
Coetsee, Emma		2.70	250.00	675.00
Tong, Angela W.M.	*	0.60	249.14	149.48
Fikry, Dede	*	4.30	225.41	969.24
Fikry, Dede	*	0.60	215.24	129.14
Tomboc, Gmeleen Faye B.	*	0.20	201.68	40.34
Total Fees				22,659.06

\* Denotes overseas lawyer whose billing rate has been converted into Australian dollars.

**Disbursements****Non-Taxable Disbursements**

Courier Service	9.69
Duty Stamps	5.61
Notary Fees	38.39
Value Added Tax	284.88
Administrative Costs - processing application for foreign investment approvals	724.88
	<u>1,063.45</u>

**Fee Detail**

<i>Date</i>	<i>Lawyer/Paralegal/ Other</i>	<i>Description</i>	<i>Hours</i>	<i>Amount</i>
11/08/2009	Reksodiputro, Harun Admana	Review email and document regarding legal steps to execute phase 2; provide comments regarding same.	1.00	467.30
12/08/2009	Reksodiputro, Harun Admana	Review list of steps for GM Phase 2; provide comments regarding same.	1.00	467.30
18/08/2009	Reksodiputro, Harun Admana	Review email and document regarding reorganization document list.	1.00	467.30
20/08/2009	Reksodiputro, Harun Admana	Review documents for share transfer; provide comments regarding same.	1.00	467.30
21/08/2009	Reksodiputro, Harun Admana	Review follow up questions re shareholders resolution; provide comments regarding same; review corporate documents regarding transfer of shares.	0.50	233.65
01/09/2009	Dominguez, Leo G.	Finalize email to Ms. Wang confirming receipt of the originals of Share Certificate Nos. 04, 05, 43 and 44 from Deepti and R. Wallace to be transmitted the certified copies to Ms. Torres.	0.10	59.32
01/09/2009	Sharma, Shamil	Consider restructuring issues for GM Company, GMDAT and related entities.	2.10	1,155.00
01/09/2009	Fikry, Dede	Review the wording of the approval of the Investment Coordinating Board concerning the transfer of shares in PT Mesin Isuzu Indonesia from General Motors Corporation to General Motors Company to determine whether any correction need to be requested; prepare e-mail to the Investment Coordinating Board to confirm the correctness of data recorded in its approval.	0.40	90.16
01/09/2009	Tomboc, Gmeleen Faye B.	Peruse original share certificates of shares in GM Philippines and prepare certified true copies for transmittal to M. Torres (Deloitte).	0.20	40.34

<i>Date</i>	<i>Lawyer/Paralegal/ Other</i>	<i>Description</i>	<i>Hours</i>	<i>Amount</i>
01/09/2009	Truong, Kieu	Telephone from T. Nguyen requesting clarification of restructure in order to assist F. Harden with transfer requirements, contractual and regulatory that may arise in relation to schedule transfer on 1 October; various discussions with S. Sharma and B. Taylor to notify of T. Nguyen involvement, including status update of redeemable preference shares transfer proposal per meeting with A. Poke; review revised redeemable preference shares slides package from F. Harden;	1.60	632.00
02/09/2009	Poke, Ashley	Review of GM emails and slides on proposed restructure; liaison with Michael O'Neill on FIRB approach.	0.50	337.50
02/09/2009	Taylor, Bruce	Discussion with K. Truong and S. Sharma in relation to proposals to restructure GMI and GMDAT in light of earlier advice and GMDAT stockholder agreement restrictions; review advices on same.	2.10	1,281.00
02/09/2009	Fikry, Dede	Review and revise the unofficial English translation of the Investment Coordinating Board's approval of the transfer of shares in PT Mesin Isuzu Indonesia; prepare e-mail update to D. Chauhan regarding the receipt of the approval and its unofficial English translation.	0.60	135.25
02/09/2009	Truong, Kieu	Meet with B. Taylor and discuss status of restructure packages for Asia Pacific, including which documents can be pre-signed.	0.20	79.00
02/09/2009	Chauhan, Deepti	Discuss contract review with B. Taylor; begin contract review for Australia.	1.20	354.00
04/09/2009	Poke, Ashley	Review of emails from GM; liaison with Michael O'Neill on issues; submission of FIRB application and email to GM.	0.60	405.00

<i>Date</i>	<i>Lawyer/Paralegal/ Other</i>	<i>Description</i>	<i>Hours</i>	<i>Amount</i>
04/09/2009	O'Neill, Michael	Telephone call with F. Harden regarding FIRB application; review e-mail from S. Luo regarding amendments to FIRB application; instruct S. Schenkel regarding finalisation of application.	0.60	297.00
07/09/2009	Poke, Ashley	Settling and signing final FIRB application.	1.40	945.00
07/09/2009	Fikry, Dede	Telephone conference with Mr. Z. Abidin, staff at the office of Notary Mala Mukti, to request the notary's assistance in preparing the notarial deed concerning the shareholders approval of the share transfer from General Motors Corporation to General Motors Company; prepare e-mail to Notary Mala Mukti to send the copy of the relevant Circular Shareholders Resolution and supporting documents for the purpose of preparing a notarial deed of restatement of the shareholders approval.	0.40	90.16
07/09/2009	Fikry, Dede	Review change of structure and changes to be applied to the list of steps prepared for the purpose of the change of name of General Motors Company and the transfer of shares from General Motors LLC to General Motors Holding LLC.	0.80	180.33
07/09/2009	Schenkel, Simon	Discussion with E. Coetsee regarding review and update of Foreign Investment Review Board application; review and draft application and notices under section 26 of the Foreign Acquisitions and Takeovers Act 1975; collate application and annexures; draft email to Foreign Investment Review Board.	2.40	708.00
07/09/2009	Coetsee, Emma	Amend the FIRB application for the proposed restructure of the General Motors group of companies; order ASIC company searches; review and update the FIRB Notices.	2.70	675.00
08/09/2009	Poke, Ashley	Review and settling FIRB application and forwarding to FIRB; email to GM on FIRB application.	0.50	337.50

<i>Date</i>	<i>Lawyer/Paralegal/ Other</i>	<i>Description</i>	<i>Hours</i>	<i>Amount</i>
10/09/2009	Truong, Kieu	Review correspondence from S. Luo.	0.20	79.00
10/09/2009	Chauhan, Deepti	Follow-up email to S. Luo and A. Jackson regarding reorganization.	0.10	29.50
11/09/2009	Truong, Kieu	Review overnight correspondence from S. Luo; discussions with D. Chauhan in relation to status of work required.	1.40	553.00
11/09/2009	Chauhan, Deepti	Respond to query from R. Wallace regarding new Philippines stock certificates.	0.30	88.50
14/09/2009	O'Neill, Michael	Review and respond to correspondence from S. Luo	0.20	99.00
14/09/2009	Truong, Kieu	Review correspondence from S. Luo.	0.20	79.00
15/09/2009	Fikry, Dede	Prepare e-mail response to D. Chauhan regarding the registration of General Motors Company in the Shareholders Register of MII and the issuance of new share certificates in the name of General Motors Company.	0.20	45.08
15/09/2009	Fikry, Dede	Telephone conference with Zainal Abidin from the office of Notary Mala Mukti regarding additional documents required by the Notary to prepare the notarial deed for the purpose of notifying the share transfer to the Ministry of Law and Human Rights.	0.20	45.08
15/09/2009	Fikry, Dede	Prepare e-mail to Kamaruzzaman regarding the request for the registration of General Motors Company in the Shareholders Register of MII and to request the issuance of new collective share certificate in the name of General Motors Company.	0.40	90.16
15/09/2009	Chauhan, Deepti	Correspondence with Indonesian office regarding share certificates for General Motors Company.	0.30	88.50
16/09/2009	Wong, Edric	Attend to email from D. Chauhan regarding client's instruction that GMAP will be transferred to General Motors LLC on 1 October 2009.	0.10	53.98

<i>Date</i>	<i>Lawyer/Paralegal/ Other</i>	<i>Description</i>	<i>Hours</i>	<i>Amount</i>
16/09/2009	Wong, Edric	Review documentation required to effect transfer of GMAP to General Motors LLC.	0.40	215.92
16/09/2009	Wong, Edric	Consider whether documents used in Phase 2 of GM's restructuring (namely the Working Sheet C, and GMAP's management accounts as at 31 December 2008) are applicable in Phase 3 and advising D. Chauhan (Baker & McKenzie Melbourne) on the same; liase with A. Tong (Abogado Pte Ltd) and Madelyn Kwang (DrewCorp Services Pte Ltd) on the same.	0.60	323.88
16/09/2009	Truong, Kieu	Respond to query from R. Wallace regarding AP transfer documents; review correspondence from M. Ressler and S. Luo.	1.40	553.00
16/09/2009	Tong, Angela W.M.	Communicate with E. Wong (Baker & McKenzie, Singapore) in relation to the proposed transfer of shares in General Motors Asia Pacific (Pte) Ltd from General Motors Company to General Motors Holding LLC; Peruse Audited Accounts of General Motors Asia Pacific (Pte) Ltd for the financial year ended 31 December 2008 and prepare Working Sheet C.	0.30	74.74
16/09/2009	Chauhan, Deepti	Respond to queries from R. Wallace regarding documentation in Philippines, Singapore and New Zealand; review documents for Asia Pacific to determine if any restrictions.	3.10	914.50
17/09/2009	Martin, Andrew	Note to E. Wong regarding documentation and need for share transfer from where shares of Singapore Company are distributed in specie including advice on stamp duty payable for such transfer.	0.40	322.69

<i>Date</i>	<i>Lawyer/Paralegal/ Other</i>	<i>Description</i>	<i>Hours</i>	<i>Amount</i>
17/09/2009	Wong, Edric	Attend to email from D. Chauhan (Baker & McKenzie Melbourne) regarding the fact that the transfer of GMAP from GM LLC to General Motors Holdings LLC will be by way of distribution rather than by way of sale and purchase; consider documentation required (including use of a short form SPA) and whether a board resolution at GM LLC level is sufficient to effect transfer.	0.80	431.84
17/09/2009	Wong, Edric	Liase with A. Tong (Abogado Pte Ltd) regarding the stamp duty payable in respect of GM LLC's transfer of GMAP to General Motors Holdings LLC, and the certificate of registration of the transferee (i.e. General Motors Holdings LLC).	0.10	53.98
17/09/2009	Wong, Edric	Advice to D. Chauhan (Baker & McKenzie Melbourne) regarding stamp duty payable given that transfer of GMAP from GM LLC to General Motors Holdings LLC will be by way of dividend, the stamp duty payable and the next steps in order to effect the transfer.	0.40	215.92
17/09/2009	Tong, Angela W.M.	Communicate with E. Wong (Baker & McKenzie, Singapore) in relation to the proposed transfer of shares in General Motors Asia Pacific (Pte) Ltd from General Motors Company to General Motors Holding LLC; Peruse Audited Accounts of General Motors Asia Pacific (Pte) Ltd for the financial year ended 31 December 2008 and prepare Working Sheet C.	0.30	74.74
17/09/2009	Chauhan, Deepti	Prepare a summary of status of Project Two and Project Three for A. Poke.	0.50	147.50
18/09/2009	Taylor, Bruce	Review current status of Project 3; attend briefing on same from D. Chauhan and S. Sharma.	0.80	488.00
18/09/2009	Sharma, Shamil	Review e-mails and progress of matter; check final checklists.	1.60	880.00

<i>Date</i>	<i>Lawyer/Paralegal/ Other</i>	<i>Description</i>	<i>Hours</i>	<i>Amount</i>
18/09/2009	Chauhan, Deepti	Undertake contract review for Korea and Thailand; draft summary of findings in action plan.	0.60	177.00
21/09/2009	Chauhan, Deepti	Review agreements for Korea, Thailand and Australia; draft summary of findings.	2.50	737.50
22/09/2009	Chauhan, Deepti	Review new government grant agreement; draft email to S. Sharma summarising key provisions for Project Three; review key documents for Asia Pacific; draft summary of key provisions that may be triggered.	2.10	619.50
23/09/2009	Dominguez, Leo G.	Finalize email to Mr. Chauhan regarding pending actions to be taken in relation to the Philippines for the restructuring on 1 October 2009.	0.20	118.64
23/09/2009	Poke, Ashley	Email from GM and email to FIRB seeking clarity on application and timing.	0.30	202.50
23/09/2009	Chauhan, Deepti	Review material Asia Pacific documents; update action plan to reflect outcome of review.	1.50	442.50
24/09/2009	Wong, Edric	Concall with D. Chauhan (Baker & McKenzie Melbourne) regarding preparation and signing of Working Sheet C, whether there is a timing requirement for this document, and the need for this document in order to stamp the share transfer form.	0.10	53.98
24/09/2009	Wong, Edric	Attend to email from D. Chauhan (Baker & McKenzie Melbourne) regarding execution of Working Sheet C and payment of funds for e-stamping.	0.10	53.98
24/09/2009	Chauhan, Deepti	Review correspondence received from E. Wong regarding stamp duty in Singapore; discuss correspondence with E. Wong; discuss correspondence with K. Truong; draft and send email to A. Matute regarding Working Sheet C and stamp duty in Singapore; review correspondence received from Philippines regarding outstanding action items for Philippines.	0.70	206.50



