

Hearing Date: April 29, 2010 at 9:45 a.m. E.T.  
Objection Deadline: April 22, 2010 at 4:00 p.m. E.T.

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*Counsel for the Official Committee of Unsecured  
Creditors of Motors Liquidation Co., (f/k/a General Motors Corp.) et al.*

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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

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**SECOND INTERIM APPLICATION OF KRAMER LEVIN NAFTALIS & FRANKEL  
LLP, AS COUNSEL FOR THE OFFICIAL COMMITTEE OF UNSECURED  
CREDITORS, FOR ALLOWANCE OF COMPENSATION FOR PROFESSIONAL  
SERVICES RENDERED AND FOR REIMBURSEMENT OF ACTUAL AND  
NECESSARY EXPENSES INCURRED FOR THE PERIOD FROM  
OCTOBER 1, 2009 THROUGH JANUARY 31, 2010**

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

Name of Applicant: Kramer Levin Naftalis & Frankel LLP

Authorized to Provide Professional Services to: The Official Committee of Unsecured Creditors

Interim Fee Period: October 1, 2009 through January 31, 2010, inclusive

Fees Requested: \$1,149,758.75

Expenses Requested: \$31,383.31

Total Amount Requested: \$1,181,142.06

Amount Paid to Date: \$952,486.32<sup>1</sup>

**Net Amount to be Requested: \$228,655.74**

This is a(n)  X  Interim or \_\_\_\_\_ Final Fee Application

**PRIOR APPLICATIONS**

<b>Date Application Filed</b>	<b>Docket No.</b>	<b>Compensation Period</b>	<b>Fees Requested</b>	<b>Expenses Requested</b>	<b>Fees Allowed</b>	<b>Expenses Allowed</b>	<b>Hold-Back (if any)</b>
11/16/09	4459	June 1, 2009 to September 30, 2009	\$4,593,910.50	\$85,047.77	n/a	n/a	n/a

<sup>1</sup> Although this amount includes Kramer Levin's fees in respect of the professional services rendered and expenses incurred between January 1, 2010 and January 31, 2010 (80% of the fees in the amount of \$90,454.40 and 100% of the expenses in the amount of \$3,365.59), at the time of filing of this Fee Application, Kramer Levin had not yet received payment of such fees and expenses. Kramer Levin anticipates receiving payment in respect of its January fees and expenses by the hearing date on this Fee Application.

**SUMMARY OF SECOND INTERIM FEE APPLICATION OF KRAMER LEVIN  
NAFTALIS & FRANKEL LLP FOR SERVICES RENDERED FOR THE PERIOD  
OCTOBER 1, 2009 THROUGH JANUARY 31, 2010**

<u>Timekeeper Name</u>	<u>Department</u>	<u>Year Admitted to the Bar</u>	<u>Title</u>	<u>Hours<sup>2</sup></u>	<u>Rate<sup>3</sup></u>	<u>Amount</u>
Bentley, Philip	Bankruptcy	1985	Partner	0.20	760	152.00
Caton, Amy	Bankruptcy	2000	Partner	125.00	680/710	85,396.00
Dienstag, Abbe L.	Corporate	1983	Partner	9.00	715	6,435.00
Fisher, David J	Corporate	1985	Partner	2.80	835	2,338.00
Godman, James P.	Real Estate	1991	Partner	0.50	710	355.00
Herzog, Barry	Tax	1992	Partner	14.00	750/785	10,657.50
Kaufman, Philip	Litigation	1977	Partner	9.60	810	7,776.00
Krouner, Shari K.	Corporate	1985	Partner	2.50	715	1,787.50
Lutgens, Christine	Employee Benefits	2000	Partner	0.30	810	243.00
Mayer, Thomas Moers	Bankruptcy	1982	Partner	36.20	930/950	33,825.00
Reznick, Allan E.	Corporate	1982	Partner	92.30	775/795	71,900.50
Rogoff, Adam C	Bankruptcy	1989	Partner	253.00	795/850	202,554.00
Schmidt, Robert T.	Bankruptcy	1990	Partner	3.20	735	2,352.00
Stevenson, John A.	Paris	n/a	Partner	17.20	685	11,782.00
Trachtman, Jeffrey S.	Litigation	1985	Partner	6.30	760	4,788.00
Warren, Charles S	Environment	1965	Partner	37.60	735/770	27,996.50
Arrighi, Fabienne	Paris	n/a	Counsel	3.30	475	1,567.50
Fein, Michael	Real Estate	1994	Spec Counsel	7.50	690	5,175.00
Grossman, Aviva L.	Financial Services	1985	Spec Counsel	10.50	675	7,087.50
Stoopack, Helayne O.	Tax	1982	Spec Counsel	5.40	700/715	3,813.00
Barlekamp, Jeffrey	Bankruptcy	2009	Associate	7.10	440	3,124.00

<sup>2</sup> Please note that non-working travel time is billed at 50%.

<sup>3</sup> Consistent with the Applicant's billing practices, professionals' billing rates increased on January 1, 2010.

<u>Timekeeper Name</u>	<u>Department</u>	<u>Year Admitted to the Bar</u>	<u>Title</u>	<u>Hours<sup>2</sup></u>	<u>Rate<sup>3</sup></u>	<u>Amount</u>
Blades, Melissa	Tax	2005	Associate	4.50	560/585	2,575.00
Carruzzo, Fabien	Corporate	2005	Associate	9.20	585	5,382.00
Cho, Dannie	Litigation	2009	Associate	12.80	440	5,632.00
Daggan, Clinton N	Environment	n/a	Associate	91.90	385/390	35,409.00
Daniels, Elan	Bankruptcy	2009	Associate	3.80	560	2,128.00
Errea, Julia B	Corporate	2007	Associate	12.30	520	6,396.00
Finger, Toni	Environment	2000	Associate	1.30	660	858.00
Folb, Kerri	Corporate	2001	Associate	51.10	650/680	33,392.00
Freedman, Alexander J	Corporate	2006	Associate	0.40	560	224.00
Friedman, Joshua	Bankruptcy	n/a	Associate	151.50	385/390	58,357.50
Fuller, Megan	Corporate	n/a	Associate	58.90	385/390	22,710.00
Katz, Alyssa R	Corporate	2007	Associate	0.70	520	364.00
Little, Joshua R	Corporate	2008	Associate	4.10	485	1,988.50
Macksoud, Lauren M	Bankruptcy	2004	Associate	234.25	600/630	141,117.00
Nahoum, Gariel	Corporate	2009	Associate	23.20	455	10,556.00
Neuthaler, Howard	Individual Client Group	1999	Associate	1.00	640	640.00
Plotko, Gregory G	Bankruptcy	1999	Associate	114.20	665	75,943.00
Rabinovich, Russ	Real Estate	2001	Associate	3.00	635	1,905.00
Rokeach, Tzvi	Real Estate	1999	Associate	0.30	665	199.50
Rosensaft, Jodi	Corporate	2004	Associate	54.30	600/630	32,682.00
Schmidt, Shai	Bankruptcy	2009	Associate	17.50	385	6,737.50
Sharret, Jennifer	Bankruptcy	2008	Associate	257.65	485/505	125,648.25
Taylor, Jeffrey	Corporate	2001	Associate	5.20	650	3,380.00
Webber, Amanda	Corporate	2008	Associate	6.80	485	3,298.00
Bain, Roland	Litigation	n/a	Paralegal	15.50	260	4,030.00

<u>Timekeeper Name</u>	<u>Department</u>	<u>Year Admitted to the Bar</u>	<u>Title</u>	<u>Hours<sup>2</sup></u>	<u>Rate<sup>3</sup></u>	<u>Amount</u>
Baldinger, Laurie	Litigation	n/a	Paralegal	6.00	260	1,560.00
Chaikin, Rebecca B.	Bankruptcy	n/a	Paralegal	173.60	260/280	45,764.00
Chouprouta, Andrea	Bankruptcy	n/a	Paralegal	8.80	275	2,420.00
Cipolla, Santo A.	Litigation	n/a	Paralegal	1.50	260	390.00
Feibelmann, Lynne C	Corporate	n/a	Paralegal	4.00	260	1,040.00
Holton, Dana N	Litigation	n/a	Paralegal	16.40	260	4,264.00
Lucy, Scott W	Litigation	n/a	Paralegal	43.00	260	11,180.00
Makinde, Michael A	Bankruptcy	n/a	Paralegal	15.50	275	4,262.50
Ruggiu, Carole	Paris	n/a	Paralegal	10.70	310	3,317.00
Wierman, Lauren E	Bankruptcy	n/a	Paralegal	8.10	275	2,227.50
Caiazzo, Joseph M	Managing Atty	n/a	Other Tkpr	3.80	95	361.00
Colbourne, Paul E.	Managing Atty	n/a	Other Tkpr	2.10	105	220.50
Gregory, Brandon	Managing Atty	n/a	Other Tkpr	1.00	95	95.00
<b>Total</b>				<b>2,073.40</b>		<b>1,149,758.75</b>

Blended hourly rate for attorneys is \$606.00

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MOTORS LIQUIDATION COMPANY., <u>et al.</u>	)	Chapter 11
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	)	Case No. 09-50026 (REG)
Debtors.	)	Jointly Administered
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TO: THE HONORABLE ROBERT E. GERBER  
UNITED STATES BANKRUPTCY JUDGE:

Kramer Levin Naftalis & Frankel LLP (the “**Applicant**” or “**Kramer Levin**”), counsel to the Official Committee of Unsecured Creditors (the “**Committee**”) of the above captioned as debtors and debtors-in-possession in these chapter 11 cases (collectively, the “**Debtors**”), hereby submits its second interim application (the “**Application**”), pursuant to sections 330(a) and 331 of title 11 of the United States Code (the “**Bankruptcy Code**”) and Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), for the allowance of compensation for the professional services performed by the Applicant for and on behalf of the Committee for the period commencing October 1, 2009, through and including January 31, 2010 (the “**Second Interim Fee Period**”), and for reimbursement of its actual and necessary expenses incurred during the Second Interim Fee Period. In support of the Application, the Applicant respectfully represents as follows:

### **PRELIMINARY STATEMENT**

1. Throughout the Second Interim Fee Period, the Applicant continued to play an integral role in the key activities critical to the outcome of these chapter 11 cases and has been fully devoted to representing the interests of the Committee and general unsecured creditors in all significant case matters.

2. As a result of the Sale Transaction, these estates currently hold New GM Stock and Warrants with an estimated market value of \$6-8 billion, as well as close to \$1 billion remaining in cash proceeds from a wind-down loan made by the United States Treasury to fund the wind-down of these estates. The Applicant's work in these cases has been focused on preserving the New GM Stock and Warrants for distribution to unsecured creditors and trying to ensure that distribution occurs as soon as is practicable in these cases. To that end, the Applicant

has been working with the Committee and the Debtors to construct a chapter 11 plan that is beneficial to unsecured creditors and protects the value of the New GM Stock and Warrants (as well as certain litigation claims) for unsecured creditors. The Applicant has also focused on the reconciliation, litigation and settlement of certain claims against these estates to ensure that the Debtors have adequate funds for all administrative and priority claims, and appropriately minimizes unsecured claims where appropriate.

3. The highlights of the Applicant's work during the Second Interim Fee Period are as follows:

- Researching and developing the outline for a liquidating trust for general unsecured claims;
- Reviewing, analyzing and conferring with the Debtors on environmental issues affecting the Debtors' properties and the attendant remediation costs;
- Exploring available insurance coverage to satisfy various types of claims against the Debtors' estates;
- Negotiating the implementation of an alternative dispute resolution procedure designed to expedite review and ultimate resolution of unsecured claims;
- Investigating various defenses to significant claims;
- Responding to over 2,000 distinct calls to the Committee's telephone hotline and to over 390 emails submitted through the Committee's website from general unsecured creditors;
- Coordinating post-Sale Transaction issues between the Debtors and New GM;
- Participating in Bankruptcy Court hearings on issues of importance to the administration of these cases; and
- Additional routine tasks typically required of Committee counsel, including, among other things, holding regular conferences with the Committee members regarding the status of these cases and financial affairs of the Debtors and reviewing and analyzing various motions and applications.

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

4. This Application has been prepared in accordance with the Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases adopted by the Court on November 29, 2009 (the “**Local Guidelines**”), the United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330, adopted on January 30, 1996 (the “**UST Guidelines**”), the Order Pursuant to sections 105(a) and 331 of the Bankruptcy Code, Bankruptcy Rule 2016(a) and Local Bankruptcy Rule 2016-1, Establishing Procedures for Interim Monthly Compensation for Professionals [Docket No. 1334] (the “**Interim Compensation Order**”) and the First Status Report of the Fee Examiner [Docket No. 5002] (the “**Fee Examiner Status Report**”) and collectively with the Interim Compensation Order, the Local Guidelines and UST Guidelines, the “**Guidelines**”). Pursuant to the Local Guidelines, a certification of Amy Caton regarding compliance with same is attached hereto as **Exhibit “A.”**

5. The Applicant seeks interim allowance of fees for professional services rendered during the Second Interim Fee Period in the aggregate amount of \$1,149,758.75 (the “**Second Interim Fees**”) and reimbursement of expenses incurred in connection with rendition of those services in the aggregate amount of \$31,383.31 (the “**Second Interim Expenses**”).

6. During the Second Interim Fee Period, the Applicant’s attorneys and paraprofessionals expended a total of 2,073.4 hours for which compensation is requested.

7. There is no agreement or understanding between the Applicant and any other person, other than members of the Applicant, for the sharing of compensation to be received for services rendered in these cases.

8. Except as otherwise set forth herein, the fees charged by the Applicant in these cases are billed in accordance with its existing billing rates and procedures set forth in the Application of the Committee to Employ Kramer Levin Naftalis & Frankel LLP [Docket No. 1744] in effect during the Second Interim Fee Period. Consistent with Kramer Levin's standard billing practices, the Applicant increased the hourly billing rates for its professionals effective January 1, 2010.<sup>4</sup> The billing rates the Applicant charges for the services rendered by its professionals and paraprofessionals in these chapter 11 cases (including increases thereof) are the same rates that the Applicant charges for professional and paraprofessional services rendered in comparable non-bankruptcy matters. Such fees are reasonable based on the customary compensation charged by comparably skilled practitioners in comparable non-bankruptcy cases in a competitive national legal market.

9. Pursuant to the UST Guidelines, annexed hereto as **Exhibit "B,"** is a schedule setting forth all professionals and paraprofessionals employed by the Applicant who have performed services in these chapter 11 cases during the Second Interim Fee Period, the capacities in which each such individual is employed by the Applicant, the department in which each individual practices, the year in which the individual was first licensed to practice law in the state of New York, the hourly billing rate charged by the Applicant for services performed by such individual and the aggregate number of hours expended and fees billed.

10. Annexed hereto as **Exhibit "C"** is a schedule specifying the categories of expenses for which the Applicant is seeking reimbursement, the total amount for each such expense category and a detailed listing of each of the expenses.

11. Pursuant to Section II.D of the UST Guidelines, annexed hereto as

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<sup>4</sup> Please note that the billing rate for Adam C. Rogoff increased effective December 1, 2009, consistent with his billing rate for other cases.

**Exhibit “D-1”** is a summary of the Applicant’s time billed during the Second Interim Fee Period, broken down by project categories as hereinafter described.

12. The Applicant maintains computerized records of the time spent by all of the Applicant’s attorneys and paraprofessionals in connection with the representation of the Committee. These detailed time records were submitted to the “Notice Parties” specified in the Interim Compensation Order as part of the Monthly Statements (defined below). Copies of the final detailed time records for the Second Interim Fee Period are annexed hereto as **Exhibit “D-2.”**

13. On November 16, 2009, the Applicant filed its first interim fee application [Docket No. 4459] (the “**First Interim Fee Application**”)<sup>5</sup> for the allowance of compensation for professional services rendered and for reimbursement of actual and necessary expenses incurred from June 3, 2009 through September 30, 2009 seeking interim allowance of fees in the aggregate amount of \$4,539,910.50 and the interim allowance of the reimbursement for actual and necessary expenses in the amount of \$85,047.77. A hearing on the First Interim Fee Application is scheduled for April 29, 2010.

14. Since the commencement of these cases, the Applicant has provided the appropriate notice parties with a monthly fee statement for each month for which compensation was sought. During the Second Interim Fee Period, the Applicant provided the appropriate notice parties with the following monthly fee statements:

- For October 1, 2009 through October 31, 2009, fees of \$488,796.00 and expenses of \$11,420.29 (“**October Statement**”);
- For November 1, 2009 through November 30, 2009, fees of \$335,708.75 and expenses of \$5,661.20 (“**November Statement**”);

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<sup>5</sup> Capitalized terms not otherwise defined herein shall have the meaning ascribed to them in the First Interim Fee Application.

