

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

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In re: :
: **Chapter 11**
MOTORS LIQUIDATION COMPANY, et al., : **Case No. 09-50026-REG**
: **Jointly Administered**
Debtors. :

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**STIPULATION AND ORDER WITH RESPECT
TO APPOINTMENT OF A FEE EXAMINER**

RECITALS:

A. On June 1, 2009 (the “**Commencement Date**”), General Motors Corporation (k/n/a Motors Liquidation Company) and certain of its affiliates (collectively, the “**Debtors**”) each filed with this Court a petition for relief under chapter 11 of the United States Bankruptcy Code (the “**Bankruptcy Code**”). On June 3, 2009, Diana G. Adams, the United States Trustee, appointed an official committee of unsecured creditors (the “**Committee**”) [Docket No. 356].

B. On June 1, 2009, a motion was filed by the Debtors seeking entry of an order authorizing and approving the sale of substantially all of their assets to NGMCO, Inc., a U.S. Treasury-sponsored purchaser, pursuant to the Amended and Restated Master Sale and Purchase Agreement, dated as of June 26, 2009, together with all documents and agreements as well as all exhibits, schedules and addenda thereto (as amended, the “**MPA**”) [Docket No. 92].

C. On July 5, 2009, an Order (I) Authorizing Sale of Assets Pursuant to Amended and Restated Master Sale and Purchase Agreement with NGMCO, Inc., a U.S. Treasury-Sponsored Purchaser; (II) Authorizing Assumption and Assignment of Certain Executory Contracts and Unexpired Leases in Connection with the Sale; and (III) Granting Related Relief was entered (the “**Sale Order**”) [Docket No. 2968].

D. On July 9, 2009, NGMCO, Inc. filed the required documentation to change its name to General Motors Company (“**GMCo.**”).

E. On July 10, 2009, pursuant to the MPA and this Court’s Sale Order, GMCo. acquired substantially all of the assets of the Debtors.

F. On August 7, 2009, the Court entered its Order Pursuant to 11 U.S.C. §§ 105(a) and 331 Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals (the “**Compensation Order**”) [Docket No. 3711].

G. The United States Trustee has proposed to the Debtors and Committee that, in light of the size and complexity of the chapter 11 cases and the potential costs and expenses of the professionals subject to the Compensation Order (collectively, the “**Retained Professionals**”), a qualified person or persons should be appointed to review and prepare appropriate reports to the Court, the United States Trustee, the Debtors, the Committee and the respective Retained Professionals on all applications for allowances of compensation and reimbursement of expenses filed by Retained Professionals pursuant to the Compensation Order to assist the Court in determining and ruling on the applications, as well as to provide transparency in the administration of the chapter 11 cases.

H. The Debtors and the Committee concur in the proposal of the United States Trustee, and join in the request of the United States Trustee that the Court appoint a qualified person as the Fee Examiner, subject to the following terms and conditions.

UPON THE CONSENT OF THE PARTIES, IT IS HEREBY STIPULATED AND AGREED THAT:

1. The United States Trustee, the Debtors and the Committee have met and conferred to consider the selection of qualified persons who are disinterested and unaffiliated with the parties in the Debtors' bankruptcy cases as the recommended candidate for Fee Examiner.

2. Based upon such discussions, the United States Trustee hereby recommends to the Court that Brady C. Williamson be appointed as the Fee Examiner. Attached hereto is Brady C. Williamson's affidavit of disinterestedness.

3. Upon entry of this Order approving this Stipulation and Order, the Fee Examiner shall review and assess all fee applications filed by Retained Professionals in these chapter 11 cases for professional services performed subsequent to the Commencement Date, consistent with section 330 and 331 of the Bankruptcy Code. The Fee Examiner shall submit periodic reports to the Court, the United States Trustee, the Debtors, the Committee and each Retained Professional applying for compensation and reimbursement of expenses pursuant to the Compensation Order.