<i>Date</i>	<i>Lawyer/Paralegal/ Other</i>	<i>Description</i>	<i>Hours</i>	<i>Amount</i>
25/09/2009	Sharma, Shamil	Review of holding company restructure issues.	1.20	660.00
25/09/2009	Fikry, Dede	Prepare e-mails in response to K. Truong regarding minor changes made to the draft Shareholders Resolution of MII; review the Articles of Association of MII to confirm the Indonesian language wording of the provisions concerning transfer of shares to "related entities".	0.30	67.62
27/09/2009	Truong, Kieu	Review queries from S. Guo and respond accordingly (relating to R. Markov's share certificate requests and documentation update).	0.40	158.00
28/09/2009	Poke, Ashley	Call with FIRB and email update to GM.	0.40	270.00
28/09/2009	Taylor, Bruce	Review and discuss current status of phase 2 restructure documents.	0.80	488.00
28/09/2009	Sharma, Shamil	Reviewing e-mails on matter.	0.40	220.00
28/09/2009	Fikry, Dede	Telephone conversation with D. Chauhan regarding the request for issuance of new share certificate by MII under the name of General Motors Company.	0.20	45.08
28/09/2009	Wong, Edric	Attend to email from D. Chauhan (Baker & McKenzie Melbourne) regarding the share certificate for GMAP and sending it to U.S. for the distribution exercise; liaise with M. Kwang (DrewCorp Services Pte Ltd) in respect of the same.	0.10	53.98
28/09/2009	Chauhan, Deepti	Review correspondence received from S. Luo regarding original documents; email to D. Fikry regarding Indonesian share certificate; review documentation received from Isuzu regarding GM Egypt; draft covering email and arrange courier of waiver letter to GM Egypt; telephone conversation with D. Fikry regarding share certificates in Indonesia; draft and send email to E. Wong regarding Singapore share certificates.	1.10	324.50
29/09/2009	Poke, Ashley	Emails from GM on status of project; discussions with FIRB on status and timing.	0.50	337.50

<i>Date</i>	<i>Lawyer/Paralegal/ Other</i>	<i>Description</i>	<i>Hours</i>	<i>Amount</i>
29/09/2009	Sharma, Shamil	Discussions in relation to Project Three and reviewing e-mails for closing.	0.30	165.00
29/09/2009	Fikry, Dede	Prepare e-mail update to D. Chauhan on the result of telephone conversation with Mr. Kamaruzzaman, legal personnel of MII regarding the request for issuance of new share certificate under the name of General Motors Company, and the internal policy of MII for the issuance of share certificates.	0.30	67.62
29/09/2009	Fikry, Dede	Prepare e-mail to D. Chauhan to update on the status of discussion with MII's legal personnel regarding the request for issuance of new share certificate under the name of General Motors Company by MII.	0.30	67.62
29/09/2009	Fikry, Dede	Telephone conversation with Mr. Kamaruzzaman of MII legal to request the issuance of new share certificate under the name of General Motors Company in relation to the share transfer from General Motors Corporation.	0.20	45.08
29/09/2009	Wong, Edric	Liaise with D. Chauhan (Baker & McKenzie Melbourne) and M. Kwang (DrewCorp Services Pte Ltd) regarding the sending of the original share certificate for GMAP to U.S. for General Motor Company's distribution in specie.	0.30	161.94
29/09/2009	Wong, Edric	Liaise with DrewCorp Services Pte Ltd in respect of delivery of share certificate to Jenner & Block.	0.10	53.98
29/09/2009	Wong, Edric	Co-ordinating delivery of share certificate for GMAP to Jenner & Block.	0.10	53.98

<i>Date</i>	<i>Lawyer/Paralegal/ Other</i>	<i>Description</i>	<i>Hours</i>	<i>Amount</i>
29/09/2009	Chauhan, Deepti	Review email correspondence received overnight; email to R. Wallace regarding share certificates for Singapore and Indonesia; telephone conversation with E. Wong regarding sending stock certificates; discussion with T. Nguyen regarding Asia Pacific regulatory applications and approvals; review original documents received from Salina Luo; draft and send email to A. Matute regarding requirement of signature from PT Mesin Isuzu Indonesia.	1.90	560.50
30/09/2009	Fikry, Dede	Prepare e-mail to D. Chauhan regarding the executed version of the application submitted on behalf of MII to the Indonesian Investment Coordinating Board ("BKPM") for the purpose of the share transfer from General Motors Corporation to General Motors Company.	0.30	64.57
30/09/2009	Fikry, Dede	Meet with Mr. Z. Abidin of Notary Mala Mukti to discuss the outstanding information required for the purpose of notifying the Ministry of Law and Human Rights regarding the recent share transfer from General Motors Corporation to General Motors Company.	0.30	64.57
30/09/2009	Chauhan, Deepti	Review correspondence received overnight; draft and send email to R. Wallace regarding share certificates in Indonesia; collate regulatory approval documentation for Asia Pacific.	0.90	265.50

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**EXHIBIT C-4**  
**ITEMIZED INVOICES**  
**U.S. TAX LIABILITY**  
**(JUNE 1 THROUGH JULY 9, 2009)**

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815 Connecticut Avenue, NW  
Washington, D.C. 20006-4078, USA

Tel: +1 202 452 7000  
Fax: +1 202 452 7074  
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## STATEMENT

July 24, 2009

Daniel M. Houlf, Esq.  
Director, U.S. Tax Counsel  
General Motors Corporation  
300 Renaissance Center  
MC 482-C16-B16  
Detroit, MI 48265

- to -

**BAKER & McKENZIE**  
Client Number: 95229493  
Matter Number: 000001  
Invoice Number: 94072942  
IRS#: 36-2137456

FOR PROFESSIONAL SERVICES RENDERED AND EXPENSES INCURRED FOR THE  
PERIOD ENDING JUNE 30, 2009, AS FOLLOWS:

Re: Chapter 11 Special Tax Counsel

TOTAL FEES.....	\$ 55,027.00
TOTAL EXPENSES.....	\$ 29.35
TOTAL AMOUNT DUE.....	\$ 55,056.35

For your convenience, you may send a *Wire Transfer* in payment of statements to:

Baker & McKenzie LLP  
Citibank, F.S.B.  
1101 Pennsylvania Ave., NW  
13<sup>th</sup> Floor  
Washington, DC 20006  
Attn: Private Banking, Fran Niles  
Account No. 3740-0355  
Routing No. 2540-7011-6

RE: Invoice #: 94072942

Baker & McKenzie LLP is a member of Baker & McKenzie International, a Swiss Verein



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July 24, 2009

Daniel M. Houlf, Esq.  
Director, U.S. Tax Counsel  
General Motors Corporation  
300 Renaissance Center  
MC 482-C16-B16  
Detroit, MI 48265

- to -

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Client Number: 95229493  
Matter Number: 000001  
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FOR PROFESSIONAL SERVICES RENDERED AND EXPENSES INCURRED FOR THE  
PERIOD ENDING JUNE 30, 2009, AS FOLLOWS:

**RE: Chapter 11 Special Tax Counsel**

**Chicago Office**

**Austin, Jenny A.**

<b><u>Date</u></b>	<b><u>Description</u></b>	<b><u>Hours</u></b>
06/06/09	Review extranet and concordance mock-ups.	.5
06/07/09	Read background materials on bankruptcy tax claims.	1.0

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**Gurevich, Leonid**

<b><u>Date</u></b>	<b><u>Description</u></b>	<b><u>Hours</u></b>
05/21/09	Meeting with T. Linguanti and C. Urban re GM tax claims extranet database.	1.0
05/29/09	Meeting with T. Linguanti and C. Urban re GM tax claims extranet database; prepared request to created extranet site.	1.3
06/04/09	Work re creating tax claims extranet database and document structure per C. Urban request; meeting with C. Urban re database.	4.1
06/05/09	Updated tax claims extranet database and document structure for the General Motors Extranet Database.	1.3
06/26/09	Input information to the General Motor Database on the extranet.	3.2
06/29/09	Updated GM tax claims extranet database with claim information; meeting with T. Linguanti re input data into the database; organized documents and uploaded documents to the database.	3.2
06/30/09	Entered information re new claim numbers to the General Motors tax claims extranet database; uploaded documents to the documents section of the database; obtained user ID and temporary passwords for the additional users of the database.	2.2

**Johnson, Demetrio D.**

<b><u>Date</u></b>	<b><u>Description</u></b>	<b><u>Hours</u></b>
06/29/09	Review and download register claims from docket via PACER (1.5); review claims to identify tax claims and transfer data onto a spreadsheet for attorney review (1.0); review bankruptcy petition (1.0).	3.5

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**Linguanti, Thomas V.**

<b><u>Date</u></b>	<b><u>Description</u></b>	<b><u>Hours</u></b>
06/06/09	Comments to draft action items memorandum, including strategy list, for tax claims analysis and upcoming tax department meeting.	.4
06/11/09	Comments and revisions to draft action items memorandum, including strategy list and meeting agenda for tax claim analysis and upcoming tax department meeting; telephone conference with Kendall Houghton regarding same (10-11).	3.2
06/15/09	Analysis and finalization of Webber comments to draft action items memorandum, strategy list, and meeting agenda and transmittal to client and team.	1.1
06/16/09	Analysis of objection to claim filed by the City of Detroit and Delta Township.	.2
06/23/09	Prepare for and attend strategy meeting to discuss tax claims process and defense with client and team (2.3); correspondence with team regarding extranet site (0.5); correspondence with team regarding call with GM tax group and status of bankruptcy case (0.3).	3.1
06/24/09	Analysis of bankruptcy court filings (objections to sale, proof of tax claims).	.3
06/25/09	Telephone conference with Catlin A. Urban and correspondence with Demetrio Johnson regarding claims processing, procedures, etc.	.9
06/28/09	Analysis of tax claims entered into system and correspondence with team regarding claims processing (1.1); analysis of master purchase agreement and effect on 505 issue (1.5).	2.6
06/29/09	Analysis of tax claims entered into system and correspondence with team regarding claims processing and conferences with paralegals regarding same (1.8); conference with Leo Gurevich regarding claims structure and entry into database (0.6); correspondence with paralegals regarding claims processing and analysis of the claims register (0.3).	2.7
06/30/09	Correspondence with team regarding tax claims processing.	.2



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**Urban, Catlin A.**

<b><u>Date</u></b>	<b><u>Description</u></b>	<b><u>Hours</u></b>
05/21/09	Meeting with T. Linguanti and L. Gurevich to discuss database and extranet site for organizing claims and allowing client access to data and documents.	1.2
05/29/09	Meeting with T. Linguanti and L. Gurevich to discuss Extranet site and database for handling tax claims; telephone call with T. Linguanti and A. Webber to discuss organization of claims.	1.6
06/02/09	Review and comment on draft database folder structure prepared by T. Linguanti.	.3
06/03/09	Prepare email re draft structure to T. Linguanti.	.2
06/04/09	Follow up with L. Gurevich re changes to database and folders.	.7
06/05/09	Meet with T. Linguanti to discuss structure of database and folders; follow up with L. Gurevich re changes to database and folders.	2.1
06/07/09	Draft response to questions on database and Extranet for GM Tax Claims.	.5

**New York Office**

**Brandman, Scott L.**

<b><u>Date</u></b>	<b><u>Description</u></b>	<b><u>Hours</u></b>
06/02/09	Review case management order issued by Judge Gerber (0.8); prepare for and attend meeting with Ira Reid, Charlie Cummings and Kendall Houghton on BR procedural requirements for special tax counsel (0.7).	1.5
06/03/09	Call with Dan Houlf regarding State tax issues and discuss with Kendall Houghton; exchange of e-mails, regarding same.	.3
06/09/09	Review tax memorandum addressing issues to consider for tax claims.	.8
06/19/09	Call with Kendall Houghton to discuss update of various issues for handling the State tax claims in the bankruptcy proceedings.	.3

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<u>Date</u>	<u>Description</u>	<u>Hours</u>
06/23/09	Kick-off conference call with GM team to discuss strategy for handling tax claims (1.3); follow up call with Baker team regarding action items (0.4).	1.7

**Cummings, Charles B.**

<u>Date</u>	<u>Description</u>	<u>Hours</u>
06/02/09	Meeting with S.L. Brandman, I.A. Reid, K. Houghton regarding bankruptcy filing, next steps, preparing for the coming case load; exchange e-mails regarding same.	1.0
06/04/09	Review materials from T. Linguanti regarding tax claims.	.8
06/09/09	Research issues arising with tax claims in bankruptcy.	1.2
06/24/09	Review e-mail regarding conversation with the client; conference with I.A. Reid regarding same.	.3
06/30/09	Conference with I.A. Reid regarding work to be done, objections to tax claims.	.4