- For December 1, 2009 through December 31, 2009, fees of \$212,589.00 and expenses of \$11,909.93 (“**December Statement**”); and
- For January 1, 2010 through January 31, 2010, fees of \$113,068.00 and expenses of \$3,365.59 (“**January Statement**” and together with the October Statement, the November Statement and the December Statement, collectively, “**Monthly Statements**”).

15. In total, the Applicant has submitted Monthly Statements during the Second Interim Fee Period for fees of \$1,150,161.75 and expenses of \$32,357.01. As of the date of this Application, no notice party has objected to the Applicant’s Monthly Statements for the Second Interim Fee Period.

16. Prior to the service of each Monthly Statement, the Applicant conducted an internal review of fees and expenses incurred during that month. As a result of such review, the Applicant determined to write off \$9,721.25 in fees and \$10,943.72 in expenses. The Monthly Statements reflected the reduced amount after write offs. In addition, prior to the filing of this Application, the Applicant conducted a further review and determined to write off an additional \$403.00 in fees and \$973.70 in expenses. Accordingly, the Applicant hereby seeks allowance of fees incurred for the Second Interim Fee Period in the amount of \$1,149,758.75, and the reimbursement of actual and necessary expenses incurred for the Second Interim Fee Period in the amount of \$31,383.31.

17. In accordance with the Interim Compensation Order, the Applicant sought payment for 80% of its fees and 100% of its expenses incurred, pursuant to each Monthly Statement filed with the Court. With respect to the October Statement, the Applicant received a payment of \$402,457.00, representing 80% of fees (\$391,036.71<sup>6</sup>) and 100% of expenses (\$11,420.29) requested. With respect to the November Statement, the Applicant received a

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<sup>6</sup> Please note that this amount is \$0.08 less than the amount requested.

payment of \$274,228.20, representing 80% of fees (\$268,567.00) and 100% of expenses (\$5,661.20). With respect to the December Statement, the Applicant received a payment of \$181,981.13, representing 80% of fees (\$170,071.20) and 100% of expenses (\$11,909.93). With respect to the January Statement, the Applicant has not yet received any payments.<sup>7</sup>

18. In total, therefore, pursuant to this Application, the Applicant respectfully requests that the Court enter an order approving the payments received pursuant to the Monthly Statements and directing the Debtors to pay the Applicant \$228,655.74, representing 20% of the Second Interim Fees (reflecting the deduction of the additional write-offs).

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

### **BACKGROUND**

20. On June 1, 2009 (the "**Petition Date**"), the Debtors filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code.<sup>8</sup> The Debtors continue to operate their business as debtors-in-possession pursuant to sections 1107 and 1108 of the Bankruptcy Code. The Debtors' cases are being jointly-administered.

21. On June 3, 2009 (the "**Formation Date**"), the United States Trustee for the Southern District of New York (the "**United States Trustee**") appointed the Committee consisting of fifteen members. The nine current members of the Committee are: (1) Wilmington

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<sup>7</sup> Kramer Levin anticipates receiving payment of 80% of fees and 100% of expenses for the January Statement by the hearing date on this Application.

<sup>8</sup> On October 9, 2009, two additional Debtor affiliates filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code.

Trust Company, (2) Law Debenture Trust Company of New York, (3) The Industrial Division of Communications Workers of America, AFL-CIO, (4) International Union, United Automobile Aerospace and Agricultural Implement Workers of America, (5) United Steel, Paper and Forestry, Rubber, Manufacturing, Energy, Allied Industrial and Service Workers International Union, (6) Inteva Products, LLC, (7) Serra Chevrolet of Birmingham, Inc, (8) Genoveva Bermudez, and (9) Kevin Schoenl.<sup>9</sup>

22. On the Formation Date, the Committee selected the Applicant as its general bankruptcy counsel. Immediately thereafter, the Applicant commenced rendering legal services to the Committee, pending the approval of its retention by this Court. By the order of this Court dated July 1, 2009 [Docket No. 2854] (the “**Retention Order**”), the Applicant’s retention was approved *nunc pro tunc* to June 3, 2009, pursuant to section 1103 of the Bankruptcy Code.

### **SUMMARY OF LEGAL SERVICES RENDERED**

23. During the Second Interim Fee Period, the Applicant’s efforts were largely focused on coordinating with the Debtors and the other interested parties on key issues concerning the orderly wind down of the Debtors’ estates. The legal services rendered by the Applicant during the Second Interim Fee Period are summarized below. The following summary is not a detailed description of the work performed, as the day-to-day services and the time expended in performing such services are fully set forth in the detailed time records. Rather, in compliance with the UST Guidelines, the following summary highlights certain areas in which services were rendered by the Applicant to and for the benefit of the Committee, and identifies

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<sup>9</sup> As a result of the consummation of the Sale Transaction, five Committee members – Pension Benefit Guaranty Corporation, Interpublic Group, Paddock Chevrolet, Saturn of Hempstead, Inc. and DENSO International America, Inc. – have resigned from the Committee. As a result of being appointed to the asbestos committee, Mark Butita was removed from the Committee.



some of the issues to which the Applicant devoted significant time and efforts during the Second Interim Fee Period.

24. The summary is divided according to the project billing codes that the Applicant created to best reflect the categories of tasks that it was required to perform in connection with these chapter 11 cases. Nevertheless, under the circumstances, and given the interconnectedness of all the issues in these chapter 11 cases, certain of these categories may overlap with each other.

25. The Applicant respectfully submits that its services throughout the Second Interim Fee Period warrant this Court's approval of its requested fees and expenses, including the payment of the 20% "hold-back" of the Second Interim Fees.

**A. Case Administration**  
**Billing Code: 00001**  
**(Fees: \$44,759.00/Hours Billed: 75.3)**

26. During the Second Interim Fee Period, the Applicant continued to keep abreast of the information, schedules, motions and other pleadings filed in the Debtors' bankruptcy cases. The Applicant devoted a significant amount of time to the administrative tasks necessary for the efficient day-to-day management of these cases, including, but not limited to: internal organizational meetings; maintaining a work-in-progress report detailing the status of current pending items; monitoring calendars of critical dates; routine communications and correspondences; monitoring the case docket on a daily basis; continuously updating files in connection with the Debtors' bankruptcy cases; and maintaining contact sheets and e-mail macros for Committee members.

27. In performing the above tasks, to conserve costs, the Applicant utilized paraprofessionals whenever possible to perform administrative non-legal tasks. Such

paraprofessional fees were incurred directly in connection with the administration of the case and were necessary and appropriate to deal with the volume of documents involved in these cases.

**B. General Adversary Proceedings**

**Billing Code: 00002**

**(Fees: \$3,723.50/Hours Billed: 8.0)**

28. During the Second Interim Fee Period, the Committee, through Butzel Long as conflicts counsel, continued its adversary proceeding against the Prepetition Term Loan Lenders investigating the perfection of certain liens. This lawsuit is potentially a valuable asset that, pursuant to the terms of the Final DIP Order, belongs to unsecured creditors. The Applicant continues to work with Butzel Long to analyze and monitor this adversary proceeding and to be available to answer any inquiries of Committee members.

29. In addition, the Applicant monitored the adversary proceeding commenced by the Saturn class action against New GM. In connection with this adversary proceeding, the Applicant reviewed, analyzed and summarized the underlying complaint as well as the other pleadings filed in connection therewith.

**C. Automatic Stay Matters/Relief**

**Billing Code: 00003**

**(Fees: \$60,066.50/Hours Billed: 111.0)**

30. During the Second Interim Fee Period, the Applicant reviewed, analyzed, summarized and provided recommendations to the Committee with respect to the legal and financial aspects of motions filed by third parties to obtain relief from the automatic stay.

31. In addition, the Applicant focused its attention on the automatic stay issues surrounding the Debtors' involvement in another debtor's bankruptcy case: Bill Heard Enterprises (a GM dealership franchisee) (the "**Bill Heard Debtors**") filed for chapter 11 protection in the Bankruptcy Court of the Northern District of Alabama (the "**Alabama Bankruptcy Court**") in September 2008. Prior to the Debtors' Petition Date, the Alabama

Bankruptcy Court ordered General Motors to transfer certain funds into escrow in which the Debtors, New GM, GMAC (which provided floor plan financing to the Bill Heard Debtors) and the Bill Heard Debtors all ultimately claimed an interest in. In August 2008, after the Debtors and the Committee began investigating these transfers, GMAC filed an adversary proceeding against the Debtors and New GM in the Alabama Bankruptcy Court seeking a declaratory judgment that the transfers were not avoidable and that the adversary proceeding did not violate the automatic stay in the General Motors Debtors' bankruptcy cases. The Committee actively negotiated a settlement agreement among all the interested parties by which the Debtors' estates received a portion of the escrowed funds on account of the potential avoidable transfers. In addition, the Applicant has consulted with the Debtors on other automatic stay issues involving the Bill Heard Debtors.

**D. Insurance and Other Business Issues**  
**Billing Code: 00004**  
**(Fees: \$132,757.50/Hours Billed: 217.6)**

32. During the Second Interim Fee Period, the Debtors approached the Committee to address various insurance issues. The Debtor maintains various primary and excess insurance policies providing various avenues of coverage. Over the course of the past several months, the Committee has reviewed each of the policies and discussed the relevant terms of each with the Committee for purposes of determining whether such policies have value. The Committee has met with the Debtors and various other professionals to discuss not only the existing policies, but also additional policies that will be needed on a going-forward basis in order to provide the Debtors with appropriate coverage throughout its liquidation process.

33. In addition, during the Second Interim Fee Period, the Applicant devoted time to other business issues, including relocation of the Debtors' headquarters.

**E. Meetings With Debtors/Other Major Constituents**  
**Billing Code: 00005**  
**(Fees: \$55,772.50/Hours Billed: 81.2)**

34. During the Second Interim Fee Period the Applicant was actively involved in negotiating and consulting with the Debtors and other key constituencies on wind down operations, including assessing environmental concerns, international issues, asbestos and product liability claims, and developing the details of a plan of liquidation. These negotiations required the Applicant's participation on several conference calls and in-person meetings with the Debtors' professionals. In particular, the Committee professionals met with the Debtors' professionals on October 13, 2009 and December 15, 2009. In addition, on January 7, 2010, the Applicant attended a meeting with the full Committee, the Debtors and their professionals. During this meeting, the parties spent several hours discussing the claims reconciliation process and outline for a plan of liquidation. Moreover, to adequately prepare for such negotiations and strategize about the Debtors' cases generally, the Applicant spent time coordinating, and preparing for such meetings with the Committee and the Committee's and Debtors' professionals.

**F. DIP Financing/Cash Collateral**  
**Billing Code: 00006**  
**(Fees: \$20,816.00/Hours Billed: 37.5)**

35. During the Second Interim Fee Period, the Applicant reviewed the debtor-in-possession loan agreement and conducted an analysis of the collateral under this agreement. In conjunction with this analysis, the Applicant researched applicable law under the Uniform Commercial Code relating to proceeds of avoidance actions and continued to review the Amended DIP Credit Agreement for various logistical questions relating to the Debtors' financing.

**G. Claims Administration and Objections**  
**Billing Code: 00007**  
**(Fees: \$186,368.50/Hours Billed: 324.3)**

36. During the Second Interim Fee Period, the Applicant devoted a significant amount of time to researching and analyzing optimal procedures for estimation and ultimate resolution of unsecured claims. The Applicant researched applicable precedent regarding estimation procedures for the various types of claims against the Debtors' estates. In addition, the Applicant analyzed and negotiated the terms of the proposed alternative dispute resolution procedures designed to expedite and streamline the claims reconciliation process. The Applicant began drafting a statement in support of the proposed alternative dispute resolution procedures.

37. The Applicant has worked closely with its financial advisors, FTI Consulting, Inc., and the Debtors to monitor the claims reconciliation process. In connection with the general bar date for the four original Debtors (which expired on November 30, 2009), certain holders of GM Nova Scotia bonds filed a motion seeking to either be excused from filing a proof of claim on account of a guarantee claim against the Debtors or, in the alternative, asking that the motion be deemed a proof of claim for the guarantee claim. The Applicant reviewed and analyzed this motion and ultimately filed an objection to this motion on behalf of the Committee. The Applicant has spent a significant amount of time analyzing the various issues regarding the GM Nova Scotia bonds, including reviewing and analyzing the underlying documents and researching applicable law on the enforceability of claims filed in connection with the GM Nova Scotia bonds.

38. The Applicant reviewed and commented on several motions for additional bar dates in the Debtors' bankruptcy cases (with regard to property claims and for the two additional Debtors that filed for bankruptcy on October 9, 2009).

**H. Corporate & Securities Matters**  
**Billing Code: 00008**  
**(Fees: \$4,514.00/Hours Billed: 8.5)**

39. During the Second Interim Fee Period, the Applicant spent time reviewing and analyzing the amended and restated warrants in connection with the corporate re-naming of New GM.

**I. Creditor Communications**  
**Billing Code: 00009**  
**(Fees: \$81,084.50/Hours Billed: 211.7)**

40. During the Second Interim Fee Period, the Applicant spent a significant amount of time discharging its duties under section 1102 of the Bankruptcy Code, providing general information to and answering specific questions, calls, e-mails and letters from thousands of concerned general unsecured creditors on a variety of issues related to the Debtors bankruptcy cases.

41. The Applicant maintained its website with Epiq Bankruptcy Solutions at [www.motorsliquidationcreditorscommittee.com](http://www.motorsliquidationcreditorscommittee.com) (the “**Committee Website**”), which was created to ease the administrative burden of communicating with thousands of creditors. The Applicant spent time continually updating the Committee Website, which contained general case information, frequently asked questions and answers, a chapter 11 overview, information on buying and selling claims, the deadlines and forms for filing proofs of claim in the Debtors’ bankruptcy cases, the contact information for the primary parties in the Debtors’ bankruptcy cases, and access to key court documents in the Debtors bankruptcy cases.

42. Creditors may submit questions through either an e-mail inquiry form (maintained through the Committee Website) or the dedicated General Motors Committee

hotline. During the Second Interim Fee Period, the Applicant responded to approximately 390 e-mails, approximately 2,000 telephone calls and scores of faxes and letters.

**J. Committee Meetings/Communications**

**Billing Code: 00010**

**(Fees: \$40,018.00/Hours Billed: 70.3)**

43. During the Second Interim Fee Period, the Applicant conducted monthly meetings with the members, either in-person or telephonically, to keep them up to speed on current issues in the bankruptcy cases and to discuss, analyze and vote on Committee positions with respect to certain matters requiring the Committee's stance. At such meetings, the Applicant updated the Committee members on important events in the Debtors' bankruptcy cases and answered Committee members' questions and concerns.

44. The Applicant also drafted agendas of the matters to be discussed and prepared materials to be reviewed in connection with each meeting. The Applicant took the minutes of each meeting, which were then subsequently approved by the Committee. When appropriate, in lieu of in-person or telephonic meetings, the Applicant corresponded with the Committee members electronically.

**K. Employee Benefits/Labor Issues**

**Billing Code: 00011**

**(Fees: \$15,087.50/Hours Billed: 28.3)**

45. As discussed in the First Interim Fee Application, the Applicant devoted a significant amount of time to the negotiation and ultimate settlement among the Debtors, the IUE-CWA, USW and certain other unions over modification of health care benefits. During the Second Interim Fee Period, the Applicant finalized a memorandum to the Committee regarding its recommendation on the proposed settlement. In addition, in the days leading up to a hearing on the proposed settlement, the Applicant reviewed and commented on the proposed order and

analyzed additional issues relating to apportionment of the allowed claim among the various unions.

**L. Environmental Issues**

**Billing Code: 00015**

**(Fees: \$98,747.00/Hours Billed: 184.3)**

46. As discussed in the First Interim Fee Application, the identification, analysis and appropriate resolution of the material environmental claims against the Debtors' remaining properties constitutes a major aspect of these cases and a potential hurdle to confirmation of a chapter 11 plan. During the Second Interim Fee Period, the Applicant devoted a significant amount of time to reviewing the environmental liabilities associated with the Debtors' various manufacturing sites left behind in the wake of the Sale Transaction. The Debtors owned and operated over 200 properties that were left behind following the Sale Transaction. The Applicant has put together a small team of environmental lawyers to better understand the Debtors' environmental liabilities and participate in negotiations and monitoring the Debtors' efforts. Together with FTI, the Applicant, organized and participated in various conference calls with the Debtors and their environmental consultants in order to understand the costs of environmental remediation on a site-by-site basis. In addition, the Applicant researched the Debtors' potential unsecured liability for various superfund sites.

47. Following the passage of the bar date, the Applicant reviewed and analyzed the various environmental claims filed against the Debtors' estates.