4. The Debtors, the Committee and all Retained Professionals shall cooperate with the Fee Examiner in the discharge of his duties hereunder, and shall promptly respond to any reasonable requests for information that the Fee Examiner may make in respect of any application for compensation and reimbursement of expenses, budgets, and

the overall status of the Debtors' bankruptcy cases. The Fee Examiner may meet and confer with representatives of the Debtors, the Creditors' Committee and Retained Professionals, together or separately, in connection with the discharge of his duties at such dates, times and places as may be reasonably requested.

5. The Fee Examiner shall institute a monthly budgeting system, which shall consist of proposed monthly budgets prepared by all Retained Professionals. As the basis for this system, each Retained Professional shall provide to the Fee Examiner a budget for the particular month, beginning with the month of February, 2010, setting forth an estimate of the projected fees and expenses for such month, and a general description of the categories of services that may be performed during that month and an explanation for any significant increase over the previous month's fees. The budgets shall be furnished to the Fee Examiner on or before the 15th day of the preceding month, commencing on the 15th day of the first month after the appointment of the Fee Examiner. The Fee Examiner may consult with each Retained Professional regarding such budgets. The budgets, however, shall not constitute a limit on the amount of any fees or expenses which may be allowed to a Retained Professional, or otherwise restrict the professional services that any Retained Professional may deem necessary to perform in the discharge of its professional responsibilities.

6. The Fee Examiner may retain or consult with attorneys and other professionals if he or she determines that such retention is necessary to discharge his duties, with such retention to be subject to Court approval under standards equivalent to those set forth in 11 U.S.C. § 327.

7. The Fee Examiner and such professionals as he or she may retain pursuant to approval by the Court, shall be compensated and reimbursed for their expenses consistent with the procedures set forth in the Compensation Order.

8. The Fee Examiner shall inform each Retained Professional of any issue relating to such Professional's application for compensation or expenses prior to filing a report regarding such application, so that each Retained Professional has a reasonable opportunity to respond to the Fee Examiner for the purpose of resolving the issues identified by the Fee Examiner, or amending its application, prior to the filing of the Fee Examiner's applicable report. The Fee Examiner shall file its periodic report on any Retained Professionals' application for compensation or expenses, after the application is filed with the Court, and serve the same on the United States Trustee, the Debtors and the Committee at least seven days prior to the hearing date set by the Court to hear such application.

9. In addition to the reporting requirements set forth above in this Stipulation and Order, the Fee Examiner may file periodic reports with respect to additional subjects regarding professional fees and expenses as he deems appropriate.

10. Nothing contained herein shall affect the right of any party in interest to object or otherwise respond to any monthly fee statement, or interim or final fee application.

Dated: December _____, 2009

DIANA G. ADAMS
UNITED STATES TRUSTEE
33 Whitehall Street, 21st Floor
New York, New York 10004
(212) 510-0500

By: _____
Attorney for United States Trustee

WEIL, GOTSHAL & MANGES LLP
Attorneys for the Debtors
767 Fifth Avenue
New York, New York 10153
(212) 310-8000

By: _____
A Member of the Firm

KRAMER LEVIN NAFTALIS & FRANKEL LLP
Attorneys for the Unsecured Creditors' Committee
1177 Avenue of the Americas
New York, New York 10036
(212) 715-9100

By: _____
A Member of the Firm

SO ORDERED, this
_____ day of December, 2009

Robert E. Gerber
United States Bankruptcy Judge

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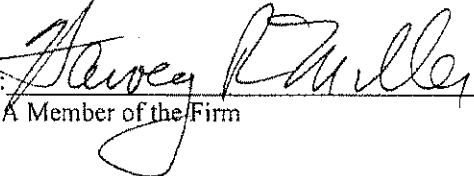
Dated: December 23, 2009

DIANA G. ADAMS
UNITED STATES TRUSTEE
33 Whitehall Street, 21st Floor
New York, New York 10004
(212) 510-0500

By: 

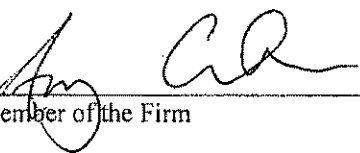
Attorney for United States Trustee

WEIL, GOTSHAL & MANGES LLP
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(212) 310-8000