**Reid, Ira A.**

<u>Date</u>	<u>Description</u>	<u>Hours</u>
06/01/09	Reviewed court docket and filings including chapter 11 petition.	1.0
06/01/09	Reviewed Case Management Order; e-mails to Baker Tax Team regarding same.	.5
06/02/09	Reviewed court docket and filings; analyzed pre-petition tax motion and order.	1.1
06/02/09	Reviewed correspondence and website concerning claims agent.	.2
06/02/09	Reviewed priority claim/dischargeability issues and strategy including statutory provisions in connection with same; considered strategy for analysis of tax claims and preparation of objections to same.	.4
06/04/09	Reviewed court docket and filings.	.2

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<u>Date</u>	<u>Description</u>	<u>Hours</u>
06/04/09	Reviewed correspondence from T. Linguanti regarding tax claim and responded to same.	.2
06/05/09	Reviewed treatises and analyzed tax priority issues, revisions to Bankruptcy Code tax provisions and memorandum in connection with bankruptcy/tax issues; considered claim objection organizational issues.	2.1
06/05/09	Reviewed court docket and filings.	.3
06/05/09	Reviewed correspondence from E. Schechter regarding NOL tax issues.	.2
06/05/09	Reviewed correspondence and attachments from T. Linguanti regarding proof of claim document management system.	.4
06/06/09	Reviewed IRS treatise/guidelines in connection with tax claim issues/litigation.	.6
06/08/09	Reviewed correspondence from T. Linguanti and considered claim document management issues.	.3
06/08/09	Reviewed court docket and filings.	.2
06/09/09	Reviewed correspondence concerning IPRO/Concordance, disputed claims and Extranet issues.	.1
06/09/09	Conference with C. Cummings regarding status.	.1
06/09/09	Reviewed court docket and filings.	.2
06/10/09	Reviewed court docket and filings.	.4
06/12/09	Reviewed correspondence from A. McDermott concerning time entry requirements.	.1
06/12/09	Reviewed court docket and filings.	.2
06/15/09	Reviewed court docket and filings.	.2
06/16/09	Reviewed court docket and filings and objections by taxing authorities to DIP financing/cash collateral orders, and memorandum to Baker tax team regarding same.	1.3
06/19/09	Reviewed court docket, claims docket and tax filings/claims and issues.	1.2

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<u>Date</u>	<u>Description</u>	<u>Hours</u>
06/19/09	Memorandum to tax group regarding tax claims and procedural issues.	.7
06/20/09	Reviewed/considered correspondence from T. Linguanti regarding procedural issues.	.1
06/22/09	Reviewed tax issue developments and e-mail to tax team.	.2
06/24/09	Reviewed memorandum from L. Linguanti regarding tax issues and strategy, and considered same.	.3
06/24/09	Reviewed Colliers and case law regarding open section 505 issues and drafted memo to T. Linguanti regarding same.	.9
06/25/09	Reviewed correspondence from T. Linguanti regarding section 505 issues and strategy.	.1
06/26/09	Considered tax/505/setoff issues.	.4
06/28/09	Reviewed correspondence and issues concerning section 505 jurisdiction.	.3
06/29/09	Reviewed GM reply to tax objections to sale.	.3
06/30/09	Conference with C. Cummings regarding section 505 issues.	.1
06/30/09	Reviewed correspondence concerning tax claims and e-mails to and from T. Linguanti regarding same.	.2

**Sandiford, Matthew J.**

<u>Date</u>	<u>Description</u>	<u>Hours</u>
06/03/09	Review filings made in GM bankruptcy case; attend organizational meeting of unsecured creditors and prepare email summary for same.	2.5

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**Washington, D.C. Office**

**Houghton, Kendall L.**

<b><u>Date</u></b>	<b><u>Description</u></b>	<b><u>Hours</u></b>
05/25/09	Review Bankruptcy Court materials, Chrysler pre-petition tax motions.	2.0
06/02/09	Meeting with S. Brandman, I. Reid and C. Cummings on BR procedural requirements for special tax counsel (1.0); draft list of GM tax data needed to assess tax proofs of claim (1.0).	2.0
06/03/09	Meeting with D. Webber on procedures relating to the Baker special counsel applications (0.4); call with D. Houlf (GM) with S. Brandman to obtain guidance on application (0.4); meeting with S. Brandman re: same (0.3); e-mail Baker team re: GM guidance on application (0.3).	1.4
06/04/09	E-mail outline of data requirements for tax claims management to Special Tax Counsel and Baker team leadership with commentary on same (1.0).	1.0
06/05/09	Revise tax information data list (0.5); e-mail revised version to Baker team leaders (0.3)	.8
06/06/09	Consider tax claims-related documentation requirements raised by T. Linguanti.	1.0
06/09/09	Revise tax data request (2.5); e-mail with T. Linguanti re: same (0.5).	3.0
06/10/09	Revise spreadsheet and consider additional data requests.	.4
06/11/09	Conference call with T. Linguanti to further develop tax tasks list and GM meeting agenda (1.0); review tax claims inventory provided by S. Brandman (0.4); review T. Linguanti edited list/agenda (0.6).	2.0
06/16/09	Review bankruptcy docket to ascertain status of claims registered and related motions.	1.0
06/17/09	Review documents provided by D. Houlf, Director, US Tax Counsel (GM) in connection with proceeding.	2.0

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<u>Date</u>	<u>Description</u>	<u>Hours</u>
06/18/09	E-mail with D. Houlf and Baker team concerning conference call (.4); review GM bankruptcy web site for tax claims and tax-related material (.5); status call with D. Houlf (.8 hr).	1.7
06/19/09	Call with S. Brandman to review status of Chapter 11 tax claims (.5).	.3
06/22/09	Review taxing authorities' objections to GM 363 sale (.7); review tax proofs of claim filed with Court (1.1).	1.8
06/23/09	Review Master Purchase Agreement provisions and tax provisions in preparation for call with GM tax staff (1.2); review meeting agenda (.3); call with GM tax staff and Baker tax team (1.3); debrief call with T. Linguanti and S. Brandman (.5); draft summary and action items for Baker team (1.0).	4.3
06/24/09	Review Baker team e-mail on tax claims work (.3); review MPA and related tax provisions (.5).	.8
06/25/09	Review GM website for tax claims (0.4).	.4
06/28/09	Review T. Linguanti analysis of BR jurisdiction over old company-related tax claims, tax claim processing (1.0).	1.0

**Webber, A. Duane**

<u>Date</u>	<u>Description</u>	<u>Hours</u>
05/22/09	Analyze strategy for bankruptcy tax issues and management of same.	.4
05/29/09	Analyze database approach for managing tax claims in bankruptcy case; telephone conference re same.	.3
06/02/09	Prepare memoranda re setting up database for managing tax claims in bankruptcy case; review memoranda re same; telephone conference re same.	1.0
06/14/09	Review memoranda re scope of tax projects and related matters, and schedule of steps re same (0.5); prepare memorandum re same (0.3).	.8
06/16/09	Review memoranda re tax issues and related matters, and prepare memorandum re same (0.5).	.5

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<u>Date</u>	<u>Description</u>	<u>Hours</u>
06/20/09	Review memoranda re tax issues and related matters (0.3).	.3
06/24/09	Review memoranda re kick off conference call re tax issues and related matters, and prepare memorandum re same (0.3).	.3

Total Fees: \$ 55,027.00

**SUMMARY OF FEES:**

**Chicago Office**

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Jenny A. Austin	1.5	460.00	\$ 690.00
Leonid Gurevich	16.3	280.00	4,564.00
Demetrio D. Johnson	3.5	280.00	980.00
Thomas V. Linguanti	14.7	750.00	11,025.00
Catlin A. Urban	6.6	410.00	2,706.00
			\$ 19,965.00

**New York Office**

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Scott L. Brandman	4.6	695.00	\$ 3,197.00
Charles B. Cummings	3.7	560.00	2,072.00
Ira A. Reid	15.1	560.00	8,456.00
Matthew J. Sandiford	2.5	360.00	900.00
			\$ 14,625.00

General Motors Corporation  
Client Number: 95229493  
Invoice Number: 94072942

July 24, 2009  
Matter Number: 000001  
Page 11

**Washington, D.C. Office**

<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>		<b><u>Amount</u></b>
Kendall L. Houghton	26.9	650.00	\$	17,485.00
A. Duane Webber	3.6	820.00		2,952.00
			\$	20,437.00
<b>Total:</b>			\$	55,027.00

**SUMMARY OF EXPENSES:**

<b><u>Description</u></b>	<b><u>Amount</u></b>
Outside Information Services	\$ 29.35

**Total Expenses:** \$ 29.35

**Total Fees and Expenses for Chapter 11 Special Tax Counsel :** \$ 55,056.35

**TOTAL FEES:** \$ 55,027.00

**TOTAL EXPENSES:** \$ 29.35

**TOTAL AMOUNT DUE:** \$ 55,056.35



Baker & McKenzie LLP  
815 Connecticut Avenue, NW  
Washington, D.C. 20006-4078, USA

Tel: +1 202 452 7000  
Fax: +1 202 452 7074  
www.bakernet.com

## STATEMENT

August 31, 2009

**Daniel M. Houlf, Esq.**  
**Director, U.S. Tax Counsel**  
**General Motors Corporation**  
**300 Renaissance Center**  
**MC 482-C16-B16**  
**Detroit, MI 48265**

- to -

**BAKER & MCKENZIE**  
**Client Number: 95229493**  
**Matter Number: 000001**  
**Invoice Number: 94073622**  
**IRS#: 36-2137456**

FOR PROFESSIONAL SERVICES RENDERED AND EXPENSES INCURRED FOR THE  
PERIOD ENDING JULY 31, 2009, AS FOLLOWS:

**Re: Chapter 11 Special Tax Counsel**

<b>TOTAL FEES .....</b>	<b>\$ 19,629.00</b>
<b>TOTAL EXPENSES.....</b>	<b>\$ 140.05</b>
<b>TOTAL STATEMENT .....</b>	<b>\$ 19,769.05</b>
<b>PREVIOUS BALANCE .....</b>	<b>\$ 55,056.35</b>
<b>TOTAL AMOUNT DUE.....</b>	<b>\$ 74,825.40</b>

**For your convenience, you may send a Wire Transfer in payment of statements to:**

**Baker & McKenzie LLP**  
**Citibank, F.S.B.**  
**1101 Pennsylvania Ave., NW**  
**13<sup>th</sup> Floor**  
**Washington, DC 20006**  
**Attn: Private Banking, Fran Niles**  
**Account No. 3740-0355**  
**Routing No. 2540-7011-6**

**RE: Invoice #: 94073622**

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August 31, 2009

**Daniel M. Houlf, Esq.**  
**Director, U.S. Tax Counsel**  
**General Motors Corporation**  
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**MC 482-C16-B16**  
**Detroit, MI 48265**

- to -

**BAKER & McKENZIE**  
**Client Number: 95229493**  
**Matter Number: 000001**  
**Invoice Number: 94073622**  
**IRS#: 36-2137456**

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FOR PROFESSIONAL SERVICES RENDERED AND EXPENSES INCURRED FOR THE  
PERIOD ENDING JULY 31, 2009, AS FOLLOWS:

**RE: Chapter 11 Special Tax Counsel**

**Chicago Office**

**Dickson, John**

<b><u>Date</u></b>	<b><u>Description</u></b>	<b><u>Hours</u></b>
06/11/09	Conference with E. Schechter to receive assignment.	.4
06/15/09	Prepare memorandum re treatment of tax issues in the Chrysler bankruptcy.	1.5
06/16/09	Prepare memorandum re treatment of tax issues in Chrysler bankruptcy.	5.1
06/19/09	Prepare memorandum re treatment of tax claims in Chrysler bankruptcy.	4.8
06/22/09	Prepare memorandum re tax issues in Chrysler bankruptcy.	4.5

**Gurevich, Leonid**

<b><u>Date</u></b>	<b><u>Description</u></b>	<b><u>Hours</u></b>
07/01/09	Entered claim information for various new claims (0.8); uploaded documents to the document section of the database (0.7); resolving login information for the database users (0.7).	2.2
07/06/09	Conference call with GM team re: extranet database.	.4
07/07/09	Prepared for the webinar to overview database created on the Baker & McKenzie extranet with Bodhi Global (0.4); presented General Motor's database to Arihaut Patni, partner with Bodhi Global (0.8); prepared sample claims for the test project for Bodhi Global support team (0.6).	1.8
07/09/09	Entered new record information into General Motors database (0.5); uploaded documents to the document section of the General Motors Database (0.3).	.8

**Johnson, Demetrio D.**

<b><u>Date</u></b>	<b><u>Description</u></b>	<b><u>Hours</u></b>
07/07/09	Review tax claims downloaded from pacer and transfer data from claims onto Tax claim Excel spreadsheet.	2.5

**Linguanti, Thomas V.**

<b><u>Date</u></b>	<b><u>Description</u></b>	<b><u>Hours</u></b>
07/01/09	Correspondence with team regarding tax claims processing and review of claims (0.8).	.8
07/02/09	Telephone conference with Kendall Houghton regarding overall claims processing and litigation strategy (0.8).	.8
07/06/09	Correspondence with Ira Reid regarding time entry rules for individual matters under NY and US rules (0.3); telephone conference with paralegals, C. Cummings, and outside service providers regarding claims processing protocols and conference with paralegals regarding same (0.5).	.8
07/09/09	Prepare for and telephone conference with Kendall Houghton and A. Duane Webber regarding claims processing procedures, current claims dispute potential and general claims strategy (0.6).	.6