48. Finally, the Applicant analyzed and commented on the environmental issues contained in chapter 11 plan term sheets exchanged between the Debtors and the Committee.



**M. Hearings**  
**Billing Code: 00016**  
**(Fees: \$29,511.00/Hours Billed: 57.9)**

49. During the Second Interim Fee Period, the Court held eleven hearings, both omnibus and special hearings, with respect to a myriad of issues related to the Debtors' bankruptcy cases. The Applicant spent a significant amount of time preparing for and participating in the following hearings:

- the hearings regarding new debtor filing by REALM and ENCORE;
- the hearing with respect to the union settlement;
- the hearing with respect to the Saturn class action restraining order;
- the hearing with respect to the motion of certain noteholders to modify the Bar Date Order;
- several omnibus hearings with respect to claims objections, automatic stay matters and rejection motions.

50. The Applicant also spent a significant amount of time resolving disputes relating to these various matters prior to certain of the hearings to ensure that relief could be obtained for the benefit of the Debtors' estates in a consensual and efficient manner.

51. In addition to the Applicant's participation at the various hearings, the Applicant devoted time to reviewing hearing agendas and preparation of hearing binders and other documents required for each hearing conducted before the Court.

**N. Executory Contracts/Leases**  
**Billing Code: 00018**  
**(Fees: \$22,203.50/Hours Billed: 29.0)**

52. During the Second Interim Fee Period, the Applicant reviewed and summarized for the Committee the material terms of the Debtors' numerous motions rejecting the executory contracts and leases pursuant to section 365 of the Bankruptcy Code. In particular, the Applicant spent time reviewing and analyzing JSSI contract issues and a stipulation to

assume and assign the ACE insurance policy. Each of these transactions implicated issues with New GM and the Committee reviewed these transactions carefully to ensure that there were no potential conflicts between the Debtors' estates and New GM's interests.

**O. Fee Application/Monthly Invoices**

**Billing Code: 00019**

**(Fees: \$52,901.00/Hours Billed: 139.6)**

53. During the Second Interim Fee Period, the Applicant prepared, reviewed and served each of the Monthly Statements and the First Interim Fee Application in accordance with the Order Establishing Procedures for Interim Monthly Compensation for Professionals.

54. In addition, the Applicant actively participated in the search for and retention of a fee examiner, which required consultation with the Committee, the Debtors, Debtors' counsel and the United States Trustee.

**P. Appellate Issues**

**Billing Code: 00022**

**(Fees: \$8,291.50/Hours Billed: 17.2)**

55. During the Second Interim Fee Period, the Applicant monitored and updated the Committee with respect to pending appeals to the Sale Transaction.

**Q. Tax Issues**

**Billing Code: 00023**

**(Fees: \$13,879.50/Hours Billed: 19.9)**

56. During the Second Interim Fee Period, the Applicant analyzed and commented on the tax issues contained in the chapter 11 plan term sheet. In addition, the Applicant engaged in discussions with the Debtors on the potential submission of private letter rulings to the Internal Revenue Service relating to a chapter 11 plan.

**R. International Issues**  
**Billing Code: 00025**  
**(Fees: \$49,774.00/Hours Billed: 80.6)**

57. During the Second Interim Fee Period, the Applicant spent a significant amount of time analyzing issues involved GM Strasbourg, a non-Debtor subsidiary of Motors Liquidation Company in France. The Applicant met with the Debtors to explore potential transactions for GM Strasbourg. In addition, the Applicant researched the Debtors' potential exposure to liability arising from GM Strasbourg.

**S. Retention of Professionals**  
**Billing Code: 00026**  
**(Fees: \$5,846.50/Hours Billed: 8.9)**

58. As discussed in the First Interim Fee Application, the Applicant spent a significant amount of time reviewing, analyzing and researching the application to retain Evercore Group, LLC ("**Evercore**") as the Debtors' financial advisor. During the Second Interim Fee Period, the Applicant finalized the negotiated modifications to the terms of Evercore's retention.

59. In addition, during the Second Interim Fee Period, the Applicant reviewed supplemental declarations filed by certain of the Debtors' professionals and reviewed the Debtors' applications to retain additional professionals.

**T. Plan and Disclosure Statement**  
**Billing Code: 00027**  
**(Fees: \$74,798.50/Hours Billed: 116.5)**

60. During the Second Interim Fee Period, the Applicant spent a significant amount of time analyzing and preparing models for potential plan structures. The Applicant researched applicable corporate securities law and bankruptcy law and developed a draft term sheet outlining the terms of a liquidating trust for general unsecured claims.

61. In January 2010, the Committee received a draft chapter 11 plan term sheet. The Applicant reviewed and analyzed the term sheet and began preparing a list of plan issues. In addition, as described in other sections of the Application, the Applicant analyzed the tax and environmental implications of the plan term sheet.

**U. Travel**

**Billing Code: 00031**

**(Fees: \$3,818.75/Hours Billed: 6.0)**

62. The non-working travel matter includes time for traveling to and from various destinations as part of its representation of the Committee, including, but not limited to, this Court for hearings, the offices of Weil Gotshal and Manges, LLP (as bankruptcy counsel to the Debtors) for meetings with the Debtors, and 80 Broad Street for the 341 meeting. The Applicant has agreed that non-working travel time will be billed at 50% and the billed time reflects this reduction.

**V. Motions**

**Billing Code: 00032**

**(Fees: \$20,259.50/Hours Billed: 44.7)**

63. During the Second Interim Fee Period, the Applicant, in consultation with the Committee's financial advisor, reviewed, analyzed, summarized and provided recommendations to the Committee with respect to the legal and financial aspects of the motions filed by the Debtors and other parties-in-interest in these cases. To adequately assert the Committee's positions, the Applicant, when directed to do so by the Committee, prepared formal and informal responses or negotiated a resolution on behalf of the Committee. In each case, every effort was made to resolve disputes efficiently and consensually. As a result, the Committee participated in relatively few contested proceedings in these cases.

64. In addition to the specific motions discussed in other sections of this Application, during the Second Interim Fee Period, the Applicant focused on the following types

of motions: motions/stipulations to lift or modify the automatic stay, motions to compel production pursuant to Bankruptcy Rule 2004 and motions for administrative expense claims.

**W. Tort/Asbestos Issues**

**Billing Code: 00035**

**(Fees: \$37,814.00/Hours Billed: 79.4)**

65. During the Second Interim Fee Period, the Applicant explored available means to establish representatives for the present and future asbestos claimants. The Applicant researched and drafted a memorandum for the Committee on the purpose of a future claims representative. In addition, the Applicant engaged in numerous discussions with the asbestos representative on the Committee, the Debtors and the United States Trustee on the need to appoint a present asbestos representative. As a result of these various discussions, in March 2010 the United States Trustee appointed a present asbestos committee and the Debtors filed a motion to retain a futures asbestos representative.

**X. Other Asset Sales and Analysis**

**Billing Code: 00040**

**(Fees: \$10,566.50/Hours Billed: 16.7)**

66. During the Second Interim Fee Period, the Applicant, reviewed and analyzed the draft purchase agreement to sell property in Wilmington, Delaware.

**Y. Wind Down Issues**

**Billing Code: 00041**

**(Fees: \$76,380.00/Hours Billed: 99.0)**

67. Following the closing of the Sale Transaction, the Applicant devoted time to following up on a variety of case issues relating to the orderly wind-down of the Debtors' estates. Specifically, the Applicant conferred with counsel to the Debtors on a regular basis as to the status of recently filed motions, potential assets sales and upcoming hearings. The Applicant coordinated internally and with the Debtors on a regular basis to ensure that Committee members were apprised of any relevant matters in an efficient and timely basis.

## STATEMENT OF KRAMER LEVIN

68. The foregoing professional services performed by the Applicant were appropriate and necessary. They were in the best interests of creditors, the Debtors and other parties-in-interest. Compensation for the foregoing services as requested is commensurate with the complexity, importance and nature of the problems, issues or tasks involved. The professional services were performed in an appropriately expeditious and efficient manner.

69. The professional services performed by the Applicant on behalf of the Committee during the Second Interim Fee Period required an aggregate expenditure of 2,073.4 recorded hours by the Applicant's members, counsel, associates and paraprofessionals. Of the aggregate time expended, 636.4 recorded hours were expended by partners and counsel of the Applicant, 1,127.0 recorded hours were expended by associates, and 310.0 recorded hours were expended by paraprofessionals of the Applicant.

70. During the Second Interim Fee Period, the Applicant's hourly billing rates for attorneys ranged from \$385 to \$950 per hour. Non-working travel time was billed at 50%. Allowance of compensation in the amount requested would result in a blended hourly billing rate for attorneys of approximately \$606.00 per hour (based upon 1763.4 recorded hours for attorneys at the Applicant's regular billing rates in effect at the time of the performance of services), and a total blended hourly billing rate for the Applicant's members, counsel, associates, and paraprofessionals of \$554.53. Such fees are reasonable based on the customary compensation charged by comparably skilled practitioners in comparable bankruptcy cases in a competitive national legal market. As noted, attached hereto in Exhibit "B" is a schedule listing each the Applicant professional and paraprofessional who performed services in these cases during the

Second Interim Fee Period, the hourly rate charged by the Applicant for services performed by each individual and the aggregate number of hours and charges by each individual.

**ACTUAL AND NECESSARY DISBURSEMENTS OF KRAMER LEVIN**

71. As set forth in Exhibit “C” hereto, the Applicant has disbursed \$31,383.31 as expenses incurred in providing professional services during the Second Interim Fee Period. Pursuant to the Applicant’s policies (which we believe are comparable to those of other New York City law firms), the Applicant has (and will continue) to pay certain expenses of professionals who work past 8:00 p.m. and on weekends and holidays in the service of its clients. For example, the Applicant seeks reimbursement for up to \$20 in meal charges for late-working professionals in accordance with the UST Guidelines and the Fee Examiner Status Report.<sup>10</sup> The Applicant’s regular practice is not to include components for those charges in overhead when establishing billing rates and to charge its clients for these and all other out-of-pocket disbursements incurred during the regular course of the rendition of services. These expenses are routinely billed to and paid by the Applicant’s clients, who recognize the efficiency of having a few professionals working long hours, with increased disbursements, as opposed to larger and less efficient teams.

72. However, the Applicant has adopted more stringent guidelines and procedures for the Debtors’ bankruptcy cases. For example, the Applicant determined that its average car service expense is approximately \$75 per trip and determined that it will not seek reimbursement of car service charges for late-working professionals to the extent that such charges exceed the \$75 average – that is, where the charge is less than \$75, the Applicant seeks

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<sup>10</sup> To the extent the cost of the meal was over \$20, the Applicant has limited its request for reimbursement to \$20. In applying such guidelines during the Second Interim Fee Period, the Applicant did not request reimbursement relating to meal expenses incurred in the amount of \$253.71.

reimbursement of the actual charge, and where the charge exceeds \$75, the Applicant limits its request for reimbursement to \$75.

73. With respect to photocopying expenses, the Applicant charged \$0.10 per page. The Applicant does not charge for facsimile transmissions, other than the cost of long distance facsimiles at applicable toll charge rates, which invariably are less than \$1.25 per page as permitted by the Guidelines. Each of these categories of expenses does not exceed the maximum rate set by the Guidelines. These charges are intended to cover the Applicant's direct operating costs, which costs are not incorporated into the Applicant's hourly billing rates. Only clients who actually use services of the types set forth in Exhibit "C" are separately charged for such services. The effect of including such expenses as part of the hourly billing rates would impose that cost upon clients who do not require extensive photocopying and other facilities and services. The amount of the standard photocopying charge is intended to allow the Applicant to cover the related expenses of its photocopying service. A determination of the actual expenses per page for photocopying, however, is dependent on both the volume of copies and the total expenses attributable to photocopying on an annual basis.

74. In addition, due to the location of Committee members, long-distance telephone calls were required. On several occasions, overnight delivery of documents and other materials was required. On other occasions, in-person meetings were required. These disbursements are not included in the Applicant's overhead for the purpose of setting billing rates.

75. The Applicant has made every effort to minimize its disbursements in these cases. The actual expenses incurred in providing professional services were absolutely necessary, reasonable, and justified under the circumstances to serve the needs of the Committee.



**THE REQUESTED COMPENSATION SHOULD BE ALLOWED**

76. Section 331 of the Bankruptcy Code provides for interim compensation of professionals and incorporates the substantive standards of section 330 to govern the Court's award of such compensation. 11 U.S.C. § 331. Section 330 provides that a court may award a professional employed under section 328 of the Bankruptcy Code "reasonable compensation for actual necessary services rendered . . . and reimbursement for actual, necessary expenses." 11 U.S.C. § 330(a)(1). Section 330 also sets forth the criteria for the award of such compensation and reimbursement:

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

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

11 U.S.C. § 330(a)(3).

77. Here, the Applicant respectfully submits that the services for which it seeks compensation in this Application were, at the time rendered, believed to be necessary for,

beneficial to, and in the best interests of, the Committee. The Applicant further submits that the compensation requested herein is reasonable in light of the nature, extent, and value of such services to the Committee. The services rendered by the Applicant were consistently performed in a timely manner commensurate with the complexity, importance, and nature of the issues involved. The Applicant respectfully submits that approval of the compensation sought herein is warranted.

**NOTICE**

78. Notice of this Application has been provided in accordance with the Interim Compensation Order and the Fee Examiner Status Report. Because of the nature of the relief requested, the Committee submits that such notice is sufficient and that no further notice of the relief requested in the Application need be given to any party.

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**CONCLUSION**

WHEREFORE, the Applicant respectfully requests that the Court enter an order (i) awarding the Applicant the interim allowance of (a) fees for the Second Interim Fee Period in the aggregate amount of \$1,149,758.75, and (b) the reimbursement for actual and necessary expenses the Applicant incurred during the Second Interim Fee Period in the amount of \$31,383.31; (ii) authorizing and directing the Debtors to pay the Applicant \$228,655.74, representing all unpaid amounts for the Second Interim Fee Period; and (iii) granting such other relief as is just.

Dated: March 17, 2010  
New York, New York

/s/ Amy Caton  
Amy Caton

KRAMER LEVIN NAFTALIS & FRANKEL LLP  
Thomas Moers Mayer  
Adam C. Rogoff  
Amy Caton  
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*Counsel for the Official Committee of Unsecured  
Creditors of Motors Liquidation Co., (f/k/a  
General Motors Corp.) et al.*

## DECLARATION OF SERVICE

I, Jennifer Sharret, hereby declare, pursuant to 28 U.S.C. § 1746, that on March 17, 2010, I caused a true and complete copy of the *Second Interim Application of Kramer Levin Naftalis & Frankel LLP, as Counsel for the Official Committee of Unsecured Creditors, for Allowance of Compensation for Professional Services Rendered and for Reimbursement of Actual and Necessary Expenses Incurred for the Period from October 1, 2009 through January 31, 2010* to be served via email or overnight delivery or next-day hand-delivery upon (i) the Debtors, Motors Liquidation Company, (Attn. Ted Stenger), 300 Renaissance Center, Detroit, Michigan 48265; (ii) Weil, Gotshal & Manges LLP, counsel to the Debtors, (Attn. Stephen Karotkin, Esq. and Joseph Smolinsky, Esq.) 767 Fifth Avenue New York, New York 10153; (iii) the U.S Trustee, 33 Whitehall Street, 21st Floor, New York, New York 10004 (Attn.: Diana G. Adams, Esq.); (iv) The Honorable Robert E. Gerber, Chambers, United States Bankruptcy Court, Southern District of New York, One Bowling Green, New York, NY 10004-1408; (v) the Fee Examiner, Brady C. Williamson, Godfrey & Kahn S.C., One East Main Street, Suite 500, Madison, Wisconsin 53703; and (vi) the Chair of the Committee, David Vanaskey, Jr., Wilmington Trust Company.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Dated: March 17, 2010  
New York, New York

/s/ Jennifer Sharret  
Jennifer Sharret

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*Counsel for the Official Committee of Unsecured  
Creditors of Motors Liquidation Co., (f/k/a  
General Motors Corp.) et al.*

**EXHIBIT A**

**Certification of Amy Caton**

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*Counsel for the Official Committee of Unsecured  
Creditors of Motors Liquidation Co., (f/k/a General Motors Corp.) et al.*

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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

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**CERTIFICATION UNDER GUIDELINES FOR FEES AND  
DISBURSEMENTS FOR PROFESSIONALS IN RESPECT  
OF SECOND APPLICATION OF KRAMER LEVIN  
NAFTALIS & FRANKEL LLP FOR INTERIM  
COMPENSATION AND REIMBURSEMENT OF EXPENSES**

I, Amy Caton, hereby certify that:

1. I am a member of Kramer Levin Naftalis & Frankel LLP (the “Applicant”), with responsibility for the Official Committee of Unsecured Creditors (the “Committee”) of the Debtors bankruptcy cases of Motors Liquidation Company, (f/k/a General Motors Corp.) et al. as debtors and debtors-in-possession in the Debtors bankruptcy cases (collectively, the “Debtors”), and I submit this second application for interim compensation in compliance with the Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases adopted by the Court on November 29, 2009 (the “Local Guidelines”), the United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330, adopted on

January 30, 1996 (the “UST Guidelines”), and the Order Pursuant to sections 105(a) and 331 of the Bankruptcy Code, Bankruptcy Rule 2016(a) and Local Bankruptcy Rule 2016-1, Establishing Procedures for Interim Monthly Compensation for Professionals [Docket No. 3711] (the “Interim Compensation Order”) and, collectively with the Local Guidelines and UST Guidelines, the “Guidelines”).