By: 

A Member of the Firm

KRAMER LEVIN NAFTALIS & FRANKEL LLP
Attorneys for the Unsecured Creditors' Committee
1177 Avenue of the Americas
New York, New York 10036
(212) 715-9100

By: 

A Member of the Firm

SO ORDERED, this
____ day of December, 2009

Robert E. Gerber
United States Bankruptcy Judge

4497360_1

GODFREY & KAHN, S.C.
780 North Water Street
Milwaukee, WI 53202
Telephone: (414) 273-3500
Timothy F. Nixon

Attorneys for Proposed Fee Examiner

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

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In re: :
: **Chapter 11**
MOTORS LIQUIDATION COMPANY, et al., : **Case No. 09-50026-REG**
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Debtors. :
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**AFFIDAVIT AND DISCLOSURE STATEMENT ON BEHALF OF
BRADY C. WILLIAMSON WITH RESPECT TO
APPOINTMENT OF FEE EXAMINER AND COUNSEL**

STATE OF WISCONSIN)
) SS.
COUNTY OF DANE)

Brady C. Williamson, being duly sworn and on oath, states that:

1. He practices law as a shareholder and member of the board of directors of Godfrey & Kahn, S.C., a law firm with its principal offices at 780 North Water Street in Milwaukee, Wisconsin, and One East Main Street, in Madison, Wisconsin, and other offices in Wisconsin and in Washington, D.C.
2. He is a member of the State Bar of Wisconsin (No. 1013896), admitted to practice there in 1977, and he has appeared before the U.S. Supreme Court, the U.S. Courts of Appeal, and federal district and bankruptcy courts in a variety of jurisdictions.

3. He submits this affidavit, at the request of the United States Trustee, in connection with the “Stipulation and Order with Respect to Appointment of a Fee Examiner” submitted to this Court for Approval on December 22, 2009. Unless otherwise noted, the affidavit is based on personal knowledge and will be timely amended as previously unknown or undisclosed and relevant information comes to his attention.

4. Godfrey & Kahn, which employs more than 180 attorneys, has a large and diversified legal practice that primarily, though not exclusively, represents corporate and association clients based in Wisconsin. Among these clients are financial institutions, insurance companies, automobile dealerships, parts manufacturers, business and industry groups, and others that may have a direct or indirect interest in these proceedings. However, except as otherwise noted below, Godfrey & Kahn does not represent anyone in connection with these proceedings, nor has it ever filed a claim in these proceedings.

5. In 2009 and prior to the Commencement Date (June 1, 2009) of this proceeding, Godfrey & Kahn has represented General Motors Corporation in proceedings in state, federal, and administrative courts in Wisconsin. Those matters have involved dealer termination, consumer fraud, and products liability issues. They were either substantively concluded before the Commencement Date or are subject to the automatic stay and their resolution, without the involvement of Godfrey & Kahn, in this proceeding. A list of the matters appears as Appendix A to this affidavit.

A. Neither the Debtor nor any committee in this proceeding has retained Godfrey & Kahn for any matter. Godfrey & Kahn has never appeared in this

proceeding for any client although it did provide procedural advice to at least one client whose contract has been or is being assumed.

B. Purely as a transitional matter to provide notice of the Chapter 11 filing, Godfrey & Kahn did file pleadings for General Motors in state administrative forums after the Commencement Date. The charge for those services was \$670.70.

C. In the one year period ending September 30, 2009, Godfrey & Kahn received less than .03 of its annual revenue in fees attributable to legal services for General Motors Corp. in the matters listed on Appendix A.

D. Some of the amounts described above were paid by or for General Motors Corp. during the statutory preference period. A list of the Godfrey & Kahn invoices and the complementary payments in the 90 days before June 1, 2009 appears as Appendix B.

6. Brady Williamson has reviewed the list of Retained Professionals provided by the U.S. Trustee in connection with the stipulated appointment of a fee examiner. Godfrey & Kahn does not represent any entity on that list.