**Schechter, Erika S.**

<b><u>Date</u></b>	<b><u>Description</u></b>	<b><u>Hours</u></b>
06/22/09	Conference with J. Dickson re status of Chrysler claims; review and analyze Chrysler filings.	.5
06/23/09	Review and analyze materials re handling of Chrysler bankruptcy.	1.6
07/07/09	Review and analyze pleadings; compile same for extranet.	6.1
07/08/09	Review and analyze pleadings; compile same for extranet.	5.1
07/31/09	Review and analyze court documents for database.	.7

**Urban, Catlin A.**

<b><u>Date</u></b>	<b><u>Description</u></b>	<b><u>Hours</u></b>
07/06/09	Telephone conferences with T. Linguanti, L. Gurevich and Bodhi Global to discuss assistance with entering and organizing Proofs of Claim relating to tax claims with Bodhi Global.	.8
07/07/09	Follow up call with L. Gurevich and Bodhi Global to discuss specifics of project.	.6

**New York Office****Cummings, Charles B.**

<b><u>Date</u></b>	<b><u>Description</u></b>	<b><u>Hours</u></b>
07/06/09	Conference call with Bodhi Global re: claims processing.	.5

**Reid, Ira A.**

<b><u>Date</u></b>	<b><u>Description</u></b>	<b><u>Hours</u></b>
07/01/09	Reviewed tax claims and considered organizational issues in dealing with same.	.4
07/02/09	Reviewed tax claims.	.2
07/05/09	E-mails to and from T. Linguanti regarding time records and fee issues.	.6
07/06/09	E-mails to and from T. Linguanti regarding fee issues.	.2

**Washington, D.C. Office**

**Houghton, Kendall L.**

<b><u>Date</u></b>	<b><u>Description</u></b>	<b><u>Hours</u></b>
07/01/09	Review Baker Extranet tax claims entries (1.0).	1.0
07/02/09	Call with T. Linguanti to discuss extranet content/functionality, and case management (0.8).	.8
07/03/09	E-mail D. Houlf (GM) regarding tax aspects of Chapter 11 proceeding (0.2).	.2
07/07/09	Review tax claims filed (0.5).	.5
07/09/09	Call with D. Webber and T. Linguanti on extranet and tax claim intake form (0.5); review new tax claims (0.3).	.8

**Webber, A. Duane**

<b><u>Date</u></b>	<b><u>Description</u></b>	<b><u>Hours</u></b>
07/09/09	Analyze memoranda re processing of tax claims and related matters, and prepare memorandum re same (0.7).	.7

**Total Fees:     \$     30,492.50**

**SUMMARY OF FEES:**

**Chicago Office**

<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>		<b><u>Amount</u></b>
John Dickson	16.3	150.00	\$	2,445.00
Leonid Gurevich	5.2	280.00		1,456.00
Demetrio D. Johnson	2.5	280.00		700.00
Thomas V. Linguanti	3.0	750.00		2,250.00
Erika S. Schechter	14.0	595.00		8,330.00
Catlin A. Urban	1.4	410.00		574.00
			<b>\$</b>	<b>15,755.00</b>

**New York Office**

<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>		<b><u>Amount</u></b>
Charles B. Cummings	.5	560.00	\$	280.00
Ira A. Reid	1.4	625.00		875.00
			\$	<b>1,155.00</b>

**Washington, D.C. Office**

<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>		<b><u>Amount</u></b>
Kendall L. Houghton	3.3	650.00	\$	2,145.00
A. Duane Webber	.7	820.00		574.00
			\$	<b>2,719.00</b>

**Total:       \$   19,629.00**

**SUMMARY OF EXPENSES:**

<b><u>Description</u></b>	<b><u>Amount</u></b>
Telephone	\$       18.29
Searches	121.76

**Total Expenses:       \$    140.05**

**Total Fees and Expenses for Chapter 11 Special Tax Counsel :       \$   19,769.05**

**TOTAL FEES:       \$   19,629.00**  
**TOTAL EXPENSES:       \$    140.05**

**TOTAL STATEMENT:       \$   19,769.05**

**PREVIOUS BALANCE:       \$   55,056.35**

**TOTAL AMOUNT DUE:       \$   74,825.40**

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**EXHIBIT C-5**

**ITEMIZED INVOICES**

**RETENTION & FEE APPLICATIONS  
(JUNE 1 THROUGH SEPTEMBER 30, 2009)**

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Baker & McKenzie LLP  
815 Connecticut Avenue, NW  
Washington, D.C. 20006-4078, USA

Tel: +1 202 452 7000  
Fax: +1 202 452 7074  
www.bakernet.com

## STATEMENT

July 24, 2009

**Daniel M. Houlf, Esq.**  
**Director, U.S. Tax Counsel**  
**General Motors Corporation**  
**300 Renaissance Center**  
**MC 482-C16-B16**  
**Detroit, MI 48265**

- to -

**BAKER & McKENZIE**  
**Client Number: 95229493**  
**Matter Number: 000002**  
**Invoice Number: 94072943**  
**IRS#: 36-2137456**

FOR PROFESSIONAL SERVICES RENDERED FOR THE PERIOD ENDING JUNE 30,  
2009, AS FOLLOWS:

**Re: Retention and Fee Applications**

<b>TOTAL FEES.....</b>	<b>\$ 66,658.61</b>
<b>TOTAL AMOUNT DUE.....</b>	<b><u>\$ 66,658.61</u></b>

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**Routing No. 2540-7011-6**

**RE: Invoice #: 94072943**

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July 24, 2009

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**BAKER & McKENZIE**  
Client Number: 95229493  
Matter Number: 000002  
Invoice Number: 94072943  
IRS#: 36-2137456

FOR PROFESSIONAL SERVICES RENDERED FOR THE PERIOD ENDING JUNE 30,  
2009, AS FOLLOWS:

**RE: Retention and Fee Applications**

**Chicago Office**

**Heroy, David**

<u>Date</u>	<u>Description</u>	<u>Hours</u>
05/07/09	Telephone D. Webber et al. re bankruptcy requirements for representation (.5); review statute (.2) and parallel issues (.2).	.9
06/03/09	Review emails x12 with C. Whitefoord, G. Heckelmann, J. Samet, D. Webber, etc. re application (1.4); conference with D. Webber (.5); phone I. Reid (.4), all re same; phone J. Samet (.5) re same and email all re procedures (1.0); phone Weiss (.3); conference with P. Suse (.1) and emails re details of retention (.4).	4.6
06/04/09	Emails re AU (.4); phone Weiss (Honigman) (.3), all re retention; emails with Weiss (.2) x12, all re same (1.0); conference with A. McDermott and L. Vonckx x4 re same, process (.9); emails with J. Samet re form, timing (.3).	2.9

General Motors Corporation  
Client Number: 95229493  
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July 24, 2009  
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Page 2

<u>Date</u>	<u>Description</u>	<u>Hours</u>
06/05/09	Emails with G. Heckelmann (.2), group (.3); conference with A. McDermott (.3) and review notice to group re procedures and status (.4).	1.2
06/08/09	Emails with J. Samet, A. McDermott and G. Heckelmann regarding retention.	.4
06/09/09	Review data from C. Landon regarding Delphi (Whitefoord) (.5); x2 for G. Heckelmann regarding Opel (.6); review draft with A. McDermott and review conflict search results (2.2); e-mails regarding timing, status (.6).	3.9
06/10/09	E-mail A. McDermott G. Heckelmann, C. Whitefoord, A. Webber, K. Houghton et al., regarding all details x6 (.9); review/revise latest draft (2.1); and comment to A. McDermott (.2).	3.2
06/11/09	Emails with WJL, A. McDermott, G. Heckelmann, D. Webber, C. Whitefoord, et al., all regarding requirements, conflicts and retention (1.4); send comments (.2); phone A. McDermott and review (.5); conference with J. Samet re local procedures (.3); review rest of emails from G. Heckelmann and C. Whitefoord re conflicts (.4).	2.8
06/12/09	Review latest draft (.7); phone A. McDermott (.2); email to team re staffing going forward (.5); work on conflicts - review list once more and conference with A. McDermott re same (.6); email D. Webber re affidavit (.2).	2.2
06/13/09	Emails with A. McDermott x2 regarding new draft, timing (.4).	.4
06/14/09	Email A. McDermott re various - 327(3), conflicts, timing - issues (.5); review preliminary drafts on BB and review issues (.6).	1.1
06/15/09	Review of draft (1.0); conference with A. McDermott x3 re issues (.4); emails re same (.3); conference with A. McDermott re new directions; review language re Magna (.5); emails re status (.3).	2.5
06/16/09	Administration and organization for time -- open new matter; email P. Suse et al, (.8); review WGM, J&B, H paper (1.1); emails with A. McDermott and conference re process (.3); follow up re Affidavit with Duane Webber (.2).	2.4
06/17/09	Review emails (.3); conference with A. McDermott re status (.1).	.4

General Motors Corporation  
Client Number: 95229493  
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July 24, 2009  
Matter Number: 000002  
Page 3

<u>Date</u>	<u>Description</u>	<u>Hours</u>
06/18/09	Conference with A. McDermott re WGM, US Trustee review and email.	.3
06/19/09	Emails with WGM re status, US Trustee and phone A. McDermott (.3); forward data to group (.1).	.4
06/22/09	Phone and email A. McDermott re new GM, US Trustee meeting, etc. and consider Hangman, Jenner issues (.6).	.6
06/23/09	Retention emails re 327(a)(e) with A. McDermott, J. Samet (.4); phone A. McDermott re same, strategy (.3).	.7
06/24/09	US Trustee call and emails with A. McDermott (.3).	.3
06/25/09	Conference with A. McDermott re filing, follow-up letter (.2); conference with G. Heckelmann (.3).	.5
06/29/09	Review email re new GM coordination and return to A. McDermott (.8); conference with A. McDermott re status (.3).	1.1
06/30/09	Email A. McDermott re New GM (.1); conference with A. McDermott re status and emails to four group (.3); draft email (.2) re same.	.6

**McDermott, Andrew**

<u>Date</u>	<u>Description</u>	<u>Hours</u>
06/03/09	Correspond with D. Heroy, numerous others re retention of special counsel.	.3
06/04/09	Correspond and conference with D. Heroy, L. Vonckx, others re retention of special counsel.	1.5
06/04/09	Telephone conference and correspond with J. Smolinsky at Weil, J. Samet re retention of Baker, corresponding materials.	.3
06/04/09	Review form application.	.3
06/05/09	Telephone conference with R. Brooks re retention issues.	.2
06/05/09	Correspond and conferences with D. Heroy re retention.	.3
06/05/09	Correspond with responsible partners re retention issues.	.3
06/05/09	Telephone conference with J. Samet re retention.	.1

General Motors Corporation  
Client Number: 95229493  
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July 24, 2009  
Matter Number: 000002  
Page 4

<u>Date</u>	<u>Description</u>	<u>Hours</u>
06/08/09	Correspond with responsible partners re retention issues; conference with L. Vonckx and review preliminary conflicts information.	.6
06/09/09	Review client intake system and preliminary conflicts information.	.8
06/09/09	Correspond and conferences with D. Heroy re retention issues.	.3
06/09/09	Correspond and telephone conferences with J. Samet re status.	.3
06/09/09	Draft memorandum re billing protocol, retention procedures; correspond with responsible partners re same.	2.1
06/09/09	Correspond with A. Poke, G. Heckelman re scope of retention.	.8
06/10/09	Correspond and conferences with D. Heroy, G. Heckelman re retention issues.	.5
06/10/09	Correspond and conferences with G. Phillips re outstanding GM invoices.	.3
06/10/09	Revise form application to employ Baker; draft affidavit in support; correspond and conferences with D. Heroy re same.	4.7
06/10/09	Telephone conferences with R. Brooks, J. Smolinski re retention of Baker.	.4
06/10/09	Correspond and conferences with L. Vonckx re conflicts issues, preparation of schedule to affidavit in support of application; review and revise schedule.	1.1
06/11/09	Numerous correspondence with responsible partners re billing matters, retention application, engagement letters.	1.4
06/11/09	Correspond with I. Reid re US Trustee guidelines.	.2
06/11/09	Telephone conferences with D. Heroy re revisions to retention application, affidavit.	.5
06/11/09	Correspondence to J. Smolinski re status of retention; attempted telephone conferences with J. Smolinski, R. Brooks.	.6
06/11/09	Revise form application to employ Baker; draft affidavit in support based on updated conflicts information, comments received.	2.6

General Motors Corporation  
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July 24, 2009  
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Page 5