2. This certification is made in respect of the Applicant’s application, dated March 17, 2010 (the “Application”), for interim compensation and reimbursement of expenses for the period commencing October 1, 2009 through and including January 31, 2010 (the “Second Interim Fee Period”) in accordance with the Guidelines.

3. In respect of section A.1 of the Local Guidelines, I certify that:

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

4. In respect of section A.2 of the Local Guidelines and as required by the Interim Compensation Order, I certify that the Applicant has complied with the provision requiring it to provide the appropriate notice parties, on a monthly basis, with a statement of the Applicant’s fees and disbursements accrued during the previous month, as set forth in the Interim Compensation Order.



5. In respect of section A.3 of the Local Guidelines, I certify that counsel for the Debtors, the United States Trustee for the Southern District of New York and the Chair of the Committee are each being provided with a copy of this Application.

Dated: March 17, 2010  
New York, New York

/s/ Amy Caton  
Amy Caton

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*Counsel for the Official Committee of Unsecured  
Creditors of Motors Liquidation Co., (f/k/a  
General Motors Corp.) et al.*

## **EXHIBIT B**

### **Summary of Professionals**

<u>Timekeeper Name</u>	<u>Department</u>	<u>Year Admitted to the Bar</u>	<u>Title</u>	<u>Hours<sup>11</sup></u>	<u>Rate<sup>12</sup></u>	<u>Amount</u>
Bentley, Philip	Bankruptcy	1985	Partner	0.20	760	152.00
Caton, Amy	Bankruptcy	2000	Partner	125.00	680/710	85,396.00
Dienstag, Abbe L.	Corporate	1983	Partner	9.00	715	6,435.00
Fisher, David J	Corporate	1985	Partner	2.80	835	2,338.00
Godman, James P.	Real Estate	1991	Partner	0.50	710	355.00
Herzog, Barry	Tax	1992	Partner	14.00	750/785	10,657.50
Kaufman, Philip	Litigation	1977	Partner	9.60	810	7,776.00
Krouner, Shari K.	Corporate	1985	Partner	2.50	715	1,787.50
Lutgens, Christine	Employee Benefits	2000	Partner	0.30	810	243.00
Mayer, Thomas Moers	Bankruptcy	1982	Partner	36.20	930/950	33,825.00
Reznick, Allan E.	Corporate	1982	Partner	92.30	775/795	71,900.50
Rogoff, Adam C	Bankruptcy	1989	Partner	253.00	795/850	202,554.00
Schmidt, Robert T.	Bankruptcy	1990	Partner	3.20	735	2,352.00
Stevenson, John A.	Paris	n/a	Partner	17.20	685	11,782.00
Trachtman, Jeffrey S.	Litigation	1985	Partner	6.30	760	4,788.00
Warren, Charles S	Environment	1965	Partner	37.60	735/770	27,996.50
Arrighi, Fabienne	Paris	n/a	Counsel	3.30	475	1,567.50
Fein, Michael	Real Estate	1994	Spec Counsel	7.50	690	5,175.00
Grossman, Aviva L.	Financial Services	1985	Spec Counsel	10.50	675	7,087.50
Stoopack, Helayne O.	Tax	1982	Spec Counsel	5.40	700/715	3,813.00
Barlekamp, Jeffrey	Bankruptcy	2009	Associate	7.10	440	3,124.00

<sup>11</sup> Please note that non-working travel time is billed at 50%.

<sup>12</sup> Consistent with the Applicant's billing practices, professionals' billing rates increased on January 1, 2010.

<u>Timekeeper Name</u>	<u>Department</u>	<u>Year Admitted to the Bar</u>	<u>Title</u>	<u>Hours<sup>11</sup></u>	<u>Rate<sup>12</sup></u>	<u>Amount</u>
Blades, Melissa	Tax	2005	Associate	4.50	560/585	2,575.00
Carruzzo, Fabien	Corporate	2005	Associate	9.20	585	5,382.00
Cho, Dannie	Litigation	2009	Associate	12.80	440	5,632.00
Daggan, Clinton N	Environment	n/a	Associate	91.90	385/390	35,409.00
Daniels, Elan	Bankruptcy	2009	Associate	3.80	560	2,128.00
Errea, Julia B	Corporate	2007	Associate	12.30	520	6,396.00
Finger, Toni	Environment	2000	Associate	1.30	660	858.00
Folb, Kerri	Corporate	2001	Associate	51.10	650/680	33,392.00
Freedman, Alexander J	Corporate	2006	Associate	0.40	560	224.00
Friedman, Joshua	Bankruptcy	n/a	Associate	151.50	385/390	58,357.50
Fuller, Megan	Corporate	n/a	Associate	58.90	385/390	22,710.00
Katz, Alyssa R	Corporate	2007	Associate	0.70	520	364.00
Little, Joshua R	Corporate	2008	Associate	4.10	485	1,988.50
Macksoud, Lauren M	Bankruptcy	2004	Associate	234.25	600/630	141,117.00
Nahoum, Gariel	Corporate	2009	Associate	23.20	455	10,556.00
Neuthaler, Howard	Individual Client Group	1999	Associate	1.00	640	640.00
Plotko, Gregory G	Bankruptcy	1999	Associate	114.20	665	75,943.00
Rabinovich, Russ	Real Estate	2001	Associate	3.00	635	1,905.00
Rokeach, Tzvi	Real Estate	1999	Associate	0.30	665	199.50
Rosensaft, Jodi	Corporate	2004	Associate	54.30	600/630	32,682.00
Schmidt, Shai	Bankruptcy	2009	Associate	17.50	385	6,737.50
Sharret, Jennifer	Bankruptcy	2008	Associate	257.65	485/505	125,648.25
Taylor, Jeffrey	Corporate	2001	Associate	5.20	650	3,380.00
Webber, Amanda	Corporate	2008	Associate	6.80	485	3,298.00

<u>Timekeeper Name</u>	<u>Department</u>	<u>Year Admitted to the Bar</u>	<u>Title</u>	<u>Hours<sup>11</sup></u>	<u>Rate<sup>12</sup></u>	<u>Amount</u>
Bain, Roland	Litigation	n/a	Paralegal	15.50	260	4,030.00
Baldinger, Laurie	Litigation	n/a	Paralegal	6.00	260	1,560.00
Chaikin, Rebecca B.	Bankruptcy	n/a	Paralegal	173.60	260/280	45,764.00
Chouprouta, Andrea	Bankruptcy	n/a	Paralegal	8.80	275	2,420.00
Cipolla, Santo A.	Litigation	n/a	Paralegal	1.50	260	390.00
Feibelman, Lynne C	Corporate	n/a	Paralegal	4.00	260	1,040.00
Holton, Dana N	Litigation	n/a	Paralegal	16.40	260	4,264.00
Lucy, Scott W	Litigation	n/a	Paralegal	43.00	260	11,180.00
Makinde, Michael A	Bankruptcy	n/a	Paralegal	15.50	275	4,262.50
Ruggiu, Carole	Paris	n/a	Paralegal	10.70	310	3,317.00
Wierman, Lauren E	Bankruptcy	n/a	Paralegal	8.10	275	2,227.50
Caiazzo, Joseph M	Managing Atty	n/a	Other Tkpr	3.80	95	361.00
Colbourne, Paul E.	Managing Atty	n/a	Other Tkpr	2.10	105	220.50
Gregory, Brandon	Managing Atty	n/a	Other Tkpr	1.00	95	95.00
<b>Total</b>				<b>2,073.40</b>		<b>1,149,758.75</b>

## **EXHIBIT C**

### **Summary and Detail of Disbursements**

<b>Description</b>	<b>Billed Amount</b>
Telecopier	10.50
Velobindings	90.00
Tabs	136.00
Photocopying	749.00
Color Copies	42.00
Inside Messenger	12.00
Research Services	1,904.00
Postage	33.72
Long-Distance Tel.	0.30
Other Miscellaneous Charges	680.00
Long Distance Telephone—Conference	1,097.21
Westlaw On-Line Research	8,499.04
Lexis/Nexis On-Line Research	11,888.85
Courtlink Searches	637.55
Messenger/Courier Fed Ex	227.13
Legal Search Fees	13.07
West Business-Sec	99.34
Cab Fares	209.38
Cab Fares - Odyssey	1,727.91
In-House/Meals	852.63
Out-Of-Town Travel	308.00
Meals/T & E	81.96
Pacer Retrieval Fees	466.32
Transcript Fees	928.30
Dept Mtg/Other Mtgs	515.77
Other Fees	173.33
<b>Total</b>	<b>31,383.31</b>

**KRAMER LEVIN NAFTALIS & FRANKEL LLP**

1177 AVENUE OF THE AMERICAS  
NEW YORK, NY 10036  
PHONE 212.715.9100  
FAX 212.715.8000

March 17, 2010

MOTORS LIQUIDATION COMPANY

When remitting,  
please reference:  
Invoice Number: 541031  
068000

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FOR PROFESSIONAL SERVICES rendered from October 1, 2009 through January 31, 2010,  
as per the attached detail.

DISBURSEMENTS AND OTHER CHARGES ..... 31,383.31

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Amounts due may be remitted by wire transfer.

**To:** Citibank, N.A.  
Citicorp Center 153 E. 53rd Street NY, N.Y. 10043  
ABA #021000089  
**Account:** Kramer Levin Naftalis & Frankel LLP Money Market A\C 37613572  
**By Order of:** Invoice No. 541031  
**Citibank Contact:** Deborah Hosking (212) 559-8634

**TIME AND DISBURSEMENT AMOUNTS POSTED AFTER THE BILLING PERIOD SHOWN  
ON THIS INVOICE WILL APPEAR ON A SUBSEQUENT INVOICE.**

**DUE AND PAYABLE UPON RECEIPT. THE LEGAL RATE OF INTEREST WILL BE  
CHARGED FOR BALANCES OUTSTANDING OVER 30 DAYS.**

**TAX ID# 13-1944339**



**SUMMARY OF DISBURSEMENTS AND OTHER CHARGES**

<b><u>DESCRIPTION</u></b>	<b><u>AMOUNT</u></b>
TELECOPIER	10.50
VELOBINDINGS	90.00
TABS	136.00
PHOTOCOPYING	749.00
COLOR COPIES	42.00
INSIDE MESSENGER	12.00
RESEARCH SERVICES	1,904.00
POSTAGE	33.72
LONG-DISTANCE TEL.	1,097.51
OTHER MISCELLANEOUS CHARGES	680.00
WESTLAW ON-LINE RESEARCH	8,499.04
LEXIS/NEXIS ON-LINE RESEARCH	11,888.85
COURTLINK SEARCHES	637.55
MESSENGER/COURIER	227.13
LEGAL SEARCH FEES	13.07
CORP. DOCUMENTS & MATERIALS	99.34
CAB FARES	1,937.29
MEALS/IN-HOUSE	852.63
OUT-OF-TOWN TRAVEL	308.00
MEALS/T & E	81.96
DOCUMENT RETRIEVAL FEES	466.32
TRANSCRIPT FEES	928.30
DEPT MTG/OTHER MTGS	515.77
OTHER FEES	<u>173.33</u>
<b>TOTAL DISBURSEMENTS AND OTHER CHARGES</b>	<b><u>\$31,383.31</u></b>

**DETAIL OF DISBURSEMENTS AND OTHER CHARGES**

<b><u>DATE</u></b>	<b><u>DESCRIPTION</u></b>	<b><u>AMOUNT</u></b>
10/06/09	TELECOPIER	6.00
01/15/10	TELECOPIER	4.50
10/06/09	VELOBINDINGS	15.00
10/16/09	VELOBINDINGS	22.50
11/10/09	VELOBINDINGS	7.50
12/28/09	VELOBINDINGS	15.00
01/04/10	VELOBINDINGS	30.00
10/06/09	TABS	36.00
10/16/09	TABS	15.00
11/04/09	TABS	24.00
11/10/09	TABS	6.00
12/28/09	TABS	9.00
01/04/10	TABS	46.00
10/05/09	PHOTOCOPYING	61.40
10/12/09	PHOTOCOPYING	12.00
10/14/09	PHOTOCOPYING	16.20
10/14/09	PHOTOCOPYING	0.20
10/16/09	PHOTOCOPYING	1.00
10/16/09	PHOTOCOPYING	4.70
10/20/09	PHOTOCOPYING	0.20
10/20/09	PHOTOCOPYING	0.90
10/21/09	PHOTOCOPYING	7.20
10/27/09	PHOTOCOPYING	0.60
10/29/09	PHOTOCOPYING	34.70
10/29/09	PHOTOCOPYING	30.00
10/30/09	PHOTOCOPYING	16.80
11/10/09	PHOTOCOPYING	14.60
11/10/09	PHOTOCOPYING	3.70
11/10/09	PHOTOCOPYING	40.40

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<u>DATE</u>	<u>DESCRIPTION</u>	<u>AMOUNT</u>
11/11/09	PHOTOCOPYING	7.20
11/11/09	PHOTOCOPYING	0.60
11/12/09	PHOTOCOPYING	1.80
11/13/09	PHOTOCOPYING	8.40
11/13/09	PHOTOCOPYING	42.00
11/16/09	PHOTOCOPYING	17.80
11/17/09	PHOTOCOPYING	1.20
11/17/09	PHOTOCOPYING	46.20
11/17/09	PHOTOCOPYING	15.80
11/18/09	PHOTOCOPYING	39.70
11/19/09	PHOTOCOPYING	14.80
11/19/09	PHOTOCOPYING	6.40
11/20/09	PHOTOCOPYING	0.10
11/20/09	PHOTOCOPYING	0.20
11/23/09	PHOTOCOPYING	6.60
11/23/09	PHOTOCOPYING	6.60
11/23/09	PHOTOCOPYING	6.60
11/25/09	PHOTOCOPYING	14.00
11/25/09	PHOTOCOPYING	0.90
11/30/09	PHOTOCOPYING	43.20
12/02/09	PHOTOCOPYING	2.40
12/02/09	PHOTOCOPYING	0.30
12/04/09	PHOTOCOPYING	13.20
12/11/09	PHOTOCOPYING	24.30
12/15/09	PHOTOCOPYING	6.00
12/15/09	PHOTOCOPYING	18.00
12/18/09	PHOTOCOPYING	24.00
12/18/09	PHOTOCOPYING	0.30
12/21/09	PHOTOCOPYING	3.00
12/21/09	PHOTOCOPYING	5.60
12/28/09	PHOTOCOPYING	72.00

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<u>DATE</u>	<u>DESCRIPTION</u>	<u>AMOUNT</u>
01/06/10	PHOTOCOPYING	19.20
01/13/10	PHOTOCOPYING	0.20
01/13/10	PHOTOCOPYING	0.30
01/15/10	PHOTOCOPYING	10.10
01/15/10	PHOTOCOPYING	0.80
01/19/10	PHOTOCOPYING	4.20
01/27/10	PHOTOCOPYING	4.20
01/28/10	PHOTOCOPYING	16.20
11/10/09	COLOR COPIES	2.00
11/24/09	COLOR COPIES	12.00
11/24/09	COLOR COPIES	8.00
12/21/09	COLOR COPIES	20.00
11/12/09	INSIDE MESSENGER	12.00
10/01/09	RESEARCH SERVICES	70.00
10/01/09	RESEARCH SERVICES	98.00
10/02/09	RESEARCH SERVICES	28.00
10/05/09	RESEARCH SERVICES	112.00
10/07/09	RESEARCH SERVICES	70.00
10/08/09	RESEARCH SERVICES	252.00
10/09/09	RESEARCH SERVICES	56.00
10/13/09	RESEARCH SERVICES	14.00
10/14/09	RESEARCH SERVICES	14.00
10/14/09	RESEARCH SERVICES	42.00
10/15/09	RESEARCH SERVICES	42.00
10/15/09	RESEARCH SERVICES	56.00
10/21/09	RESEARCH SERVICES	42.00
10/21/09	RESEARCH SERVICES	42.00
11/18/09	RESEARCH SERVICES	28.00
11/19/09	RESEARCH SERVICES	42.00
11/20/09	RESEARCH SERVICES	84.00
11/23/09	RESEARCH SERVICES	70.00