A. In the interests of full disclosure, however, Godfrey & Kahn has had and has co-counsel or local counsel relationships with a number of non-Wisconsin firms, including Jenner & Block and Jones Day, on a variety of matters. Those matters included cases involving General Motors prior to the Commencement Date.

B. He serves on the board of directors of a non-profit environmental organization with a former managing partner of Jenner & Block, who still has some management responsibilities at that firm.

C. In addition, Godfrey & Kahn is working with FTI, another Retained Professional, on behalf of a large group of national and international financial institutions as shared clients with a national law firm and FTI, in a matter which is in no way connected to this proceeding.

7. At Godfrey & Kahn, at least three partners/shareholders, four associates, and four staff professionals or paralegals regularly represent clients in matters involving Chapter 11 proceedings, whether as debtors, as members of a committee or a committee, or as creditors (secured and unsecured). These are the names and normal hourly rates for those attorneys, subject to periodic adjustment beginning on January 1, 2010:

Brady C. Williamson, Partner	\$495
Timothy F. Nixon, Partner	\$420
Katherine Stadler, Partner	\$395
Carla O. Andres, Special Counsel	\$325
Jennifer B. Herzog, Associate	\$275
Brian J. Cahill, Associate	\$245
Peggy L. Heyrman, Associate	\$180
Zerithea G. Raiche, Paralegal	\$155
Maribeth Roufus, Paralegal	\$145
Jill Bradshaw, Research Team	\$160
Jamie Kroening, Research Team	\$105

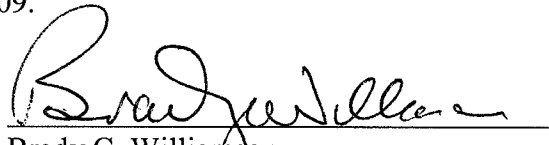
8. Timothy Nixon is a member of the State Bar of New York and the Bar of the Southern District of New York. If the Court appoints Brady Williamson as a fee examiner, Nixon and other members and employees of the firm would provide him with

legal counsel and appear for or with him in this matter subject to Court approval and its normal procedures for the retention and payment of professionals.

9. Brady Williamson is a member of the National Bankruptcy Conference, the American College of Bankruptcy, and the American Bankruptcy Institute. In 1996 and 1997, he chaired the National Bankruptcy Review Commission on the appointment of the President of the United States. In connection with these organizations, and in various Chapter 11 proceedings, Brady Williamson and other members and employees of Godfrey & Kahn have had and have professional contact with attorneys associated with the Retained Professionals.

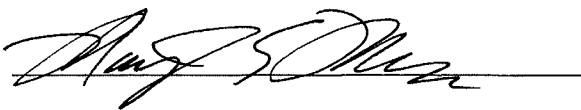
10. This affidavit constitutes the statement of Brady C. Williamson pursuant to sections 327(a), 328(a), 329 and 504 of the Bankruptcy Code and Bankruptcy Rules 2014(a) and 2016(b).

Dated this 22nd day of December, 2009.



Brady C. Williamson
One East Main Street, Suite 500
Madison, Wisconsin 53703
Telephone: (608) 257-3911
Facsimile: (608) 257-0609
E-mail: bwilliam@gklaw.com

Subscribed and sworn to before me
this 22nd day of December, 2009.