<u>Date</u>	<u>Description</u>	<u>Hours</u>
06/11/09	Review conflicts information, research client intake and conflicts system re potential adversities, connections with parties in interest; draft Schedule 1 to affidavit in support of application.	2.3
06/12/09	Revise form application to employ Baker; draft affidavit in support based on updated conflicts information, comments received; draft correspondence to worldwide partners re same, retention process.	1.8
06/12/09	Conferences and correspond with D. Heroy, D. Linklater, J. Samet, I. Reid re Baker retention, comments to application and affidavit in support; review and revise re comments.	1.4
06/12/09	Numerous correspondence with responsible partners worldwide re retention procedures, conflicts and disclosure issues, internal billing protocols consistent with trustee guidelines.	1.6
06/13/09	Correspond with J. Samet, J. Linklater re retention issues.	.1
06/14/09	Draft correspondence to D. Webber re affidavit in support of retention application; correspond with D. Webber, D. Heroy re same.	.6
06/14/09	Revise application to employ Baker and affidavit in support based on comments received (2.1); review conflicts waiver, engagement letter (.2); correspond with D. Heroy re same (.3).	2.6
06/14/09	Correspond with R. Brooks at Weil re retention process	.1
06/14/09	Draft correspondence to C. Whitefoord re affidavit in support of retention application, certain disclosures and engagement documentation; correspond with C. Whitefoord, D. Heroy re same.	.9
06/15/09	Numerous correspondence with responsible partners worldwide re retention procedures, conflicts and disclosure issues, ordinary course professionals.	1.2
06/15/09	Conferences and correspond with D. Heroy re retention issues, creditors committee, billing.	.7
06/16/09	Prepare for conference with US Trustee re retention application.	.5
06/16/09	Conference with L. Vonckx re billing guidelines (.1); conference and correspond with D. Heroy re matter billing, conflicts issues, status (.7); telephone conference with B. Segal re retention issues (.2).	.7

General Motors Corporation  
Client Number: 95229493  
Invoice Number: 94072943

July 24, 2009  
Matter Number: 000002  
Page 6

<u>Date</u>	<u>Description</u>	<u>Hours</u>
06/16/09	Numerous correspondence with responsible partners worldwide re retention procedures, conflicts and disclosure issues, ordinary course professionals.	1.6
06/17/09	Prepare for and telephone conference with Weil, US Trustee re retention application, affidavit in support, scope of services to be provided and disclosures.	.8
06/17/09	Correspond with D. Heroy, J. Samet, I. Reid, G. Heckelman re various retention issues.	.8
06/18/09	Correspond with D. Heroy re retention status.	.1
06/18/09	Review Weil comments to application to retain Baker, related affidavit (.3); correspond with D. Meshkov re same (.2); correspond with global partners re same (.2).	.7
06/19/09	Correspond with Weil, US Trustee, D. Webber re comments to application and affidavit.	.3
06/20/09	Correspond with D. Heroy re retention.	.2
06/22/09	Correspond and telephone conference with Weil re conference with US Trustee, ordinary course professionals.	.5
06/22/09	Correspond and telephone conference with I. Reid re German engagement (.4); correspond with D. Heroy, I. Reid, J. Samet, G. Heckelman re same, status of engagement (.7); correspond and conference with L. Vonckx re engagement terms are related research (.3).	1.4
06/23/09	Correspond with US Trustee, Weil re retention issues (.3); conference with I. Reid re same (.2); correspond with I. Reid, J. Samet, D. Heroy re same (.3).	.6
06/24/09	Correspond with A. Poke, C. Whitefoord, K. Guch, T. Ryan at GM re retention of ordinary course professionals.	.4
06/24/09	Prepare for (.6) and telephone conference with Weil, US Trustee re Baker retention as special counsel (.5); correspond with D. Heroy, I. Reid, J. Samet re same (.3).	1.4
06/25/09	Correspond with J. Crozier, K. Guch re retention of ordinary course professionals (.2); correspond with Weil re US Trustee comments re application (.1).	.3

General Motors Corporation  
Client Number: 95229493  
Invoice Number: 94072943

July 24, 2009  
Matter Number: 000002  
Page 7

<u>Date</u>	<u>Description</u>	<u>Hours</u>
06/26/09	Telephone conference with R. Brooks re status of retention application (.2); correspond with E. Lederman, R. Brooks at Weil, K. Guch re retention of ordinary course professionals working with Baker globally (.6); draft correspondence re retention going forward and submit for D. Heroy review (.6).	1.4
06/29/09	Correspond with responsible partners re status; telephone conference with C. Agnew re status.	.3
06/30/09	Correspond with K. Guch re retention of ordinary course counsel on pending matters.	.2

**Vonckx, Lawrence**

<u>Date</u>	<u>Description</u>	<u>Hours</u>
06/04/09	Review master retention checklist (.2); teleconference with C. Williams re conflicts search (.6).	.8
06/08/09	Review results of conflicts check (2.0); correspond with A. McDermott re same (0.1).	2.1
06/10/09	Review schedule of clients and former clients; meet with A. McDermott re same.	.9
06/22/09	Research re: limitation of liability in foreign attorney engagement letter & enforceability in bankruptcy (0.8); correspond with A. McDermott re: same (0.2).	1.0

General Motors Corporation  
Client Number: 95229493  
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July 24, 2009  
Matter Number: 000002  
Page 8

**Frankfurt Office**

**Heckelmann, Guenther H.**

<b><u>Date</u></b>	<b><u>Description</u></b>	<b><u>Hours</u></b>
06/12/09	Review of application to New York bankruptcy court for the Baker retention in GMC's Chapter 11 proceedings (0.5 hours); mark-up in the conflicts section and correspondence with Andrew McDermott (Baker & McKenzie, Chicago) regarding same (0.9 hours); additional correspondence with Andrew McDermott regarding further details related to the application (0.2 hours) and telephone conversation with Joe Samet and Ira Reid (both Baker & McKenzie, New York) regarding same (0.2 hours).	1.8

**New York Office**

**Brandman, Scott L.**

<b><u>Date</u></b>	<b><u>Description</u></b>	<b><u>Hours</u></b>
06/04/09	Review e-mails regarding B&M retention issues.	.3
06/08/09	Review e-mail regarding Baker retention.	.2

**Reid, Ira A.**

<b><u>Date</u></b>	<b><u>Description</u></b>	<b><u>Hours</u></b>
06/01/09	Reviewed retention letter and considered special counsel retention issues.	.5
06/02/09	Conference with H. Houghton, S. Brandman and C. Cummings regarding retention and planning issues.	.7
06/02/09	Analyzed special counsel retention issues in connection with retention affidavit; reviewed forms of affidavit.	1.4
06/02/09	Reviewed and responded to memoranda from D. Weber regarding retention open issues.	.7
06/03/09	Conferences with D. Heroy, J. Samet and S. Brandman regarding retention issues and reviewed correspondence and retention letters concerning same; reviewed court website.	1.5



General Motors Corporation  
Client Number: 95229493  
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July 24, 2009  
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<u>Date</u>	<u>Description</u>	<u>Hours</u>
06/04/09	Reviewed and responded to correspondence from D. Heroy and Baker team regarding retention issues.	.2
06/05/09	Conference with J. Samet regarding retention issues.	.5
06/05/09	Reviewed memorandum from A. McDermott regarding retention issues and e-mails to and from T. Linguanti regarding same.	.4
06/06/09	Reviewed court website and orders in connection with fee standards and e-mails to and from J. Samet.	.3
06/08/09	Reviewed correspondence in connection with retention issues.	.2
06/10/09	Conference with and e-mails to and from J. Samet regarding retention status, and commented on retention memorandum.	.5
06/10/09	Reviewed retention disclosure issues.	.3
06/10/09	Reviewed court fee orders and US Trustee Fee Guidelines and e-mail to Baker tax team regarding same.	.3
06/10/09	E-mails to and from S. Brandman regarding retention status and open issues.	.2
06/11/09	Conferences with J. Samet regarding retention issues; reviewed and commented on correspondence/memorandum regarding same and reviewed correspondence concerning open issues.	.8
06/12/09	E-mails to and from retention team and C. Whitefoord regarding disclosure issues and draft retention pleadings.	.4
06/12/09	Reviewed draft retention pleadings, analyzed disclosure issues and legal requirements for adequacy of disclosure, and revised and commented on.	2.3
06/12/09	Conferences with J. Samet regarding disclosure affidavit comments and disclosure issues.	.8
06/12/09	Reviewed correspondence from J. Linklater regarding retention issues and e-mail to J. Samet regarding same.	.1
06/12/09	E-mails to and from G. Heckelmann regarding retention issues.	.2
06/12/09	Conference with J. Samet and G. Heckelmann regarding retention issues in connection with GM Europe.	.2
06/12/09	Reviewed comments to retention papers from D. Webber.	.1

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<u>Date</u>	<u>Description</u>	<u>Hours</u>
06/15/09	Conference with A. McDermott and J. Samet regarding Magma waiver/retention issues.	.1
06/16/09	Reviewed retention applications by Weil Gotshal, Honigman Miller and Jenner & Block and notice of retention hearing, and drafted e-mail to Baker team regarding same.	.7
06/16/09	E-mails to and from G. Heckelmann regarding retention issues.	.2
06/16/09	E-mail to S. Brandman regarding retention issues.	.1
06/16/09	Conference with J. Samet regarding retention status.	.1
06/17/09	Conference with J. Samet and e-mails to and from A. McDermott regarding status of retention papers.	.3
06/17/09	Reviewed revised draft special counsel retention papers and e-mail to J. Samet regarding same.	.5
06/18/09	Conferences with J. Samet regarding retention issues.	.1
06/19/09	Conferences with J. Samet regarding retention status.	.2
06/22/09	E-mails to and from A. McDermott and J. Samet regarding retention status and issues.	.5
06/22/09	Reviewed and responded to P. Wessels and Guenther Heckelmann regarding retention issues.	.4
06/22/09	Reviewed draft retention papers and memo to J. Samet regarding open issues.	.8
06/22/09	Conference with A. McDermott concerning open retention issues.	.2
06/22/09	E-mails to and from J. Samet regarding retention issues with US Trustee.	.4
06/23/09	E-mails to and from J. Samet regarding retention issues.	.3
06/24/09	Reviewed and responded to correspondence in connection with retention issues.	.1
06/25/09	Conference with J. Samet regarding retention status.	.1
06/26/09	Conference with J. Samet regarding retention status; reviewed court docket and e-mail to A. McDermott.	.3

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<u>Date</u>	<u>Description</u>	<u>Hours</u>
06/28/09	Conference with J. Samet and e-mails to and from T. Linguanti and J. Samet regarding retention status.	.2
06/29/09	Reviewed court docket and filings in connection with retention issues.	.2
06/30/09	Reviewed court docket; conference with J. Samet regarding status of retention.	.2

**Samet, Joseph**

<u>Date</u>	<u>Description</u>	<u>Hours</u>
06/17/09	Review disclosure and retention status; review memo from I. Reid; review case developments; memo from D. Heroy re: retention; conference with I. Reid; correspondence from I. Reid re: retention.	.6
06/23/09	Retention correspondence and conference with I. Reid re: retention.	.2

**Washington, D.C. Office**

**Houghton, Kendall L.**

<u>Date</u>	<u>Description</u>	<u>Hours</u>
06/12/09	Review draft affidavit and draft retention motion, as well as D. Webber comments on tax special counsel portions (1.1).	1.1
06/16/09	GM retention matter: E-mail with D. Webber and I. Reid re: conflicts portion of retention application; review material from I. Reid and e-mail Baker team relating to retention application for special tax counsel role.	1.0

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**Webber, A. Duane**

<b><u>Date</u></b>	<b><u>Description</u></b>	<b><u>Hours</u></b>
06/03/09	Review steps for filing motion for special tax counsel designation (0.5); conference with D. Heroy re same (0.4); review memoranda re same (0.4); telephone conferences re same (0.2); conference with T. Linguanti re same and related matters (0.2).	1.7
06/04/09	Review memoranda re motion for special tax counsel designation and prepare responses (0.5).	.5
06/05/09	Review memorandum re motion for special tax counsel designation and prepare response (0.2).	.2
06/08/09	Review memorandum re motion for special tax counsel designation (0.2).	.2
06/11/09	Review memoranda re engagement and motion for special tax counsel designation (0.4).	.4
06/12/09	Review memoranda re engagement and motion for special tax counsel designation, and prepare responses to same (1.5); analyze scope of engagements for bankruptcy motion (0.6); analyze terms and provisions for motion for special counsel designation.	2.6
06/18/09	Review memoranda re arrangements for payment of fees in bankruptcy case and preparation of request to be appointed special counsel (0.3).	.3

**SUMMARY OF FEES:**

**Chicago Office**

<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>		<b><u>Amount</u></b>
David Heroy	33.4	795.00	\$	26,553.00
Andrew McDermott	46.0	425.00		19,550.00
Lawrence Vonckx	4.8	335.00		1,608.00
			\$	47,711.00

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**Frankfurt Office**

<u>Name</u>	<u>Hours</u>	<u>Rate</u>		<u>Amount</u>
Guenther H. Heckelmann	1.8	784.62	\$	1,412.31
			\$	<u>1,412.31</u>

**New York Office**

<u>Name</u>	<u>Hours</u>	<u>Rate</u>		<u>Amount</u>
Scott L. Brandman	.5	695.00	\$	347.50
Ira A. Reid	18.6	560.00		10,416.00
Joseph Samet	.8	711.00		568.80
			\$	<u>11,332.30</u>