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<u>DATE</u>	<u>DESCRIPTION</u>	<u>AMOUNT</u>
11/24/09	RESEARCH SERVICES	42.00
12/01/09	RESEARCH SERVICES	350.00
12/09/09	RESEARCH SERVICES	140.00
12/10/09	RESEARCH SERVICES	70.00
12/11/09	RESEARCH SERVICES	98.00
01/06/10	RESEARCH SERVICES	42.00
10/21/09	POSTAGE	4.95
11/09/09	POSTAGE	1.05
12/04/09	POSTAGE	1.22
12/08/09	POSTAGE	0.44
12/22/09	POSTAGE	4.99
12/22/09	POSTAGE	6.67
12/22/09	POSTAGE	4.80
12/22/09	POSTAGE	4.80
12/22/09	POSTAGE	4.80
10/30/09	LONG-DISTANCE TELEPHONE—CONFERENCE	17.51
10/30/09	LONG-DISTANCE TELEPHONE—CONFERENCE	11.64
10/30/09	LONG-DISTANCE TELEPHONE—CONFERENCE	260.00
10/30/09	LONG-DISTANCE TELEPHONE—CONFERENCE	30.66
11/30/09	LONG-DISTANCE TELEPHONE—CONFERENCE	274.71
11/30/09	LONG-DISTANCE TELEPHONE—CONFERENCE	8.15
12/01/09	LONG-DISTANCE TEL.	0.30
12/29/09	LONG-DISTANCE TELEPHONE—CONFERENCE	163.65
01/29/10	LONG-DISTANCE TELEPHONE—CONFERENCE	330.89
11/17/09	RUBENSTEIN ASSOCIATES: Public relations Firm assisting with announcement of Creditor Committee website.	680.00
10/01/09	WESTLAW ON-LINE RESEARCH	35.17
10/05/09	WESTLAW ON-LINE RESEARCH	4.68
10/05/09	WESTLAW ON-LINE RESEARCH	351.20
10/07/09	WESTLAW ON-LINE RESEARCH	153.49
10/08/09	WESTLAW ON-LINE RESEARCH	22.79
10/08/09	WESTLAW ON-LINE RESEARCH	3,418.26

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<u>DATE</u>	<u>DESCRIPTION</u>	<u>AMOUNT</u>
10/09/09	WESTLAW ON-LINE RESEARCH	311.99
10/12/09	WESTLAW ON-LINE RESEARCH	579.33
10/12/09	WESTLAW ON-LINE RESEARCH	16.55
10/13/09	WESTLAW ON-LINE RESEARCH	13.54
10/20/09	WESTLAW ON-LINE RESEARCH	50.68
10/21/09	WESTLAW ON-LINE RESEARCH	68.68
10/21/09	WESTLAW ON-LINE RESEARCH	134.46
11/23/09	WESTLAW ON-LINE RESEARCH	27.89
11/25/09	WESTLAW ON-LINE RESEARCH	81.97
11/30/09	WESTLAW ON-LINE RESEARCH	816.60
12/01/09	WESTLAW ON-LINE RESEARCH	17.48
12/02/09	WESTLAW ON-LINE RESEARCH	14.24
12/03/09	WESTLAW ON-LINE RESEARCH	112.49
12/03/09	WESTLAW ON-LINE RESEARCH	152.43
12/10/09	WESTLAW ON-LINE RESEARCH	69.91
12/11/09	WESTLAW ON-LINE RESEARCH	6.10
12/11/09	WESTLAW ON-LINE RESEARCH	47.63
12/14/09	WESTLAW ON-LINE RESEARCH	280.91
01/05/10	WESTLAW ON-LINE RESEARCH	180.69
01/06/10	WESTLAW ON-LINE RESEARCH	391.07
01/07/10	WESTLAW ON-LINE RESEARCH	1,138.81
10/01/09	LEXIS/NEXIS ON-LINE RESEARCH	93.67
10/01/09	LEXIS/NEXIS ON-LINE RESEARCH	524.49
10/01/09	LEXIS/NEXIS ON-LINE RESEARCH	76.74
10/01/09	LEXIS/NEXIS ON-LINE RESEARCH	25.29
10/05/09	LEXIS/NEXIS ON-LINE RESEARCH	578.09
10/06/09	LEXIS/NEXIS ON-LINE RESEARCH	3.90
10/06/09	LEXIS/NEXIS ON-LINE RESEARCH	7.81
10/07/09	LEXIS/NEXIS ON-LINE RESEARCH	29.19
10/08/09	LEXIS/NEXIS ON-LINE RESEARCH	530.92
10/09/09	LEXIS/NEXIS ON-LINE RESEARCH	218.53

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<u>DATE</u>	<u>DESCRIPTION</u>	<u>AMOUNT</u>
10/09/09	LEXIS/NEXIS ON-LINE RESEARCH	27.31
10/11/09	LEXIS/NEXIS ON-LINE RESEARCH	476.26
10/12/09	LEXIS/NEXIS ON-LINE RESEARCH	377.48
11/10/09	LEXIS/NEXIS ON-LINE RESEARCH	525.41
11/11/09	LEXIS/NEXIS ON-LINE RESEARCH	4.86
11/11/09	LEXIS/NEXIS ON-LINE RESEARCH	14.60
11/12/09	LEXIS/NEXIS ON-LINE RESEARCH	307.52
11/13/09	LEXIS/NEXIS ON-LINE RESEARCH	356.75
11/15/09	LEXIS/NEXIS ON-LINE RESEARCH	4.88
11/16/09	LEXIS/NEXIS ON-LINE RESEARCH	61.93
11/18/09	LEXIS/NEXIS ON-LINE RESEARCH	103.69
11/24/09	LEXIS/NEXIS ON-LINE RESEARCH	29.19
11/25/09	LEXIS/NEXIS ON-LINE RESEARCH	29.22
11/30/09	LEXIS/NEXIS ON-LINE RESEARCH	63.11
11/30/09	LEXIS/NEXIS ON-LINE RESEARCH	115.92
12/01/09	LEXIS/NEXIS ON-LINE RESEARCH	103.07
12/01/09	LEXIS/NEXIS ON-LINE RESEARCH	217.67
12/02/09	LEXIS/NEXIS ON-LINE RESEARCH	40.80
12/07/09	LEXIS/NEXIS ON-LINE RESEARCH	69.07
12/09/09	LEXIS/NEXIS ON-LINE RESEARCH	279.83
12/10/09	LEXIS/NEXIS ON-LINE RESEARCH	361.67
12/10/09	LEXIS/NEXIS ON-LINE RESEARCH	866.52
12/11/09	LEXIS/NEXIS ON-LINE RESEARCH	532.70
12/13/09	LEXIS/NEXIS ON-LINE RESEARCH	337.89
12/13/09	LEXIS/NEXIS ON-LINE RESEARCH	2,462.52
12/14/09	LEXIS/NEXIS ON-LINE RESEARCH	89.45
12/14/09	LEXIS/NEXIS ON-LINE RESEARCH	290.00
12/14/09	LEXIS/NEXIS ON-LINE RESEARCH	97.37
12/15/09	LEXIS/NEXIS ON-LINE RESEARCH	432.34
12/16/09	LEXIS/NEXIS ON-LINE RESEARCH	476.96
01/04/10	LEXIS/NEXIS ON-LINE RESEARCH	456.17

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<u>DATE</u>	<u>DESCRIPTION</u>	<u>AMOUNT</u>
01/06/10	LEXIS/NEXIS ON-LINE RESEARCH	188.06
10/08/09	COURTLINK SEARCHES	0.91
10/08/09	COURTLINK SEARCHES	0.91
10/08/09	COURTLINK SEARCHES	0.43
10/14/09	COURTLINK SEARCHES	0.91
10/15/09	COURTLINK SEARCHES	3.36
10/23/09	COURTLINK SEARCHES	175.29
10/28/09	COURTLINK SEARCHES	0.46
11/04/09	COURTLINK SEARCHES	1.44
11/23/09	COURTLINK SEARCHES	0.38
11/30/09	COURTLINK SEARCHES	450.75
12/09/09	COURTLINK SEARCHES	0.66
12/09/09	COURTLINK SEARCHES	0.68
12/10/09	COURTLINK SEARCHES	0.63
01/06/10	COURTLINK SEARCHES	0.74
10/30/09	FEDERAL EXPRESS MESSENGER/COURRIER	12.04
10/30/09	FEDERAL EXPRESS MESSENGER/COURRIER	8.86
10/30/09	FEDERAL EXPRESS MESSENGER/COURRIER	8.86
11/16/09	FEDERAL EXPRESS MESSENGER/COURRIER	8.73
11/16/09	FEDERAL EXPRESS MESSENGER/COURRIER	8.73
11/16/09	FEDERAL EXPRESS MESSENGER/COURRIER	8.73
11/17/09	FEDERAL EXPRESS MESSENGER/COURRIER	25.39
11/17/09	FEDERAL EXPRESS MESSENGER/COURRIER	13.32
11/25/09	FEDERAL EXPRESS MESSENGER/COURRIER	8.73
11/25/09	FEDERAL EXPRESS MESSENGER/COURRIER	11.87
11/25/09	FEDERAL EXPRESS MESSENGER/COURRIER	8.73
12/04/09	FEDERAL EXPRESS MESSENGER/COURRIER	12.22
12/11/09	FEDERAL EXPRESS MESSENGER/COURRIER	17.57
12/30/09	FEDERAL EXPRESS MESSENGER/COURRIER	11.03
01/11/10	FEDERAL EXPRESS MESSENGER/COURRIER	22.43
01/28/10	FEDERAL EXPRESS MESSENGER/COURRIER	8.01



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<u>DATE</u>	<u>DESCRIPTION</u>	<u>AMOUNT</u>
01/28/10	FEDERAL EXPRESS MESSENGER/COURRIER	12.25
01/28/10	FEDERAL EXPRESS MESSENGER/COURRIER	8.01
01/28/10	FEDERAL EXPRESS MESSENGER/COURRIER	11.62
11/24/09	THOMSON FINANCIAL (RESEARCH SERVICES)	13.07
10/05/09	MA WEST BUSINESS-SEC (RESEARCH SERVICES)	47.25
10/15/09	MA WEST BUSINESS-SEC (RESEARCH SERVICES)	52.09
09/08/09	CAB FARES	7.80
09/22/09	CAB FARES	21.10
10/01/09	CAB FARES	9.00
10/05/09	CAR SERVICE - ODYSSEY	75.00
10/06/09	CAR SERVICE - ODYSSEY	75.00
10/07/09	CAR SERVICE - ODYSSEY	75.00
10/09/09	CAR SERVICE - ODYSSEY	75.00
10/09/09	CAB FARES	12.80
10/12/09	CAB FARES	7.40
10/13/09	CAB FARES	7.00
10/13/09	CAB FARES	4.90
10/15/09	CAR SERVICE - ODYSSEY	75.00
10/15/09	CAR SERVICE - ODYSSEY	37.11
10/21/09	CAB FARES	9.80
10/27/09	CAR SERVICE - ODYSSEY	39.88
10/28/09	CAB FARES	15.00
11/09/09	CAR SERVICE - ODYSSEY	75.00
11/10/09	CAB FARES	40.00
11/10/09	CAR SERVICE - ODYSSEY	75.00
11/10/09	CAR SERVICE - ODYSSEY	56.10
11/11/09	CAB FARES	8.70
11/11/09	CAR SERVICE - ODYSSEY	66.81
11/11/09	CAR SERVICE - ODYSSEY	47.64
11/11/09	CAR SERVICE - ODYSSEY	75.00
11/15/09	CAB FARES	9.40

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<u>DATE</u>	<u>DESCRIPTION</u>	<u>AMOUNT</u>
11/16/09	CAB FARES	4.50
11/17/09	CAB FARES	8.50
11/17/09	CAB FARES	4.50
11/17/09	CAR SERVICE - ODYSSEY	75.00
11/18/09	CAR SERVICE - ODYSSEY	54.28
11/18/09	CAR SERVICE - ODYSSEY	75.00
11/19/09	CAR SERVICE - ODYSSEY	75.00
11/19/09	CAB FARES	13.00
11/30/09	CAR SERVICE - ODYSSEY	75.00
12/01/09	CAR SERVICE - ODYSSEY	56.10
12/01/09	CAR SERVICE - ODYSSEY	60.38
12/09/09	CAB FARES	7.23
12/09/09	SUBWAY FARE	2.25
12/09/09	CAR SERVICE - ODYSSEY	60.38
12/10/09	CAR SERVICE - ODYSSEY	75.00
12/11/09	CAR SERVICE - ODYSSEY	56.10
12/11/09	CAB FARES	4.50
12/15/09	CAR SERVICE - ODYSSEY	75.00
12/15/09	CAR SERVICE - ODYSSEY	68.13
01/07/10	CAB FARES	5.60
01/07/10	CAB FARES	6.40
01/07/10	CAR SERVICE - ODYSSEY	75.00
10/05/09	IN-HOUSE/MEALS	20.00
10/05/09	IN-HOUSE/MEALS	20.00
10/06/09	IN-HOUSE/MEALS	20.00
10/06/09	IN-HOUSE/MEALS	20.00
10/06/09	IN-HOUSE/MEALS	20.00
10/07/09	IN-HOUSE/MEALS	20.00
10/07/09	IN-HOUSE/MEALS	20.00
10/08/09	IN-HOUSE/MEALS	18.24
10/08/09	IN-HOUSE/MEALS	20.00

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<u>DATE</u>	<u>DESCRIPTION</u>	<u>AMOUNT</u>
10/12/09	IN-HOUSE/MEALS	20.00
10/15/09	IN-HOUSE/MEALS	20.00
10/19/09	IN-HOUSE/MEALS	20.00
10/21/09	IN-HOUSE/MEALS	20.00
10/28/09	IN-HOUSE/MEALS	19.92
11/04/09	IN-HOUSE/MEALS	20.00
11/09/09	IN-HOUSE/MEALS	20.00
11/10/09	IN-HOUSE/MEALS	20.00
11/10/09	IN-HOUSE/MEALS	20.00
11/10/09	IN-HOUSE/MEALS	20.00
11/10/09	IN-HOUSE/MEALS	20.00
11/11/09	IN-HOUSE/MEALS	20.00
11/11/09	IN-HOUSE/MEALS	20.00
11/11/09	IN-HOUSE/MEALS	20.00
11/12/09	IN-HOUSE/MEALS	20.00
11/12/09	IN-HOUSE/MEALS	20.00
11/16/09	IN-HOUSE/MEALS	20.00
11/16/09	IN-HOUSE/MEALS	17.15
11/17/09	IN-HOUSE/MEALS	20.00
11/18/09	IN-HOUSE/MEALS	20.00
11/18/09	IN-HOUSE/MEALS	20.00
11/18/09	IN-HOUSE/MEALS	20.00
11/23/09	IN-HOUSE/MEALS	20.00
11/23/09	IN-HOUSE/MEALS	20.00
11/23/09	IN-HOUSE/MEALS	20.00
12/01/09	IN-HOUSE/MEALS	20.00
12/01/09	IN-HOUSE/MEALS	20.00
12/14/09	IN-HOUSE/MEALS	20.00
12/15/09	IN-HOUSE/MEALS	20.00
12/17/09	IN-HOUSE/MEALS	17.32
12/21/09	IN-HOUSE/MEALS	20.00
12/21/09	IN-HOUSE/MEALS	20.00

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<u>DATE</u>	<u>DESCRIPTION</u>	<u>AMOUNT</u>
01/12/10	IN-HOUSE/MEALS	20.00
01/19/10	IN-HOUSE/MEALS	20.00
01/28/10	IN-HOUSE/MEALS	20.00
12/09/09	OUT-OF-TOWN TRAVEL	308.00
12/09/09	MEALS/T&E	81.96
12/31/09	PACER DOCUMENT RETRIEVAL	55.28
12/31/09	PACER DOCUMENT RETRIEVAL	68.40
12/31/09	PACER DOCUMENT RETRIEVAL	115.20
12/31/09	PACER DOCUMENT RETRIEVAL	15.20
12/31/09	PACER DOCUMENT RETRIEVAL	21.68
12/31/09	PACER DOCUMENT RETRIEVAL	37.20
12/31/09	PACER DOCUMENT RETRIEVAL	52.08
12/31/09	PACER DOCUMENT RETRIEVAL	54.72
12/31/09	PACER DOCUMENT RETRIEVAL	46.56
10/15/09	TRANSCRIPT FEES – VERITEXT	116.00
10/21/09	TRANSCRIPT FEES – VERITEXT	85.00
10/30/09	TRANSCRIPT FEES – VERITEXT	67.70
11/18/09	TRANSCRIPT FEES – VERITEXT	154.30
11/18/09	TRANSCRIPT FEES – VERITEXT	61.40
11/23/09	TRANSCRIPT FEES – VERITEXT	148.00
11/24/09	TRANSCRIPT FEES – VERITEXT	91.30
12/04/09	TRANSCRIPT FEES – VERITEXT	38.30
12/22/09	TRANSCRIPT FEES – VERITEXT	88.70
01/21/10	TRANSCRIPT FEES – VERITEXT	36.70
01/25/10	TRANSCRIPT FEES – VERITEXT	40.90
10/09/09	DEPT. MTG./ OTHER MTGS.	23.19
10/09/09	DEPT. MTG./ OTHER MTGS.	23.19
10/09/09	DEPT. MTG./ OTHER MTGS.	89.66
12/09/09	DEPT. MTG./ OTHER MTGS.	34.20
12/09/09	DEPT. MTG./ OTHER MTGS.	64.14
12/16/09	DEPT. MTG./ OTHER MTGS.	109.50