Notary Public, State of Wisconsin
My Commission Expires: 9/12/12

APPENDIX A

GODFREY & KAHN - GENERAL MOTORS CORPORATION MATTERS

1. *Waltersdorf v. ABC Insurance Company et al.*, Case No. 07-CV-298, Rock County (Wisconsin) Circuit Court. Godfrey & Kahn was co-counsel with Jenner & Block in this products liability case. The parties settled the case in early May 2009. A final stipulated order of dismissal was entered on July 16, 2009. Godfrey & Kahn did not bill for, nor was it paid for, any fees incurred after the Chapter 11 filing date.
2. *Scaffidi v. General Motors Corporation*, Case No. TR-07-0042, State of Wisconsin Division of Hearings and Appeals. Godfrey & Kahn was co-counsel with Jones Day in this dealer termination administrative proceeding, which settled—before completion of the administrative hearing—in December 2008.
3. *Felten v. General Motors Corporation*, Case No. 08-C-344, U.S. District Court for the Western District of Wisconsin. Godfrey & Kahn was co-counsel with Kirkland & Ellis in this class-action products liability/consumer fraud case, which also settled in 2008.
4. *Vande Hey Brantmeier Chevrolet, Buick, Pontiac, Inc. v. General Motors Corporation*, Case No. TR-08-0046, State of Wisconsin Division of Hearings and Appeals. Godfrey & Kahn was co-counsel with Jones Day in this dealer termination administrative proceeding, which was heard and concluded in February 2009. The case was submitted to the Division for ruling on post hearing briefs. On June 9, 2009, Godfrey & Kahn submitted a Notice of Bankruptcy to the Division of Hearings and Appeals, which stayed the administrative proceeding. Godfrey & Kahn billed for and was paid \$440.70 for its work to prepare and file the Notice of Bankruptcy. On June 11, 2009, Godfrey & Kahn entered into an agreement with Jones Day by which Jones Day agreed to pay (and did pay) Godfrey & Kahn \$153,717.85 for its role as counsel for General Motors. Jones Day had received funds from General Motors for local counsel invoices. Under the agreement, Godfrey & Kahn agreed (i) to defend any bankruptcy claim or action initiated by a representative of the bankruptcy estate to recover from Jones Day any portion of the funds paid to Godfrey & Kahn; and (ii) either to pay directly to the estate or to reimburse Jones Day any amounts that might be ordered to be repaid to the estate from the funds ultimately paid to Godfrey & Kahn.
5. *In the Matter of 4J's Inc., d/b/a Great Country Motors v. General Motors*, Case No. TR-09-0015, State of Wisconsin Division of Hearings and Appeals. Godfrey & Kahn was co-counsel with Jones Day in this dealer termination administrative proceeding. On June 10, 2009, Godfrey & Kahn submitted a Notice of Bankruptcy to the Division of Hearings and Appeals, which stayed the administrative proceeding. Godfrey & Kahn billed for and was paid \$230.00 for

its work to prepare and file the Notice of Bankruptcy with the Division of Hearings and Appeals.

APPENDIX B

**GODFREY & KAHN/GM MATTER INVOICES/PAYMENTS
RECEIVED AFTER 3/1/2009**

Waltersdorf (003441-0006) (See Schedule A) (All paid by Jenner & Block)

Invoice Number	Invoice Date	Invoice Amount	Payment Date	Payment Amount
469605	1/28/09	\$188.00	2/24/09	\$188.00
473567	3/23/09	\$352.00	4/4/09	\$352.00
475771	4/21/09	\$1139.00	6/1/09	\$1139.00
477417	5/11/09	\$700.00		
479573	6/8/09	\$174.00		

Felten (003441-0008) (See Schedule A) (All paid by General Motors Company)

Invoice Number	Invoice Date	Invoice Amount	Payment Date	Payment Amount
456744	8/27/08	\$16,082.80	8/17/09	\$16,082.80
458707	9/23/08	\$849.00		
461597	10/22/08	\$1897.00	8/17/09	\$1897.00
463873	11/17/08	\$87.00	8/17/09	\$87.00

Vande Hey Brantmeier (003441-0009) (See Schedule A) (All paid by Jones Day)

Invoice Number	Invoice Date	Invoice Amount	Payment Date	Payment Amount
472516	3/9/09	\$120,834.86	6/11/09	\$120,834.86
473568	3/23/09	\$16,183.50	4/6/09	\$16,183.50
475772	4/21/09	\$18,676.45	6/11/09	\$18,676.45
477814	5/15/09	\$14,206.54	6/11/09	\$14,206.54
482867	7/22/09	\$565.70	11/3/09	\$565.70
485211	8/20/09	\$105.00		