**Washington, D.C. Office**

<u>Name</u>	<u>Hours</u>	<u>Rate</u>		<u>Amount</u>
Kendall L. Houghton	2.1	650.00	\$	1,365.00
A. Duane Webber	5.9	820.00		4,838.00
			\$	<u>6,203.00</u>

**Total:        \$    66,658.61**

**TOTAL AMOUNT DUE:    \$    66,658.61**

Baker & McKenzie LLP  
815 Connecticut Avenue, NW  
Washington, D.C. 20006-4078, USA

Tel: +1 202 452 7000  
Fax: +1 202 452 7074  
www.bakernet.com

## STATEMENT

August 20, 2009

Daniel M. Houlf, Esq.  
Director, U.S. Tax Counsel  
General Motors Corporation  
300 Renaissance Center  
MC 482-C16-B16  
Detroit, MI 48265

- to -

**BAKER & McKENZIE**  
Client Number: 95229493  
Matter Number: 000002  
Invoice Number: 94073639  
IRS#: 36-2137456

FOR PROFESSIONAL SERVICES RENDERED AND EXPENSES INCURRED FOR THE  
PERIOD ENDING JULY 31, 2009, AS FOLLOWS:

**Re: Retention and Fee Applications**

TOTAL FEES.....	\$ 14,114.20
TOTAL EXPENSES.....	\$ 61.59
TOTAL AMOUNT DUE.....	\$ 14,175.79

**For your convenience, you may send a Wire Transfer in payment of statements to:**

Baker & McKenzie LLP  
Citibank, F.S.B.  
1101 Pennsylvania Ave., NW  
13<sup>th</sup> Floor  
Washington, DC 20006  
Attn: Private Banking, Fran Niles  
Account No. 3740-0355  
Routing No. 2540-7011-6

RE: Invoice #: 94073639

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815 Connecticut Avenue, NW  
Washington, D.C. 20006-4078, USA

Tel: +1 202 452 7000  
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www.bakemet.com

August 20, 2009

Daniel M. Houlf, Esq.  
Director, U.S. Tax Counsel  
General Motors Corporation  
300 Renaissance Center  
MC 482-C16-B16  
Detroit, MI 48265

- to -

**BAKER & McKENZIE**  
**Client Number: 95229493**  
**Matter Number: 000002**  
**Invoice Number: 94073639**  
**IRS#: 36-2137456**

FOR PROFESSIONAL SERVICES RENDERED AND EXPENSES INCURRED FOR THE  
PERIOD ENDING JULY 31, 2009, AS FOLLOWS:

**RE: Retention and Fee Applications**

**Chicago Office**

**Heroy, David**

<b><u>Date</u></b>	<b><u>Description</u></b>	<b><u>Hours</u></b>
07/01/09	Emails re accounting for retention time separately (.3) Dembaugh, McDermott.	.3
07/02/09	Conference with A. McDermott re status (.2); review emails and respond to four inquiries from AU, Germany (.5).	.7
07/06/09	Email A. McDermott (.1); revise drafts, all re New GM issue (.3).	.4
07/07/09	Review emails; review GM issue and approval (.8); conference with A. McDermott re status, timing, hearing staffing (.3).	1.1
07/16/09	Final revisions re application/order and modifications (.5); conference with A. McDermott (.1).	.6
07/23/09	Emails with G. Heckelmann, D. Webber, et al.; phone A. McDermott, all re billing procedures.	.3

General Motors Corporation  
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<u>Date</u>	<u>Description</u>	<u>Hours</u>
07/27/09	Go over emails re directors (.2); conference with A. McDermott re same (.2); phone K. Houghton re same (.1).	.5
07/28/09	Teleconference with D. Webber and K. Houghton re details of tax (.5); email I. Reid.	.8

**McDermott, Andrew**

<u>Date</u>	<u>Description</u>	<u>Hours</u>
07/02/09	Correspond with K. Guch, C. Whitefoord, T. Ryan at GM re ordinary course retentions.	.4
07/06/09	Conference and correspond with D. Heroy re status, ordinary course issues (.2); telephone conference with K. Guch re same (.2); correspond with global partners re sale approval, retention issues (.5).	.9
07/07/09	Correspond with M. Daar at Gm re retention of various ordinary course professionals; correspond with K. Guch, J. Crozier re same; correspond with E. Lederman re same.	.9
07/08/09	Correspond with Trilegal, J. Crozier re ordinary course retention.	.2
07/10/09	Correspond with D. Heroy, G. Heckelman re GM retention.	.2
07/12/09	Correspond with billing partners re GM sale, status of retention.	.3
07/13/09	Correspond with M. Watkins re GM billing, sale.	.1
07/14/09	Correspond with R. Brooks re updated application to employ (.1); review revised application and affidavit (.2); draft correspondence to affiant, D. Heroy summarizing changes, path forward (.3).	.6
07/16/09	Correspond with G. Heckelmann re bankruptcy billing.	.1
07/17/09	Review June invoice re bankruptcy guidelines and correspond with M. Watkins re same (.2); review revised application, affidavit in support re Baker's retention as ordinary counsel (.6); correspond with D. Webber re same (.2); correspond with R. Brooks, E. Lederman at Weil re same (.3)	1.3
07/20/09	Correspond with D. Heroy, I. Reid re status of retention; correspond with J. Woodhall re bankruptcy billing guidelines.	.3



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<u>Date</u>	<u>Description</u>	<u>Hours</u>
07/21/09	Correspond with C. Whitefoord re ordinary course counsel notice and review same (.2); correspond with R. Brooks at Weil re revised declaration and filing of application (.2).	.4
07/22/09	Correspond with C. Whitefoord, G. Heckelmann, others re filing of application to employ Baker, path forward.	.5
07/24/09	Correspond with R. Brooks at Weil re further comments of US Trustee to application to retain Baker and review same (.3); correspond with billing partners re revising declaration in support, invoices (.2).	.5
07/27/09	Draft amended and supplemented declaration in support of Baker's retention application (.8); correspond with billing departments re pre-petition payments (.3); correspond with worldwide partners re supplemented disclosures (1.3).	2.4
07/28/09	Draft amended and supplemented declaration in support of Baker's retention application (.4); correspond with billing departments re pre-petition payments (.3); correspond with worldwide partners re supplemented disclosures (.5).	1.2
07/29/09	Correspond with billing partners re supplemental information requests of US Trustee (.3); revise declaration in support of application to employ Baker and correspond with R. Brooks at Weil re same (.4); prepare spreadsheet of pre-petition payments for US Trustee (.3).	1.0
07/30/09	Correspond with R. Brooks at K&E, global partners re US Trustee information requests (.7); draft amended and supplemented declaration (.3); prepare information for submission to US Trustee (1.1).	2.1
07/31/09	Correspond with billing partner re pre-petition payments (.1); correspond with R. Brooks at Weil re US Trustee, hearing on application to employ Baker (.3).	.4

General Motors Corporation  
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**New York Office**

**Reid, Ira A.**

<b><u>Date</u></b>	<b><u>Description</u></b>	<b><u>Hours</u></b>
07/10/09	Reviewed correspondence and e-mail to D. Heroy regarding retention.	.1
07/20/09	E-mail to and from K. Haughton and D. Webber and to A. McDermott regarding retention status.	.2
07/24/09	E-mails to and from K. Haughton regarding fee issues.	.2
07/27/09	Reviewed correspondence and draft declaration from A. McDermott regarding retention issues and responded to same.	.3
07/28/09	Reviewed correspondence from D. Webber regarding retention issues.	.1
07/29/09	Reviewed correspondence from A. McDermott and conference with J. Samet regarding open retention issues.	.1

**Samet, Joseph**

<b><u>Date</u></b>	<b><u>Description</u></b>	<b><u>Hours</u></b>
07/28/09	Review memos and retention status.	.2

**Washington, D.C. Office**

**Houghton, Kendall L.**

<b><u>Date</u></b>	<b><u>Description</u></b>	<b><u>Hours</u></b>
07/24/09	Review and approve invoices for June services on Retention matter and on Special Tax Counsel matter (1.0); e-mail processing questions to I. Reid (0.3); e-mail A. McDermott the invoices and process-related questions (0.3); review I. Reid response to questions (0.2).	1.8
07/27/09	Submit two invoices to A. McDermott for processing (0.2); e-mail re: retention issues with D. Webber and D. Heroy (0.2).	.4
07/28/09	E-mail D. Heroy re: invoice review (0.1).	.1

General Motors Corporation  
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**Webber, A. Duane**

<b><u>Date</u></b>	<b><u>Description</u></b>	<b><u>Hours</u></b>
07/01/09	Review draft Application for Appointment as Special counsel and related memoranda (0.4).	.4
07/09/09	Review draft Application for Appointment as Special counsel and related memoranda (0.3).	.3
07/10/09	Review draft Application for Appointment as Special counsel and related memoranda (0.2).	.2
07/17/09	Review materials to be filed with bankruptcy court re engagement (0.4).	.2
07/24/09	Review memorandum re issues raised re Application for Appointment as Special counsel and related memoranda, and analyze proposed changes (0.4).	.4
07/27/09	Review responses to memorandum re issues raised re Application for Appointment as Special counsel and related memoranda, and prepare memorandum re same (0.5).	.5
07/28/09	Review responses to memorandum re issues raised re Application for Appointment as Special counsel and related memoranda, and prepare memorandum re same (0.5).	.5
07/30/09	Review memoranda re retention application and approval of same, and prepare memorandum re same (0.3).	.3

**Total Fees:   \$   14,114.20**

General Motors Corporation  
Client Number: 95229493  
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August 20, 2009  
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**SUMMARY OF FEES:**

**Chicago Office**

<u>Name</u>	<u>Hours</u>	<u>Rate</u>		<u>Amount</u>
David Heroy	4.7	795.00	\$	3,736.50
Andrew McDermott	13.8	425.00		5,865.00
			\$	9,601.50

**New York Office**

<u>Name</u>	<u>Hours</u>	<u>Rate</u>		<u>Amount</u>
Ira A. Reid	.7	560.00	\$	392.00
Ira A. Reid	.3	625.00		187.50
Joseph Samet	.2	711.00		142.20
			\$	721.70

**Washington, D.C. Office**

<u>Name</u>	<u>Hours</u>	<u>Rate</u>		<u>Amount</u>
Kendall L. Houghton	2.3	650.00	\$	1,495.00
A. Duane Webber	2.8	820.00		2,296.00
			\$	3,791.00

**Total:       \$     14,114.20**

**SUMMARY OF EXPENSES:**

<u>Description</u>	<u>Amount</u>
Telephone	\$       4.82

General Motors Corporation  
Client Number: 95229493  
Invoice Number: 94073639

August 20, 2009  
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Page 7

Transportation - Local	28.00
Outside Information Services	28.77

**Total Expenses:** \$ 61.59

**Total Fees and Expenses for Retention and Fee Applications :** \$ 14,175.79

**TOTAL FEES:** \$ 14,114.20  
**TOTAL EXPENSES:** \$ 61.59

**TOTAL AMOUNT DUE:** \$ 14,175.79

Baker & McKenzie LLP  
815 Connecticut Avenue, NW  
Washington, D.C. 20006-4078, USA

Tel: +1 202 452 7000  
Fax: +1 202 452 7074  
www.bakernet.com

## STATEMENT

September 16, 2009

Daniel M. Houlf, Esq.  
Director, U.S. Tax Counsel  
General Motors Corporation  
300 Renaissance Center  
MC 482-C16-B16  
Detroit, MI 48265

- to -

**BAKER & McKENZIE**  
Client Number: 95229493  
Matter Number: 000002  
Invoice Number: 94074360  
IRS#: 36-2137456

FOR PROFESSIONAL SERVICES RENDERED FOR THE PERIOD ENDING AUGUST 31,  
2009, AS FOLLOWS:

**Re: Retention and Fee Applications**

TOTAL FEES .....	\$	32,060.00
TOTAL AMOUNT DUE.....	\$	<u>32,060.00</u>

For your convenience, you may send a Wire Transfer in payment of statements to:

Baker & McKenzie LLP  
Citibank, F.S.B.  
1101 Pennsylvania Ave., NW  
13<sup>th</sup> Floor  
Washington, DC 20006  
Attn: Private Banking, Fran Niles  
Account No. 3740-0355  
Routing No. 2540-7011-6

RE: Invoice #: 94074360

Baker & McKenzie LLP is a member of Baker & McKenzie International, a Swiss Verein

Baker & McKenzie LLP  
815 Connecticut Avenue, NW  
Washington, D.C. 20006-4078, USA

Tel: +1 202 452 7000  
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September 16, 2009

**Daniel M. Houlf, Esq.**  
**Director, U.S. Tax Counsel**  
**General Motors Corporation**  
**300 Renaissance Center**  
**MC 482-C16-B16**  
**Detroit, MI 48265**

- to -

**BAKER & McKENZIE**  
**Client Number: 95229493**  
**Matter Number: 000002**  
**Invoice Number: 94074360**  
**IRS#: 36-2137456**