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<u>DATE</u>	<u>DESCRIPTION</u>	<u>AMOUNT</u>
12/16/09	DEPT. MTG./ OTHER MTGS.	29.11
12/21/09	DEPT. MTG./ OTHER MTGS.	75.04
12/21/09	DEPT. MTG./ OTHER MTGS.	29.66
01/07/10	DEPT. MTG./ OTHER MTGS.	38.08
11/30/09	TRESOR PUBLIC (FRENCH LEGAL RESEARCH)	118.08
11/30/09	TRESOR PUBLIC (FRENCH LEGAL RESEARCH)	<u>55.25</u>
<b>TOTAL DISBURSEMENTS AND OTHER CHARGES</b>		<b><u>\$31,383.31</u></b>

**EXHIBIT D-1**

**Summary of Time by Billing Category**

<b>Matter Number</b>	<b>Matter Name</b>	<b>Hours</b>	<b>Fees</b>
068000-00001	Case Administration	75.30	44,759.00
068000-00002	General Adversary Proceedings	8.00	3,723.50
068000-00003	Automatic Stay Matters/ Relief	111.00	60,066.50
068000-00004	Insurance And Other Business Issues	217.60	132,757.50
068000-00005	Meetings With Debtors/ Other Major Constituents	81.20	55,772.50
068000-00006	DIP Financing/ Cash Collateral	37.50	20,816.00
068000-00007	Claims Administration & Objections	324.30	186,368.50
068000-00008	Corporate & Securities Matters	8.50	4,514.00
068000-00009	Creditor Communications	211.70	81,084.50
068000-00010	Committee Meetings/ Communications	70.30	40,018.00
068000-00011	Employee Benefits/ Labor Issues	28.30	15,087.50
068000-00015	Environmental Issues	184.30	98,747.00
068000-00016	Hearings	57.90	29,511.00
068000-00018	Executory Contracts/ Leases	29.00	22,203.50
068000-00019	Fee Application/ Monthly Invoices	139.60	52,901.00
068000-00022	Appellate Issues	17.20	8,291.50
068000-00023	Tax Issues	19.90	13,879.50
068000-00025	International Issues	80.60	49,774.00
068000-00026	Retention Of Professionals	8.90	5,846.50
068000-00027	Plan & Disclosure Statement	116.50	74,798.50
068000-00031	Travel	6.00	3,818.75 <sup>13</sup>
068000-00032	Motions	44.70	20,259.50
068000-00035	Tort/Asbestos Issues	79.40	37,814.00
068000-00040	Other Asset Sales And Analysis	16.70	10,566.50
068000-00041	Wind-Down Issues	99.00	76,380.00
	<b>Total</b>	<b>2,073.40</b>	<b>1,149,758.75</b>

<sup>13</sup> This billed time reflects the 50% reduction for non-working travel.

**EXHIBIT D-2**

**Detail of Time by Billing Category**



**KRAMER LEVIN NAFTALIS & FRANKEL LLP**

1177 AVENUE OF THE AMERICAS  
NEW YORK, NY 10036  
PHONE 212.715.9100  
FAX 212.715.8000

March 17, 2010

MOTORS LIQUIDATION COMPANY

When remitting,  
please reference:  
Invoice Number: 541031  
068000

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FOR PROFESSIONAL SERVICES rendered from October 1, 2009 through January 31, 2010,  
as per the attached time detail.

FEES .....	\$1,153,577.50
LESS 50% DISCOUNT ON TRAVEL MATTER 31 .....	<u>(3,818.75)</u>
TOTAL FEES .....	\$1,149,758.75
DISBURSEMENTS AND OTHER CHARGES .....	<u>31,383.31</u>
INVOICE TOTAL .....	<u><u>\$1,181,142.06</u></u>

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Amounts due may be remitted by wire transfer.

To: Citibank, N.A.  
Citicorp Center 153 E. 53rd Street NY, N.Y. 10043  
ABA #021000089  
Account: Kramer Levin Naftalis & Frankel LLP Money Market A\C 37613572  
By Order of: Invoice No. 541031  
Citibank Contact: Deborah Hosking (212) 559-8634

TIME AND DISBURSEMENT AMOUNTS POSTED AFTER THE BILLING PERIOD SHOWN  
ON THIS INVOICE WILL APPEAR ON A SUBSEQUENT INVOICE.

DUE AND PAYABLE UPON RECEIPT. THE LEGAL RATE OF INTEREST WILL BE  
CHARGED FOR BALANCES OUTSTANDING OVER 30 DAYS.

TAX ID# 13-1944339

**SUMMARY OF SERVICES**

<b><u>TIMEKEEPER</u></b>	<b><u>TITLE</u></b>	<b><u>HOURS</u></b>	<b><u>AMOUNT</u></b>
CATON, AMY	PARTNER	1.20	825.00
ROGOFF, ADAM C	PARTNER	36.50	29,562.00
SHARRET, JENNIFER	ASSOCIATE	10.90	5,348.50
MACKSOUD, LAUREN M	ASSOCIATE	5.50	3,312.00
PLOTKO, GREGORY G	ASSOCIATE	0.30	199.50
CHAIKIN, REBECCA B.	PARALEGAL	<u>20.90</u>	<u>5,512.00</u>
<b>TOTAL</b>		<b><u>75.30</u></b>	<b><u>\$44,759.00</u></b>

**SUMMARY OF DISBURSEMENTS AND OTHER CHARGES**

<b><u>DESCRIPTION</u></b>	<b><u>AMOUNT</u></b>
TELECOPIER	10.50
VELOBINDINGS	90.00
TABS	136.00
PHOTOCOPYING	749.00
COLOR COPIES	42.00
INSIDE MESSENGER	12.00
RESEARCH SERVICES	1,904.00
POSTAGE	33.72
LONG-DISTANCE TEL.	1,097.51
OTHER MISCELLANEOUS CHARGES	680.00
WESTLAW ON-LINE RESEARCH	8,499.04
LEXIS/NEXIS ON-LINE RESEARCH	11,888.85
COURTLINK SEARCHES	637.55
MESSENGER/COURIER	227.13

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<u>DESCRIPTION</u>	<u>AMOUNT</u>
LEGAL SEARCH FEES	13.07
CORP. DOCUMENTS & MATERIALS	99.34
CAB FARES	1,937.29
MEALS/IN-HOUSE	852.63
OUT-OF-TOWN TRAVEL	308.00
MEALS/T & E	81.96
DOCUMENT RETRIEVAL FEES	466.32
TRANSCRIPT FEES	928.30
DEPT MTG/OTHER MTGS	515.77
OTHER FEES	<u>173.33</u>
<b>TOTAL DISBURSEMENTS AND OTHER CHARGES</b>	<b><u>\$31,383.31</u></b>

**DETAIL OF SERVICES**

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
10/01/09	ROGOFF, ADAM C	Attention to staffing and project allocation (.3); Emails L. Macksoud, J. Sharret, A. Caton and G. Plotko regarding case administration issues (.5); Review correspondence re: case (.4);	1.20	954.00
10/02/09	CHAIKIN, REBECCA B.	Update case calendar.	0.60	156.00
10/02/09	ROGOFF, ADAM C	Attention to staffing and project allocation (.1); Emails L. Macksoud, J. Sharret, A. Caton and G. Plotko regarding case administration issues (.1); Review correspondence re: case (.2);	0.40	318.00
10/05/09	CHAIKIN, REBECCA B.	Update case calendar.	0.20	52.00
10/05/09	ROGOFF, ADAM C	Attention to staffing and project allocation (.3); Emails L. Macksoud, J. Sharret, A. Caton and G. Plotko regarding case administration issues (.2); Review correspondence re: case (.5);	1.00	795.00
10/06/09	CHAIKIN, REBECCA B.	Update contact list.	0.10	26.00

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<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
10/06/09	ROGOFF, ADAM C	Attention to staffing and project allocation (.2); Emails L. Macksoud, J. Sharret, A. Caton and G. Plotko regarding case administration issues (.3); Review correspondence re: case (.3);	0.80	636.00
10/07/09	CHAIKIN, REBECCA B.	Update case calendar.	0.30	78.00
10/07/09	ROGOFF, ADAM C	Attention to staffing and project allocation (.2); Emails L. Macksoud, J. Sharret, A. Caton and G. Plotko regarding case administration issues (.4); Review correspondence re: case (.3);	0.90	715.50
10/08/09	CHAIKIN, REBECCA B.	Update email macros.	0.50	130.00
10/08/09	ROGOFF, ADAM C	Attention to staffing and project allocation (.2); Emails L. Macksoud, J. Sharret, A. Caton and G. Plotko regarding case administration issues (.4); Review correspondence re: case (.3);	0.90	715.50
10/09/09	CHAIKIN, REBECCA B.	Make arrangements for GM meeting (.1); update case calendar (.3).	0.40	104.00
10/09/09	SHARRET, JENNIFER	Internal meeting re: meeting with Debtors and next steps.	0.90	436.50
10/09/09	ROGOFF, ADAM C	Attention to staffing and project allocation (.2); Emails L. Macksoud, J. Sharret, A. Caton and G. Plotko regarding case administration issues (.3); Review correspondence re: case (.3);	0.80	636.00
10/12/09	SHARRET, JENNIFER	Attention to case admin issues.	0.30	145.50
10/13/09	ROGOFF, ADAM C	Attention to staffing and project allocation (.1); Emails L. Macksoud, J. Sharret, A. Caton and G. Plotko regarding case administration issues (.2); Review correspondence re: case (.1);	0.40	318.00
10/14/09	ROGOFF, ADAM C	Attention to staffing and project allocation (.1); Emails J. Sharret, A. Caton and G. Plotko regarding case administration issues (.2); Review correspondence re: case (.2);	0.50	397.50
10/15/09	CHAIKIN, REBECCA B.	Update case calendar.	0.10	26.00
10/15/09	ROGOFF, ADAM C	Attention to staffing and project allocation (.1); Emails J. Sharret, A. Caton and G. Plotko regarding case administration issues (.2); Review correspondence re: case (.4);	0.70	556.50
10/16/09	CHAIKIN, REBECCA B.	Update contact list.	0.10	26.00
10/16/09	ROGOFF, ADAM C	Attention to staffing and project allocation (.2); Emails J. Sharret, A. Caton and G. Plotko regarding case administration issues (.3); Review correspondence re: case (.3);	0.80	636.00

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<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
10/19/09	ROGOFF, ADAM C	Attention to staffing and project allocation (.2); Emails J. Sharret, A. Caton and G. Plotko regarding case administration issues (.3); Review correspondence re: case (.4);	0.90	715.50
10/20/09	CHAIKIN, REBECCA B.	Update case calendar (.1)	0.10	26.00
10/20/09	ROGOFF, ADAM C	Attention to staffing and project allocation (.1); Emails J. Sharret, A. Caton and G. Plotko regarding case administration issues (.2); Review correspondence re: case (.3);	0.60	477.00
10/21/09	CHAIKIN, REBECCA B.	Organize case files, including papers served to firm (.4); Find Warrants and Closing Documents from the day of the sale for A. Webber (.4).	0.80	208.00
10/21/09	ROGOFF, ADAM C	Attention to staffing and project allocation (.1); Emails Sharret, Macksoud, Caton and Plotko regarding case administration issues (.2); Review correspondence re: case (.2);	0.50	397.50
10/22/09	ROGOFF, ADAM C	Attention to staffing and project allocation (.1); Emails J. Sharret, L. Macksoud, A. Caton and G. Plotko regarding case administration issues (.2); Review correspondence re: case (.2);	0.50	397.50
10/23/09	ROGOFF, ADAM C	Attention to staffing and project allocation (.3); Emails J. Sharret, L. Macksoud, A. Caton and G. Plotko regarding case administration issues (.2); Review correspondence re: case (.4);	0.90	715.50
10/26/09	CHAIKIN, REBECCA B.	Assemble proposed MPA from first day for J. Sharret.	0.10	26.00
10/26/09	ROGOFF, ADAM C	Attn to staffing and project allocation (.1); Emails J. Sharret, L. Macksoud, A. Caton and G. Plotko regarding case administration issues (.2); Review correspondence re: case (.3);	0.60	477.00
10/27/09	PLOTKO, GREGORY G	Review case calendar.	0.30	199.50
10/27/09	CHAIKIN, REBECCA B.	Update case calendar.	0.40	104.00
10/27/09	ROGOFF, ADAM C	Attention to staffing and project allocation (.1); Emails J. Sharret, L. Macksoud, A. Caton and G. Plotko regarding case administration issues (.3); Review correspondence re: case (.3);	0.70	556.50
10/28/09	ROGOFF, ADAM C	Attention to staffing and project allocation (.1); Emails J. Sharret, L. Macksoud, A. Caton and G. Plotko regarding case administration issues (.2); Review correspondence re: case (.2);	0.50	397.50

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<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
10/29/09	ROGOFF, ADAM C	Attention to staffing and project allocation (.1); Emails J. Sharret, L. Macksoud, A. Caton and G. Plotko regarding case administration issues (.3); Review correspondence re: case (.4);	0.80	636.00
10/30/09	SHARRET, JENNIFER	Draft Work in Progress list.	0.80	388.00
10/30/09	CHAIKIN, REBECCA B.	Search for lease agreement re GM building.	0.50	130.00
10/30/09	ROGOFF, ADAM C	Attention to staffing and project allocation (.2); Emails J. Sharret, L. Macksoud, A. Caton and G. Plotko regarding case administration issues (.2); Review correspondence re: case (.2);	0.60	477.00
11/02/09	SHARRET, JENNIFER	Review case calendar.	0.30	145.50
11/02/09	CHAIKIN, REBECCA B.	Update case calendar.	1.20	312.00
11/02/09	ROGOFF, ADAM C	Attn to staffing and project allocation (.1); Emails L. Macksoud, J. Sharret, A. Caton and G. Plotko regarding case administration issues (.4); Review correspondence re case (.1).	0.60	477.00
11/03/09	ROGOFF, ADAM C	Attn to staffing and project allocation (.3); emails L. Macksoud, J. Sharret, A. Caton and G. Plotko regarding case administration issues (.2); review correspondence re case (.4).	0.90	715.50
11/04/09	ROGOFF, ADAM C	Attn to staffing and project allocation (.1); emails L. Macksoud, J. Sharret, A. Caton and G. Plotko regarding case administration issues (.1); review correspondence re case (.3). attn to REALM and ENCORE. (.4).	0.90	715.50
11/05/09	ROGOFF, ADAM C	Attn to staffing and project allocation (.1); emails L. Macksoud, J. Sharret, A. Caton and G. Plotko regarding case administration issues (.1); review correspondence re case (.3).	0.50	397.50
11/06/09	ROGOFF, ADAM C	Attn to staffing and project allocation (.1);	0.10	79.50
11/06/09	ROGOFF, ADAM C	emails L. Macksoud, J. Sharret, A. Caton and G. Plotko regarding case administration issues (.3);	0.30	238.50
11/06/09	ROGOFF, ADAM C	review correspondence re case (.3).	0.30	238.50
11/09/09	SHARRET, JENNIFER	telephone conference with FTI re: distribution and emails re: same (.3).	0.30	145.50
11/09/09	ROGOFF, ADAM C	Attn to staffing and project allocation (.1); emails L. Macksoud, J. Sharret, A. Caton and G. Plotko regarding case administration issues (.1); review correspondence re case (.4). Attn to REALM and ENCORE. (.1).	0.70	556.50
11/10/09	CHAIKIN, REBECCA B.	Update case calendar.	1.00	260.00

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<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
11/10/09	ROGOFF, ADAM C	Attn to staffing and project allocation (.2); emails L. Macksoud, J. Sharret, A. Caton and G. Plotko regarding case administration issues (.4); Review correspondence re: case. (.2); Attn to REALM and ENCORE bar date (.3).	0.80	636.00
11/11/09	CHAIKIN, REBECCA B.	Update email macros (.2); review email updates and update case calendar (.5).	0.70	182.00
11/11/09	CATON, AMY	Call to Fisher re Law Debenture inclusion (.2); call to Retter re same (.2); email summary of same to T. Mayer (.1).	0.50	340.00
11/11/09	ROGOFF, ADAM C	Attn to staffing and project allocation (.1); emails L. Macksoud, J. Sharret, A. Caton and P. Plotko regarding case administration issues (.1); review correspondence re case (.1). Attn to REALM and ENCORE. (.3);	0.60	477.00
11/12/09	ROGOFF, ADAM C	Attn to staffing and project allocation (.1); emails L. Macksoud, J. Sharret, A. Caton and G. Plotko regarding case administration issues (.1); Review correspondence re case (.2).	0.40	318.00
11/13/09	ROGOFF, ADAM C	Attn to staffing and project allocation (.1); emails L. Macksoud, J. Sharret, A. Caton and G. Plotko regarding case administration issues (.1); review correspondence re: case (.1).	0.30	238.50
11/16/09	ROGOFF, ADAM C	Attn to staffing and project allocation (.2); emails L. Macksoud, J. Sharret, A. Caton and P. Plotko regarding case administration issues (.2); review correspondence re case (.3). Attn to REALM and ENCORE issues (.2).	0.90	715.50
11/17/09	CHAIKIN, REBECCA B.	Update contact list.	0.20	52.00
11/17/09	ROGOFF, ADAM C	Attn to staffing and project allocation (.1); emails L. Macksoud, J. Sharret, A. Caton and P. Plotko regarding case administration issues (.2); review correspondence re case (.2). Attn to REALM and ENCORE (.1).	0.60	477.00
11/18/09	SHARRET, JENNIFER	Review article re: GM bonds and summarizing same.	1.90	921.50
11/18/09	MACKSOUD, LAUREN M	Meeting with G. Plotko and J. Sharret regarding status of all matters, organizing case and assigning responsibility for different matters.	1.30	780.00
11/18/09	CHAIKIN, REBECCA B.	Update case calendar (.8); upload transcripts to system (.3); organize case files (.4).	1.50	390.00

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<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
11/18/09	CATON, AMY	Review article re New GM stock prices, internal emails re summarizing same for Committee.	0.40	272.00
11/18/09	ROGOFF, ADAM C	Attn to staffing and project allocation (.1); emails L. Macksoud, J. Sharret, A. Caton and G. Plotko regarding case administration issues (.3); review correspondence re case (.2). Attn to REALM and ENCORE (.1).	0.70	556.50
11/19/09	ROGOFF, ADAM C	Attn to staffing and project allocation (.1); emails L. Macksoud, J. Sharret, A. Caton and G. Plotko regarding case administration issues (.2); review correspondence re case (.1).	0.40	318.00
11/20/09	ROGOFF, ADAM C	Attn to staffing and project allocation (.1); emails L. Macksoud, J. Sharret, A. Caton and G. Plotko regarding case administration issues (.2); review correspondence re case (.1).	0.40	318.00
11/23/09	CHAIKIN, REBECCA B.	Update case calendar and contact list.	0.80	208.00
11/23/09	ROGOFF, ADAM C	Attn to staffing and project allocation (.1); emails L. Macksoud, J. Sharret, A. Caton and G. Plotko regarding case administration issues (.10); review correspondence re case (.2).	0.40	318.00
11/24/09	MACKSOUD, LAUREN M	Review FTI presentation regarding New GM, review article regarding status of saab transaction, confer with FTI regarding same.	1.50	900.00
11/24/09	SHARRET, JENNIFER	Conference with G. Plotko re: FTI report (.1); organize Committee membership list and resignation dates.	0.60	291.00
11/24/09	CHAIKIN, REBECCA B.	Update contact list. Create spreadsheet of Committee resignees and pdfs of resignation letters.	0.70	182.00
11/24/09	ROGOFF, ADAM C	Review correspondence re case (.4); emails L. Macksoud, J. Sharret, A. Caton and G. Plotko regarding case administration issues (.2); attn to staffing and project allocation (.1).	0.70	556.50
11/25/09	SHARRET, JENNIFER	Review list of Committee members and date of resignation; circulate to U.S. Trustee; Attention to emails re: meeting with Debtors on next steps.	0.20	97.00
11/25/09	ROGOFF, ADAM C	Attn to staffing and project allocation (.1); emails L. Macksoud, J. Sharret, A. Caton and G. Plotko regarding case administration issues (.2); review correspondence re case (.2).	0.50	397.50



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<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
11/30/09	ROGOFF, ADAM C	Attn to staffing and project allocation (.1); Attn to case administration and internal mtgs and emails re: same. (.2); review correspondence re case (.3).	0.60	477.00
12/01/09	ROGOFF, ADAM C	Attn to staffing and project allocation (.1); Attn to case administration and internal mtgs and emails re: same (.2); Review correspondence re: case (.2).	0.50	425.00
12/02/09	CHAIKIN, REBECCA B.	Update case calendar.	0.40	104.00
12/02/09	ROGOFF, ADAM C	Attn to staffing and project allocation (.1); Attn to case administration and internal mtgs and emails re: same (.3); Review correspondence re: case (.1).	0.50	425.00
12/03/09	ROGOFF, ADAM C	Attn to staffing and project allocation (.1); Attn to case administration and internal mtgs and emails re: same (.4); Review correspondence re: case (.2).	0.70	595.00
12/04/09	ROGOFF, ADAM C	Attn to staffing and project allocation (.1); Attn to case administration and internal mtgs and emails re: same (.3); Review correspondence re: case (.2).	0.60	510.00
12/07/09	CHAIKIN, REBECCA B.	Update case calendar.	0.20	52.00
12/07/09	ROGOFF, ADAM C	Attn to staffing and project allocation (.1); Attn to case administration and internal mtgs and emails re: same (.2).	0.30	255.00
12/08/09	CHAIKIN, REBECCA B.	Update case calendar and outlook alerts (.3); organize case files and case room (1.8).	2.10	546.00
12/08/09	ROGOFF, ADAM C	Attn to staffing and project allocation (.1); Attn to case administration and internal mtgs and emails re: same (.2); Review correspondence re: case (.2).	0.50	425.00
12/09/09	SHARRET, JENNIFER	Revise WIP list and prepare for internal meetings (.3); participate in internal meeting re: next steps (1.4)	1.70	824.50
12/09/09	MACKSOUD, LAUREN M	Internal meeting regarding status of case, discussion of all open issues.	1.50	900.00
12/09/09	CHAIKIN, REBECCA B.	Organize case files and case room.	2.00	520.00
12/09/09	ROGOFF, ADAM C	Attn to staffing and project allocation (.3);	0.30	255.00
12/09/09	ROGOFF, ADAM C	Review correspondence re case (.6)	0.60	510.00
12/10/09	CHAIKIN, REBECCA B.	Organize case files.	1.00	260.00

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<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
12/10/09	ROGOFF, ADAM C	Attn to staffing and project allocation (.1); Attn to case administration and internal mtgs and emails re: same (.1); Review correspondence re: case (.2).	0.40	340.00
12/11/09	ROGOFF, ADAM C	Attn to staffing and project allocation (.1); Attn to case administration (.1); Review correspondence re: case (.1).	0.30	255.00
12/14/09	MACKSOUD, LAUREN M	Review and revise meeting minutes from various committee meetings.	0.80	480.00
12/14/09	ROGOFF, ADAM C	Attn to staffing and project allocation (.1); Attn to case administration (.1); Review correspondence re: case. (.1).	0.30	255.00
12/16/09	ROGOFF, ADAM C	Attn to case administration (.1); Review correspondence re: case (.1).	0.20	170.00
12/17/09	ROGOFF, ADAM C	Attn to case administration (.1); Review correspondence re: case (.1).	0.20	170.00
12/18/09	ROGOFF, ADAM C	Attn to case administration (.1); Review correspondence re: case (.1).	0.20	170.00
12/21/09	ROGOFF, ADAM C	Attn to case administration (.1); Review correspondence re: case (.1).	0.20	170.00
12/22/09	SHARRET, JENNIFER	Attention to case admin issues; review case files and organize same.	0.80	388.00
12/22/09	CHAIKIN, REBECCA B.	Conf. w/ J. Sharret re case status (.3) and update case calendar (.4).	0.70	182.00
12/22/09	ROGOFF, ADAM C	Attn to case administration (.1); Review correspondence re: case (.1).	0.20	170.00
12/28/09	CHAIKIN, REBECCA B.	Update contact list and case calendar.	0.30	78.00
12/29/09	ROGOFF, ADAM C	Attn to case administration (.1); Review correspondence re: case (.1).	0.20	170.00
12/30/09	ROGOFF, ADAM C	Attn to case administration (.1); Review correspondence re: case (.1);	0.20	170.00
12/31/09	ROGOFF, ADAM C	Attn to case administration (.1); Review correspondence re: case (.1).	0.20	170.00
01/04/10	SHARRET, JENNIFER	Review FTI report.	0.50	252.50
01/04/10	CHAIKIN, REBECCA B.	Update contact list and case calendar.	0.20	56.00
01/04/10	ROGOFF, ADAM C	Attn to case administration (.1); Review correspondence re: case (.1).	0.20	170.00
01/05/10	ROGOFF, ADAM C	Attn to case administration (.1); Review correspondence re: case (.1).	0.20	170.00
01/06/10	ROGOFF, ADAM C	Attn to case administration (.1); Review correspondence re: case (.1).	0.20	170.00

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01/07/10	CHAIKIN, REBECCA B.	Update case calendar.	0.30	84.00
01/07/10	ROGOFF, ADAM C	Attn to case administration (.1); Review correspondence re: case (.1).	0.20	170.00
01/08/10	CHAIKIN, REBECCA B.	Review committee update emails for case status update.	0.20	56.00
01/08/10	ROGOFF, ADAM C	Attn to case administration (.1); Review correspondence re: case (.1).	0.20	170.00
01/11/10	CHAIKIN, REBECCA B.	Update case calendar and outlook alerts.	0.50	140.00
01/11/10	ROGOFF, ADAM C	Attn to case administration (.1); Review correspondence re: case. (.1).	0.20	170.00
01/12/10	CHAIKIN, REBECCA B.	Update case calendar with adjourned matters.	0.30	84.00
01/12/10	SHARRET, JENNIFER	Attn to Miscellaneous matters including emails from conflicts counsel.	0.20	101.00
01/12/10	ROGOFF, ADAM C	Attn to case administration (.1); Review correspondence re: case (.1).	0.20	170.00
01/13/10	ROGOFF, ADAM C	Attn to case administration (.1); Review correspondence re: case. (.1).	0.20	170.00
01/14/10	SHARRET, JENNIFER	C/f with A. Caton re: case issues	0.70	353.50
01/14/10	ROGOFF, ADAM C	Attn to case administration (.1); Review correspondence re: case. (.1);	0.20	170.00
01/15/10	SHARRET, JENNIFER	Email to J. Smolinsky re: open items (claims, ADR).	0.20	101.00
01/15/10	ROGOFF, ADAM C	Attn to case administration (.1); Review correspondence re: case (.1).	0.20	170.00
01/19/10	ROGOFF, ADAM C	Attn to case administration (.1); Review correspondence re: case (.2).	0.30	255.00
01/20/10	ROGOFF, ADAM C	Attn to case administration (.1); Review correspondence re: case (.1).	0.20	170.00
01/21/10	CHAIKIN, REBECCA B.	Attn to transcripts, conf. w/ J. Sharret re follow up conflicts check.	0.30	84.00
01/21/10	SHARRET, JENNIFER	Review FTI report	0.70	353.50
01/22/10	SHARRET, JENNIFER	Emails re: FTI report, emails to FTI re: open items.	0.30	151.50
01/22/10	CATON, AMY	Review FTI presentation, email J. Sharret re same.	0.30	213.00
01/22/10	CHAIKIN, REBECCA B.	Update case calendar. Begin process for supplemental conflicts check.	1.70	476.00
01/22/10	ROGOFF, ADAM C	Attn to case administration (.1). Review correspondence re: case. (.1).	0.20	170.00

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<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
01/25/10	SHARRET, JENNIFER	Attention to general administration issues and conference with A. Caton re: same.	0.50	252.50
01/25/10	CHAIKIN, REBECCA B.	Update case calendar.	0.40	112.00
01/25/10	ROGOFF, ADAM C	Attn to case administration (.1); Review correspondence re: case (.1) .	0.20	170.00
01/26/10	ROGOFF, ADAM C	Attn to case administration. (.1)	0.10	85.00
01/27/10	MACKSOUD, LAUREN M	Confer internally regarding case status.	0.40	252.00
01/27/10	ROGOFF, ADAM C	Attn to case administration (.1);	0.10	85.00
01/28/10	ROGOFF, ADAM C	Attn to case administration (.1).	0.10	85.00
01/29/10	ROGOFF, ADAM C	Attn to case administration (.1).	<u>0.10</u>	<u>85.00</u>
<b>TOTAL</b>			<b><u>75.30</u></b>	<b><u>\$44,759.00</u></b>

**SUMMARY OF SERVICES**

<u>TIMEKEEPER</u>	<u>TITLE</u>	<u>HOURS</u>	<u>AMOUNT</u>
CATON, AMY	PARTNER	0.80	544.00
KATZ, ALYSSA R	ASSOCIATE	0.50	260.00
SHARRET, JENNIFER	ASSOCIATE	3.40	1,649.00
FRIEDMAN, JOSHUA	ASSOCIATE	<u>3.30</u>	<u>1,270.50</u>
<b>TOTAL</b>		<b><u>8.00</u></b>	<b><u>\$3,723.50</u></b>

**DETAIL OF SERVICES**

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
10/06/09	CATON, AMY	Discuss status conference with A. Rogoff, T. Mayer and issues for Committee for same re pre-petition lender adversary proceeding.	0.50	340.00
11/10/09	KATZ, ALYSSA R	Email correspondence with Butzel Long re: document request; reviewing emails and files.	0.50	260.00
11/17/09	FRIEDMAN, JOSHUA	Preparation for hearing regarding Saturn class action TRO.	1.30	500.50
11/17/09	SHARRET, JENNIFER	Reviewing documents re: Saturn class action adversary proceeding against New GM and emails re: same. Review documents re: adversary proceeding against New GM; emails re: same; conf. with J. Friedman re: same.	1.80	873.00
11/18/09	FRIEDMAN, JOSHUA	Preparation of summary regarding the hearing on the Saturn class action TRO.	2.00	770.00
11/18/09	SHARRET, JENNIFER	Telephone conference with J. Friedman re: Saturn adversary proceeding.	1.50	727.50
12/14/09	SHARRET, JENNIFER	T/c with Butzel Long re: status of adversary proceeding.	0.10	48.50
12/24/09	CATON, AMY	Email w/ T. Mayer re collateral issues on wind-down loan.	<u>0.30</u>	<u>204.00</u>
<b>TOTAL</b>			<b><u>8.00</u></b>	<b><u>\$3,723.50</u></b>

**SUMMARY OF SERVICES**

<b><u>TIMEKEEPER</u></b>	<b><u>TITLE</u></b>	<b><u>HOURS</u></b>	<b><u>AMOUNT</u></b>
CATON, AMY	PARTNER	0.40	272.00
ROGOFF, ADAM C	PARTNER	34.00	27,030.00
SHARRET, JENNIFER	ASSOCIATE	28.50	13,822.50
BARLEKAMP, JEFFREY	ASSOCIATE	7.10	3,124.00
PLOTKO, GREGORY G	ASSOCIATE	1.10	731.50
SCHMIDT, SHAI	ASSOCIATE	13.60	5,236.00
FRIEDMAN, JOSHUA	ASSOCIATE	24.10	9,278.50
CHAIKIN, REBECCA B.	PARALEGAL	<u>2.20</u>	<u>572.00</u>
<b>TOTAL</b>		<b><u>111.00</u></b>	<b><u>\$60,066.50</u></b>

**DETAIL OF SERVICES**

<b><u>DATE</u></b>	<b><u>TIMEKEEPER</u></b>	<b><u>DESCRIPTION</u></b>	<b><u>HOURS</u></b>	<b><u>AMOUNT</u></b>
10/01/09	SCHMIDT, SHAI	Research re Bill Heard/ preference issues.	2.00	770.00
10/01/09	ROGOFF, ADAM C	Review and analyze Bill Heard claims and conference calls re same.	2.50	1,987.50
10/01/09	SHARRET, JENNIFER	Analysis of Bill Heard claims and various conference calls re: same.	3.30	1,600.50
10/02/09	SHARRET, JENNIFER	Review responses to motions to extend Automatic Stay.	0.70	339.50
10/02/09	CHAIKIN, REBECCA B.	Pull objections to Automatic Stay motions.	0.50	130.00
10/05/09	SCHMIDT, SHAI	Review GMAC's complaint in Bill Heard case and follow up research re preferences.	5.00	1,925.00
10/05/09	ROGOFF, ADAM C	Review research on preferences and conference with J. Sharret re: same.	2.40	1,908.00
10/05/09	SHARRET, JENNIFER	Conference with A. Rogoff re: Bill Heard issue; conference with S. Schmidt re: research re: same.	1.20	582.00