FOR PROFESSIONAL SERVICES RENDERED FOR THE PERIOD ENDING AUGUST 31,  
2009, AS FOLLOWS:

**RE: Retention and Fee Applications**

**Chicago Office**

**Chertok, Seth**

<u>Date</u>	<u>Description</u>	<u>Hours</u>
08/05/09	Discuss retention project with A. McDermott.	.8
08/07/09	Review bankruptcy attorney invoices.	2.8
08/16/09	Revise invoices; e-mail billing attorneys regarding invoices.	3.6
08/17/09	Revise Project Beam invoices.	.7
08/18/09	Revise Project Beam invoices; e-mail C. Whitefoord regarding Project Delphi invoices.	.7
08/19/09	Revise Delphi invoices.	2.6

General Motors Corporation  
Client Number: 95229493  
Invoice Number: 94074360

September 16, 2009  
Matter Number: 000002  
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<u>Date</u>	<u>Description</u>	<u>Hours</u>
08/20/09	Teleconference with C. Whitefood and A. McDermott; revise invoices.	2.4
08/23/09	Revise invoices.	1.0
08/25/09	Revise invoices; prepare monthly statement for bankruptcy order.	3.6
08/26/09	Follow up with D. White re Delphi invoices; analyze currency conversion methodology.	.3
08/28/09	Prepare monthly statement for bankruptcy order.	6.4
08/30/09	Prepare monthly statement for bankruptcy order.	4.8
08/31/09	Prepare monthly statement for bankruptcy order.	11.2

**Heroy, David**

<u>Date</u>	<u>Description</u>	<u>Hours</u>
08/01/09	Emails re hearing on application (I. Reid, A. McDermott, D. Webber) and coverage.	.4
08/03/09	Emails re retention order -- A. McDermott, etc.	.3
08/04/09	Work on monthly statement.	.3
08/17/09	Go over statements (.5); emails (.2).	.7
08/19/09	Go over invoices, strategy for same and review four (4) emails re same.	.5
08/20/09	Review time (.5); conference with A. McDermott re allocation, procedures (.2).	.7

**McDermott, Andrew**

<u>Date</u>	<u>Description</u>	<u>Hours</u>
08/01/09	Correspond with D. Heroy, I. Reid re hearing on application.	.2
08/02/09	Prepare for hearing re retention of Baker; correspond with R. Baker at Weil Gotshal re same; correspond with London office re pre-petition payment; correspond with D. Heroy, I. Reid re hearing coverage.	.8



General Motors Corporation  
Client Number: 95229493  
Invoice Number: 94074360

September 16, 2009  
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Page 3

<u>Date</u>	<u>Description</u>	<u>Hours</u>
08/03/09	Prepare for hearing re Baker's retention application (.2); attend hearing re same (.7); correspond with R. Brooks at Weil, A. Poke re retention going forward (.1); correspond with global partners re status, path forward (.2); conference with D. Heroy re same (.1).	1.3
08/05/09	Conference with S. Chertok re preparation of monthly statement for June (.3); review correspondence to billing partners re same (.1); correspond with R. Brooks re declaration (.1); correspond with S. Chertok re invoices (.2).	.7
08/07/09	Review correspondence from S. Chertok re GM monthly statement.	.2
08/11/09	Correspond with S. Chertok re invoices for monthly statement (.4); correspond with G. Heckelman re retention status (.3); telephone conference and correspond with R. Brooks re timing of submission of June monthly statement (.2).	.9
08/12/09	Correspond and telephone conference with S. Chertok re monthly statement for June, July.	.5
08/13/09	Correspond with S. Chertok, billing partners re monthly statements for June, July.	.5
08/14/09	Correspond with G. Heckelman re billing issue.	.1
08/17/09	Correspond with S. Chertok re monthly statements.	.4
08/18/09	Correspond with S. Chertok, G. Heckelman re monthly statements (.3); conference and correspond with S. Chertok re same (.3).	.6
08/19/09	Correspond with S. Chertok, billing partners re invoices for monthly statements (.4); conference with D. Heroy re same (.2).	.6
08/20/09	Review comments to invoice re bankruptcy guidelines (.2); telephone conference with S. Chertok, K. Guch, C. Whitefoord re same (.3); telephone conference with S. Chertok re same (.2); conference with D. Heroy re same (.1).	.8
08/24/09	Correspond with S. Chertok re billing matters (.3); conference with D. Heroy re same (.1).	.4
08/25/09	Correspond and telephone conference with S. Chertok re monthly statements; review and comment to monthly statement.	.6
08/26/09	Correspond with S. Chertok re monthly statements.	.3

General Motors Corporation  
Client Number: 95229493  
Invoice Number: 94074360

September 16, 2009  
Matter Number: 000002  
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<u>Date</u>	<u>Description</u>	<u>Hours</u>
08/31/09	Review and revise monthly statement (.4); telephone conference with D. Webber, K. Houghton re monthly statement, bankruptcy payment process (.6); review cover letter to monthly statement (.2); correspond with S. Chertok re same, schedules and invoices (.2).	1.4

**Melbourne Office**

**Chauhan, Deepti**

<u>Date</u>	<u>Description</u>	<u>Hours</u>
08/31/09	Review Project Two bills to ensure no Project Three time has been inadvertently included.	.4

**McDade, Kellie-Ann**

<u>Date</u>	<u>Description</u>	<u>Hours</u>
08/23/09	Break down time entries for US bankruptcy court billing requirements (1.6 hrs).	1.6

**Schenkel, Simon**

<u>Date</u>	<u>Description</u>	<u>Hours</u>
08/21/09	Preparing mark-up for GM-Delphi's invoice as per email from D. White (to include breakdown and expand narratives).	3.5

**Sharma, Shamil**

<u>Date</u>	<u>Description</u>	<u>Hours</u>
08/06/09	Amending Project Two bills and advising overseas lawyers of amendments needed as well as dealing with agents' queries.	4.2
08/12/09	Reworking GM Project Two billing entries.	4.8
08/13/09	Amending Project Two bill.	1.2
08/31/09	Reworking bill for GM Project Two matter.	1.2

General Motors Corporation  
Client Number: 95229493  
Invoice Number: 94074360

September 16, 2009  
Matter Number: 000002  
Page 5

**Truong, Kieu**

<b><u>Date</u></b>	<b><u>Description</u></b>	<b><u>Hours</u></b>
08/14/09	Review Asia Pacific bill and amend as required (1.1); detailed and numerous discussion with E. Olver and J. Woodhall in relation to finalization of Project 2 invoice, including amendments to reflect bankruptcy rules (1.5).	2.5
08/20/09	Discussions with A. Poke and B. Taylor regarding bill (0.2); detailed and numerous discussion with E. Olver and J. Woodhall in relation to closing outstanding time on Project 2 invoice, including amendments to reflect bankruptcy rules (1.0).	1.2
08/31/09	Correspondence with S. Schenkel in relation to billing requirements.	.2

**Washington, D.C. Office**

**Houghton, Kendall L.**

<b><u>Date</u></b>	<b><u>Description</u></b>	<b><u>Hours</u></b>
08/11/09	Review and edit GM Chapter 11 tax matter and GM retention matter invoices (1.1).	1.1
08/13/09	Coordinate edits to retention invoice (0.4).	.4
08/20/09	E-mail S. Chertok re: status of revisions to tax and retention invoices (0.2).	.2
08/31/09	Conference call with A. McDermott and D. Webber re: bankruptcy protocol for debtor invoices (0.3).	.3

**Webber, A. Duane**

<b><u>Date</u></b>	<b><u>Description</u></b>	<b><u>Hours</u></b>
08/01/09	Review memoranda re retention motion and related matters (0.3).	.3
08/02/09	Review memoranda re retention motion and related matters (0.3).	.3

General Motors Corporation  
Client Number: 95229493  
Invoice Number: 94074360

September 16, 2009  
Matter Number: 000002  
Page 6

<u>Date</u>	<u>Description</u>	<u>Hours</u>
08/31/09	Review memoranda re fees and fee requests; telephone conference re same.	.5

**SUMMARY OF FEES:**

**Chicago Office**

<u>Name</u>	<u>Hours</u>	<u>Rate</u>		<u>Amount</u>
Seth Chertok	40.9	370.00	\$	15,133.00
David Heroy	2.9	795.00		2,305.50
Andrew McDermott	10.3	425.00		4,377.50
			\$	21,816.00

**Melbourne Office**

<u>Name</u>	<u>Hours</u>	<u>Rate</u>		<u>Amount</u>
Deepti Chauhan	.4	250.00	\$	100.00
Kellie-Ann McDade	1.6	335.00		536.00
Simon Schenkel	3.5	250.00		875.00
Shamil Sharma	11.4	460.00		5,244.00
Kieu Truong	3.9	330.00		1,287.00
			\$	8,042.00

**Washington, D.C. Office**

<u>Name</u>	<u>Hours</u>	<u>Rate</u>		<u>Amount</u>
Kendall L. Houghton	2.0	650.00	\$	1,300.00
A. Duane Webber	1.1	820.00		902.00
			\$	2,202.00

**Total: \$ 32,060.00**

Baker & McKenzie LLP  
815 Connecticut Avenue, NW  
Washington, D.C. 20006-4078, USA

Tel: +1 202 452 7000  
Fax: +1 202 452 7074  
www.bakernet.com

## STATEMENT

October 6, 2009

Daniel M. Houlf, Esq.  
Director, U.S. Tax Counsel  
General Motors Corporation  
300 Renaissance Center  
MC 482-C16-B16  
Detroit, MI 48265

- to -

**BAKER & McKENZIE**  
Client Number: 95229493  
Matter Number: 000002  
Invoice Number: 94074893  
IRS#: 36-2137456

FOR PROFESSIONAL SERVICES RENDERED AND EXPENSES INCURRED FOR THE  
PERIOD ENDING SEPTEMBER 30, 2009, AS FOLLOWS:

**Re: Retention and Fee Applications**

TOTAL FEES.....	\$	9,389.50
TOTAL EXPENSES.....	\$	108.09
TOTAL AMOUNT DUE.....	\$	9,497.59

**For your convenience, you may send a Wire Transfer in payment of statements to:**

Baker & McKenzie LLP  
Citibank, F.S.B.  
1101 Pennsylvania Ave., NW  
13<sup>th</sup> Floor  
Washington, DC 20006  
Attn: Private Banking, Fran Niles  
Account No. 3740-0355  
Routing No. 2540-7011-6

RE: Invoice #: 94074893

Baker & McKenzie LLP is a member of Baker & McKenzie International, a Swiss Verein

Baker & McKenzie LLP  
815 Connecticut Avenue, NW  
Washington, D.C. 20006-4078, USA

Tel: +1 202 452 7000  
Fax: +1 202 452 7074  
www.bakernet.com

October 6, 2009

**Daniel M. Houlf, Esq.**  
**Director, U.S. Tax Counsel**  
**General Motors Corporation**  
**300 Renaissance Center**  
**MC 482-C16-B16**  
**Detroit, MI 48265**

- to -

**BAKER & MCKENZIE**  
**Client Number: 95229493**  
**Matter Number: 000002**  
**Invoice Number: 94074893**  
**IRS#: 36-2137456**

FOR PROFESSIONAL SERVICES RENDERED AND EXPENSES INCURRED FOR THE  
PERIOD ENDING SEPTEMBER 30, 2009, AS FOLLOWS:

**RE: Retention and Fee Applications**

**Chicago Office**

**Chertok, Seth**

<b><u>Date</u></b>	<b><u>Description</u></b>	<b><u>Hours</u></b>
09/01/09	Coordinate mailing monthly statement pursuant to interim compensation order.	.2
09/01/09	Coordinate mailing monthly statement pursuant to interim compensation order.	.2
09/01/09	Coordinate mailing monthly statement pursuant to interim compensation order.	.2
09/01/09	Coordinate mailing out monthly statement pursuant to interim compensation order.	.2
09/09/09	E-mail billing attorneys re status of invoices.	.3
09/15/09	Evaluate status of retention issues posed by GM; e-mail A. McDermott re same.	.2

General Motors Corporation  
Client Number: 95229493  
Invoice Number: 94074893

October 6, 2009  
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Page 2

<u>Date</u>	<u>Description</u>	<u>Hours</u>
09/16/09	E-mail D. Heroy re invoice issues; e-mail A. Poke re status of Asia Pacific; respond to C. Basler re retention issues; follow up with Baker billing attorneys regarding August monthly invoices.	1.8
09/17/09	Follow up with C. Basler re status of Asia Pacific; e-mail A. McDermott contact information for C. Basler	.3
09/18/09	Follow up with Baker attorneys regarding status of August invoices.	.4
09/28/09	Prepare monthly statement.	.8

**Heroy, David**

<u>Date</u>	<u>Description</u>	<u>Hours</u>
09/08/09	Conference with A. McDermott re status, reconciliation of new GM.	.2
09/17/09	Review comments, bill per S. Chertok.	.3
09/22/09	Review bill.	.3
09/23/09	Email S. Chertok (.2).	.2
09/28/09	Review recent statement and conference with A. McDermott (.3); go over script for Alix Partners with A. McDermott (.1).	.4
09/29/09	Review monthly statement; email A. McDermott (.2) and S. Chertok (.1).	.3

**McDermott, Andrew**

<u>Date</u>	<u>Description</u>	<u>Hours</u>
09/01/09	Correspond and telephone conference with S. Chertok re monthly statement, new invoices, exchange rate.	.5
09/02/09	Correspond with S. Chertok, L. Vonckx re monthly statement, new invoices.	.2
09/04/09	Telephone conferences with Alix Partners re monthly statements (.4); correspond and conference with S. Chertok re same (.2).	.6

General Motors Corporation  
Client Number: 95229493  
Invoice Number: 94074893

October 6, 2009  
Matter Number: 000002  
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<u>Date</u>	<u>Description</u>	<u>Hours</u>
09/08/09	Correspond with S. Chertok re August monthly invoices.	.1
09/09/09	Telephone conference and correspond with R. Brooks at Weil re June, July monthly statement (.3); correspond with S. Chertok re invoices, time requirements (.2).	.5
09/14/09	Correspond with S. Chertok re August monthly statement.	.1
09/17/09	Correspond with G. Heckelman, S. Chertok re August monthly statement.	.3
09/21/09	Correspond with S. Chertok re monthly statement; review correspondence from global partners re same.	.2
09/28/09	Correspond and conference with D. Heroy re GM retention procedures (.3); correspond with AlixPartners re June, July invoice (.1); review monthly statement from S. Chertok (.2).	.6
09/29/09	Review interim compensation order re compliance (.2); review invoices for August and prepare summary schedules for monthly statement (2.8); draft cover letters (.3); prepare for conference with AlixPartners re June and July monthly statements (.3); conference and correspond with D. Heroy re response to AlixPartners, monthly statement (.3).	3.9

**O'Connor, Matthew J.**

<u>Date</u>	<u>Description</u>	<u>Hours</u>
09/16/09	Review invoices from B&M personnel for compliance with bankruptcy guidelines for fee applications.	1.2
09/17/09	Review invoices from B&M personnel for compliance with bankruptcy guidelines for fee applications.	1.9
09/18/09	Review invoices from B&M personnel for compliance with bankruptcy guidelines for fee applications.	.2



General Motors Corporation  
Client Number: 95229493  
Invoice Number: 94074893

October 6, 2009  
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**Melbourne Office**

**Chauhan, Deepti**

<b><u>Date</u></b>	<b><u>Description</u></b>	<b><u>Hours</u></b>
09/16/09	Review Project Three bill.	.7

**Poke, Ashley**

<b><u>Date</u></b>	<b><u>Description</u></b>	<b><u>Hours</u></b>
09/01/09	Review of GMC invoices and narrations for Project Two (Australia / Asia Pacific implications); email draft invoices to Seth Chotek and Andrew McDermott.	.8

**Sharma, Shamil**

<b><u>Date</u></b>	<b><u>Description</u></b>	<b><u>Hours</u></b>
09/18/09	Amending billing narrations for Project Two Bill.	.5
09/22/09	Amending bills.	.5

**Truong, Kieu**

<b><u>Date</u></b>	<b><u>Description</u></b>	<b><u>Hours</u></b>
09/10/09	Review Project 2 final invoice and extensively amend in order to comply with bankruptcy law requirements.	1.4
09/11/09	Liaise with E. Olver to amend and redirect incorrect time narratives in Project 2 bill; review amended Project 3 bill.	1.1
09/22/09	Respond to queries from J. Peterson in relation to task billing requirements.	.3

General Motors Corporation  
Client Number: 95229493  
Invoice Number: 94074893

October 6, 2009  
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Page 5

**Washington, D.C. Office**

**Houghton, Kendall L.**

<b><u>Date</u></b>	<b><u>Description</u></b>	<b><u>Hours</u></b>
09/14/09	Review GM invoice for Chapter 11 matter (0.4).	.4

**Total Fees:     \$     9,389.50**

**SUMMARY OF FEES:**

**Chicago Office**

<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>		<b><u>Amount</u></b>
Seth Chertok	4.6	370.00	\$	1,702.00
David Heroy	1.7	850.00		1,445.00
Andrew McDermott	7.0	425.00		2,975.00
Matthew J. O'Connor	3.3	295.00		973.50
			\$	<b>7,095.50</b>

**Melbourne Office**

<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>		<b><u>Amount</u></b>
Deepti Chauhan	.7	250.00	\$	175.00
Ashley Poke	.8	570.00		456.00
Shamil Sharma	1.0	465.00		465.00
Kieu Truong	2.8	335.00		938.00
			\$	<b>2,034.00</b>

General Motors Corporation  
Client Number: 95229493  
Invoice Number: 94074893

October 6, 2009  
Matter Number: 000002  
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**Washington, D.C. Office**

<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Amount</u></b>
Kendall L. Houghton	.4	650.00	\$ 260.00
			\$ 260.00

**Total: \$ 9,389.50**

**SUMMARY OF EXPENSES:**

<b><u>Description</u></b>	<b><u>Amount</u></b>
Photocopies	\$ 56.81
Courier/Messenger Service	51.28

**Total Expenses: \$ 108.09**

**Total Fees and Expenses for Retention and Fee Applications : \$ 9,497.59**

**TOTAL FEES: \$ 9,389.50**

**TOTAL EXPENSES: \$ 108.09**

**TOTAL AMOUNT DUE: \$ 9,497.59**

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**EXHIBIT C-6**

**ITEMIZED INVOICES**

**TECHNOLOGY COMPANY  
(JUNE 1 THROUGH JULY 9, 2009)**

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**BAKER & MCKENZIE**

Baker & McKenzie LLP  
815 Connecticut Avenue, NW  
Washington, D.C. 20006-4078, USA

Tel: +1 202 452 7000  
Fax: +1 202 452 7074  
www.bakernet.com

July 9, 2009

Mr. Daniel J. Williams  
Senior Tax Counsel  
General Motors Corporation  
300 GM Renaissance Center  
Mail Code 482-C16-B16  
P.O. Box 300  
Detroit, MI 48265-3000

- to -

**BAKER & MCKENZIE**  
Client Number: 95003104  
Matter Number: 000002  
Invoice Number: 94072518  
IRS#: 36-2137456

FOR PROFESSIONAL SERVICES RENDERED FOR THE PERIOD ENDING JUNE 30,  
2009, AS FOLLOWS:

**RE: Technology Company**

**Washington, D.C. Office**

**Dunahoo, Carol A.**

<b><u>Date</u></b>	<b><u>Description</u></b>	<b><u>Hours</u></b>
06/11/09	Exchanges with D. Williams, N. Kim, and T. Respass re effect of GM bankruptcy proceeding on U.S.-Germany APA (.4).	.4
06/24/09	Exchange with D. Williams re status of APA follow-up (.1).	.1

**BAKER & MCKENZIE**

General Motors Corporation  
Client Number: 95003104  
Invoice Number: 94072518

July 9, 2009  
Matter Number: 000002  
Page 2

<u>Date</u>	<u>Description</u>	<u>Hours</u>
06/25/09	Telephone conference with T. Nguyen (U.S. competent authority analyst) re APA status and proposed approach (.5); confer with T. Respass re same (6.1); note to GM team and follow-up exchanges re same (.4).	1.0
06/26/09	Telephone conference with T. Nguyen re GM APA issues and strategy (.5); note to GM team re same (.3); review APA procedures (.2); exchanges with D. Williams and F. Wenzel re potential issues and recommendations (.3).	1.3

Total Fees for Dunahoo, Carol A.: \$ 2,268.00

Total Fees for Washington, D.C. Office: \$ 2,268.00

**SUMMARY OF FEES:****Washington, D.C. Office**

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Carol A. Dunahoo	2.8	810.00	\$ 2,268.00
			\$ 2,268.00

Total: \$ 2,268.00

TOTAL STATEMENT: \$ 2,268.00

PREVIOUS BALANCE: \$ 1,173.00

TOTAL AMOUNT DUE: \$ 3,441.00

Baker & McKenzie LLP  
815 Connecticut Avenue, NW  
Washington, D.C. 20006-4078, USA  
  
Tel: +1 202 452 7000  
Fax: +1 202 452 7074  
www.bakernet.com

Carol A. Dunahoo  
(202) 452-7049

## STATEMENT

August 26, 2009

**Mr. Daniel J. Williams**  
**Senior Tax Counsel**  
**General Motors Corporation**  
**300 GM Renaissance Center**  
**Mail Code 482-C16-B16**  
**P.O. Box 300**  
**Detroit, MI 48265-3000**

- to -

**BAKER & McKENZIE**  
**Client Number: 95003104**  
**Matter Number: 000002**  
**Invoice Number: 94073787**  
**IRS#: 36-2137456**

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FOR PROFESSIONAL SERVICES RENDERED AND EXPENSES INCURRED FOR THE  
PERIOD ENDING JULY 31, 2009, AS FOLLOWS:

**Re: Technology Company**

<b>TOTAL FEES .....</b>	<b>\$</b>	<b>162.00</b>
<b>TOTAL FEES FOR BAKER &amp; McKENZIE CONSULTING LLC .....</b>	<b>\$</b>	<b>60.00</b>
<b>TOTAL EXPENSES.....</b>	<b>\$</b>	<b><u>1.34</u></b>
<b>TOTAL STATEMENT</b>	<b>\$</b>	<b><u><u>223.34</u></u></b>

Baker & McKenzie LLP  
815 Connecticut Avenue, NW  
Washington, D.C. 20006-4078, USA

Tel: +1 202 452 7000  
Fax: +1 202 452 7074  
www.bakernet.com

August 26, 2009

Mr. Daniel J. Williams  
Senior Tax Counsel  
General Motors Corporation  
300 GM Renaissance Center  
Mail Code 482-C16-B16  
P.O. Box 300  
Detroit, MI 48265-3000

- to -

BAKER & McKENZIE  
Client Number: 95003104  
Matter Number: 000002  
Invoice Number: 94073787  
IRS#: 36-2137456

FOR PROFESSIONAL SERVICES RENDERED AND EXPENSES INCURRED FOR THE  
PERIOD ENDING JULY 31, 2009, AS FOLLOWS:

**RE: Technology Company**

**Washington, D.C. Office**

**Dunahoo, Carol A.**

<b><u>Date</u></b>	<b><u>Description</u></b>	<b><u>Hours</u></b>
07/01/09	Review F. Wenzel correspondence re APA status in Germany (.1); confer with T. Respress re same (.1).	.2

**Total Fees for Dunahoo, Carol A.:      \$      162.00**

**Total Fees for Washington, D.C. Office:      \$      162.00**

**Baker & McKenzie Consulting LLC**

Baker & McKenzie Consulting LLC provides tax advisory and economic services and does not provide legal advice or services. Baker & McKenzie LLC is a subsidiary of Baker & McKenzie LLP, a member firm of Baker & McKenzie International, a Swiss Verein or member law firms around the world.



**Respress III, Thomas S.**

<b><u>Date</u></b>	<b><u>Description</u></b>	<b><u>Hours</u></b>
07/01/09	Conference with C. Dunahoo re status of APA in Germany (.1).	.1

**Total Fees for Respress III, Thomas S.:      \$      60.00**

**Total Fees for Baker & McKenzie Consulting LLC:      \$      60.00**

**Total Fees:      \$      222.00**

**SUMMARY OF FEES:****Washington, D.C. Office**

<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Amount</u></b>
Carol A. Dunahoo	.2	810.00	\$      162.00

**Baker & McKenzie Consulting LLC**

<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Amount</u></b>
Thomas S. Respress III	.1	600.00	\$      60.00

**Total:      \$      222.00**

**SUMMARY OF EXPENSES:**

<b><u>Description</u></b>	<b><u>Amount</u></b>
Telephone	\$      1.34

**Total Expenses:      \$      1.34**

**TOTAL FEES:      \$      162.00**

**TOTAL FEES FOR BAKER & MCKENZIE CONSULTING LLC:      \$      60.00**

**TOTAL EXPENSES:      \$      1.34**

**TOTAL STATEMENT:      \$      223.34**

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**EXHIBIT D**

**ITEMIZED EXPENSES**

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## SUMMARY OF EXPENSES

Business Meals	0.00
Commercial Register	63.37
Computer Assisted Legal Research	367.70
Corporate Document Services	1,726.55
Courier/Messenger Services	268.04
Court Reporting	0.00
Duty Stamps	18.68
Facsimile	0.00
Filing & Court Fees	29.85
In-House Reproduction	0.00
Local Travel	0.00
Long Distance Telephone	0.00
Notary	501.18
Office Supplies	37.56
Outside Information Services	65.14
Outside Reproduction	0.00
Outside Research	0.00
Photocopies	1,548.51
Postage	7.02
Staff Overtime	0.00
Taxes (Local, e.g., VAT)	6,944.25
Telephone (Long Distance)	226.51
Transportation (Local)	637.88
Travel (Out-of-Town)	9,176.96
<b>DISBURSEMENT TOTAL</b>	<b>\$21,619.20</b>

\* Amounts stated have been converted to US Dollars in the same manner as fees (See page 9 of Exhibit B, [\* (2)]).