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<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
10/06/09	SHARRET, JENNIFER	Telephone conference with A. Rogoff re: Bill Heard issues; draft letter to enforce Automatic Stay.	4.30	2,085.50
10/06/09	ROGOFF, ADAM C	Review and revise letter to GMAC re: violation of stay and telephone conference with J. Sharret re same	2.20	1,749.00
10/06/09	CHAIKIN, REBECCA B.	Cite check paragraph for J. Sharret.	0.20	52.00
10/06/09	PLOTKO, GREGORY G	Review letter re violation of Automatic Stay and consider language changes. Review update email to creditors committee and final version of letter re violation of Automatic Stay.	0.60	399.00
10/07/09	SHARRET, JENNIFER	Telephone conference with A. Rogoff re: Bill Heard issues; listen to Bill Heard confirmation hearing; email re: outcome of hearing; draft motion to enforce Automatic Stay.	3.40	1,649.00
10/07/09	ROGOFF, ADAM C	Attention to Bill Heard research and telephone conference with J. Sharret re same.	2.90	2,305.50
10/07/09	CHAIKIN, REBECCA B.	Assemble and review sample motions to Enforce the Automatic Stay.	0.60	156.00
10/08/09	SCHMIDT, SHAI	Bill Heard - Research re jurisdiction of Alabama court.	4.50	1,732.50
10/08/09	SHARRET, JENNIFER	Draft motion to enforce Automatic Stay.	2.00	970.00
10/09/09	SCHMIDT, SHAI	GMAC's complaint - Bill Heard - Research re jurisdiction.	2.00	770.00
10/09/09	CHAIKIN, REBECCA B.	Assemble referenced cases for J. Sharret.	0.40	104.00
10/09/09	ROGOFF, ADAM C	Attention to asset sale and executory contract issues, including Bill Heard issues; emails and meetings w/ J. Sharret re: same; multiple calls re: same.	2.10	1,669.50
10/09/09	SHARRET, JENNIFER	Review research results on Bill Heard and draft motion to enforce Automatic Stay.	1.70	824.50
10/12/09	SCHMIDT, SHAI	Bill Heard - research re jurisdiction of the Alabama court.	0.10	38.50
10/12/09	BARLEKAMP, JEFFREY	Conference and e-mails with J. Sharret re: 1334(e)(1) and Automatic Stay research (.2); conduct case law research re: same (4.8); draft e-mails of results of research (.7).	5.70	2,508.00
10/12/09	SHARRET, JENNIFER	Research and draft motion to enforce stay re: Bill Heard.	3.60	1,746.00
10/13/09	BARLEKAMP, JEFFREY	Additional research on waiver of automatic stay issue.	1.40	616.00

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<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
10/13/09	ROGOFF, ADAM C	Attention to asset sale and executory contract issues, including Bill Heard issues; emails and meetings w/ J. Sharret re: same; multiple calls re: same.	1.40	1,113.00
10/13/09	SHARRET, JENNIFER	Review Bill Heard matter and research re: same.	1.80	873.00
10/14/09	SHARRET, JENNIFER	Conference with A. Rogoff re: Bill Heard.	0.40	194.00
10/14/09	ROGOFF, ADAM C	Attention to asset sale and executory contract issues, including Bill Heard issues; emails and meetings R. Berkovich and J. Sharret re: same; calls to parties re: Bill Heard re: same.	1.90	1,510.50
10/14/09	CHAIKIN, REBECCA B.	Assemble GM pleadings and transcripts in Bill Heard Case.	0.50	130.00
10/14/09	PLOTKO, GREGORY G	Attention to Committee communication and summaries of motions for Automatic Stay.	0.50	332.50
10/15/09	ROGOFF, ADAM C	Attention to Bill Heard issues; calls New GM, Weil and GMAC re: same.	1.30	1,033.50
10/16/09	ROGOFF, ADAM C	Attention to asset sale and executory contract issues, including Bill Heard settlement; calls New GM, Weil and GMAC re: same (1.0); review and revise settlement papers; emails and meetings Sharret re: same (1.6).	2.60	2,067.00
10/19/09	ROGOFF, ADAM C	Attention to asset sale and executory contract issues, including Bill Heard settlement (.7); calls and emails counsel for New GM, Weil and GMAC re: same (.5); review and revise settlement papers (.8); emails and meetings J. Sharret re: same (.3).	2.30	1,828.50
10/19/09	SHARRET, JENNIFER	Attention to emails re: Bill Heard settlement.	0.30	145.50
10/20/09	ROGOFF, ADAM C	Attention to asset sale and executory contract issues, including Bill Heard settlement (.8); calls and emails counsel for New GM, Weil and GMAC re: same (.4); review and revise settlement papers (1.0); emails and meetings J. Sharret re: same (.4).	2.60	2,067.00
10/21/09	ROGOFF, ADAM C	Attention to asset sale and executory contract issues, including Bill Heard settlement (1.1); review settlement agreement revisions (1.0).	2.10	1,669.50
10/22/09	ROGOFF, ADAM C	Attention to asset sale and executory contract issues, including Bill Heard settlement (1.0); review settlement agreement revisions (1.1).	2.10	1,669.50



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10/26/09	ROGOFF, ADAM C	Attention to asset sale and executory contract issues, including Bill Heard.	2.10	1,669.50
11/02/09	ROGOFF, ADAM C	Attention to asset sale and executory contract issues; attention to settlement issues between New GM and MLC issues, including new issues re: Bill Heard estates.	1.80	1,431.00
11/02/09	SHARRET, JENNIFER	Attention to Bill Heard settlement issues.	0.10	48.50
11/03/09	ROGOFF, ADAM C	Attention to asset sale and executory contract issues; attention to Bill Heard settlement papers.	1.50	1,192.50
11/03/09	SHARRET, JENNIFER	Attention to Bill Heard Automatic Stay issues.	0.90	436.50
11/04/09	FRIEDMAN, JOSHUA	Summarize movant's sur-reply (Lawrence).	1.50	577.50
11/05/09	CATON, AMY	Review Naxtisis issues, email G. Plotko re same.	0.40	272.00
11/09/09	SHARRET, JENNIFER	Review summary of motion to modify the automatic stay (.3);	0.30	145.50
11/09/09	FRIEDMAN, JOSHUA	Summarized Motion to Modify the Automatic Stay and the Debtor's Opposition; meeting with J. Sharret and G. Plotko (5.0)	5.00	1,925.00
11/10/09	SHARRET, JENNIFER	Telephone conference with E. Lederman re: Alpha/Bill Heard issues	0.40	194.00
11/12/09	SHARRET, JENNIFER	Reviewing Westchester fire insurance stipulation to modify the automatic stay.	0.20	97.00
11/13/09	SHARRET, JENNIFER	Reviewing and summarizing draft stipulation between the Debtors and Wetchester Fire Insurance Company to modify the automatic stay.	0.80	388.00
11/18/09	FRIEDMAN, JOSHUA	Research re preferences re Alpha issues.	4.00	1,540.00
11/30/09	ROGOFF, ADAM C	Attention to automatic stay relief requests.	0.20	159.00
12/01/09	FRIEDMAN, JOSHUA	Review and summarize liftstay motions.	1.40	539.00
12/04/09	SHARRET, JENNIFER	Attention to adjournments of 2004 and lift stay motions	0.10	48.50
12/07/09	SHARRET, JENNIFER	Review research on preferences and c/f with Weil and Honigman re: Alpha issue	1.20	582.00
12/15/09	FRIEDMAN, JOSHUA	Research re: preferences and mistake/refund re Bill Heard; and preparation for conference call; Research re: preferences and mistake/refund;	3.50	1,347.50
12/16/09	FRIEDMAN, JOSHUA	Research and draft memo re preferences.	6.50	2,502.50
12/21/09	FRIEDMAN, JOSHUA	Call with J. Sharret and E. Lederman re: Alpha; write up research re: refund/mistakes.	2.20	847.00

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068000-00003 (AUTOMATIC STAY MATTERS/RELIEF)

March 17, 2010  
Invoice No. 541031

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<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
12/21/09	SHARRET, JENNIFER	T/c with E. Lederman re: Alpha issues and settlements (.5); review preference research re: Alpha and circulating email re: same (.4)	0.90	436.50
12/22/09	SHARRET, JENNIFER	Conference call re: Alpha	<u>0.90</u>	<u>436.50</u>
<b>TOTAL</b>			<b><u>111.00</u></b>	<b><u>\$60,066.50</u></b>

GENERAL MOTORS CREDITORS COMMITTEE  
068000-00004 (INSURANCE AND OTHER BUSINESS OPERATIONS)

March 17, 2010  
Invoice No. 541031

### SUMMARY OF SERVICES

<u>TIMEKEEPER</u>	<u>TITLE</u>	<u>HOURS</u>	<u>AMOUNT</u>
REZNICK, ALLAN E.	PARTNER	87.10	67,766.50
ROGOFF, ADAM C	PARTNER	6.90	5,546.00
TAYLOR, JEFFREY	ASSOCIATE	0.80	520.00
RABINOVICH, RUSS	ASSOCIATE	3.00	1,905.00
ERREA, JULIA B	ASSOCIATE	12.30	6,396.00
FREEDMAN, ALEXANDER J	ASSOCIATE	0.40	224.00
SHARRET, JENNIFER	ASSOCIATE	0.80	388.00
MACKSOUD, LAUREN M	ASSOCIATE	41.80	25,275.00
PLOTKO, GREGORY G	ASSOCIATE	1.40	931.00
FULLER, MEGAN	ASSOCIATE	58.90	22,710.00
FEIBELMANN, LYNNE C	PARALEGAL	4.00	1,040.00
CHAIKIN, REBECCA B.	PARALEGAL	<u>0.20</u>	<u>56.00</u>
<b>TOTAL</b>		<b><u>217.60</u></b>	<b><u>\$132,757.50</u></b>

### DETAIL OF SERVICES

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
10/19/09	ROGOFF, ADAM C	Attention to insurance issues. Attention to GM Strasbourg issues; emails w/ Weil re: same; emails A. Caton re: same.	0.80	636.00
10/20/09	PLOTKO, GREGORY G	Review 8-K and summary prepared on 8-K.	0.30	199.50
10/23/09	ROGOFF, ADAM C	Focus on insurance issues.	0.30	238.50
10/29/09	ROGOFF, ADAM C	Attention to insurance coverage issues for the estate.	0.10	79.50
10/30/09	MACKSOUD, LAUREN M	Conference call with FTI regarding insurance and real estate issues (.8), review transition services agreement regarding same (1.2), confer internally regarding same (1.4).	3.40	2,040.00

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068000-00004 (INSURANCE AND OTHER BUSINESS OPERATIONS)

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<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
10/30/09	ROGOFF, ADAM C	Attention to insurance coverage issues for the estate; call FTI re: same.	0.20	159.00
10/30/09	FREEDMAN, ALEXANDER J	Discussions with L. Macksoud and M. Fein regarding leases and copies of final documentation.	0.40	224.00
11/02/09	ROGOFF, ADAM C	Calls w/ L. Macksoud re: real estate license and TSA; attn to email re: same. (.3)	0.30	238.50
11/02/09	ROGOFF, ADAM C	Attn to insurance coverage issues for the estate (.1).	0.10	79.50
11/03/09	RABINOVICH, RUSS	Review license agreement for 500 River East Center; Comments to license agreement; Prepare list of issues; E-mails and calls with L. Macksoud; Conference with Mr. Fine.	2.20	1,397.00
11/03/09	ROGOFF, ADAM C	Email R. Berkovich re: real estate issues; emails L. Macksoud and real estate associates re: same; review emails re: same. (.6)	0.60	477.00
11/03/09	MACKSOUD, LAUREN M	Review lease agreement, confer with A. Rogoff and R. Rabinovich regarding same.	1.80	1,080.00
11/04/09	RABINOVICH, RUSS	Conference call with debtor's counsel regarding license issues; Review license and prepare for call.	0.80	508.00
11/04/09	ROGOFF, ADAM C	Email R. Berkovich re: real estate issues; emails L. Macksoud and real estate associates re: same; review emails re: same (.3);	0.30	238.50
11/04/09	ROGOFF, ADAM C	attn to insurance issues and emails Berz regarding same (.2).	0.20	159.00
11/04/09	REZNICK, ALLAN E.	Telephone conference and emails with A. Rogoff Ace Asbestos issues.	0.20	155.00
11/04/09	MACKSOUD, LAUREN M	Call with debtors regarding MLC lease agreement, confer with A. Rogoff regarding same.	1.80	1,080.00
11/05/09	ROGOFF, ADAM C	Attn to insurance coverage issues for the estate (.1);	0.10	79.50
11/06/09	ROGOFF, ADAM C	Attn to insurance coverage issues for the estate; call Berz and A. Reznick re: same (.8);	0.80	636.00
11/06/09	MACKSOUD, LAUREN M	Call with debtor regarding asbestos insurance.	0.80	480.00
11/06/09	REZNICK, ALLAN E.	Conference call with D. Berz; conference call with A. Rogoff regarding organization; conference with J. Bessonette re staffing; conference with J. Errea.	2.20	1,705.00

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<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
11/06/09	PLOTKO, GREGORY G	Attn to insurance L/C's issues; disc with J Sharret re same.	1.10	731.50
11/09/09	REZNICK, ALLAN E.	GM conference J. Errea review FTI Consulting Insurance summary for MLC.	0.70	542.50
11/09/09	ROGOFF, ADAM C	attn to insurance issues. (.1);	0.10	79.50
11/10/09	ROGOFF, ADAM C	Attn to insurance issues (.1);	0.10	79.50
11/12/09	REZNICK, ALLAN E.	GM review coverage summary.	0.50	387.50
11/12/09	ROGOFF, ADAM C	Attn to insurance issues (0.1); Attn to REALM and ENCORE. (.1).	0.20	159.00
11/13/09	REZNICK, ALLAN E.	Conference Fred Marro re Delaware/Royal/ GM Settlement.	1.20	930.00
11/16/09	FEIBELMANN, LYNNE C	Review and index domestic insurance policies.	3.00	780.00
11/16/09	ERREA, JULIA B	Meeting with A. Reznick re review of insurance policies; meeting with L. Feibelman re preparation of index.	0.90	468.00
11/16/09	REZNICK, ALLAN E.	Conference w/ Julia Errea; email David Berz; index of policies; further conference with Julia Errea.	1.30	1,007.50
11/16/09	ROGOFF, ADAM C	Attn to insurance issues; emails A. Phillips, A. Reznick and D. Berz re: same (.4);	0.40	318.00
11/17/09	FEIBELMANN, LYNNE C	Index London insurance policies.	1.00	260.00
11/17/09	ROGOFF, ADAM C	Attn to insurance issues; emails A. Reznick, Berz and A. Phillips regarding same (.6);	0.60	477.00
11/17/09	REZNICK, ALLAN E.	Review emails review. APA, and draft order; review index and summary of policies; emails to J. Errea.	3.40	2,635.00
11/18/09	FULLER, MEGAN	Met with J. Errea and A. Reznick to discuss insurance policies for GM.	1.20	462.00
11/18/09	SHARRET, JENNIFER	Telephone conference with A. Resnick re: insurance issues.	0.10	48.50
11/18/09	ERREA, JULIA B	Internal meetings and correspondence re review of GM insurance policies.	2.70	1,404.00
11/18/09	ROGOFF, ADAM C	Attn to insurance issues (.3);	0.30	238.50

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068000-00004 (INSURANCE AND OTHER BUSINESS OPERATIONS)

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<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
11/18/09	REZNICK, ALLAN E.	Review summary of policies (.4); review draft Assignment and Assumption Agreement (.4); review coverage chart (.5); telephone conference w/ A. Rogoff (.2); review D. Berz emails (.2); conference w/ J. Errea (.2); review Royal GL and Prop policy (.6); meeting M. Fuller and J. Errea (.3); conference call D. Berz, J. Errea, M. Fuller re Royal Settlement (.9); voicemail to A. Rogoff re Royal Settlement (.1).	3.60	2,790.00
11/19/09	FULLER, MEGAN	Reviewing insurance policies for policy coverage dates and exceptions for asbestos.	2.90	1,116.50
11/19/09	FULLER, MEGAN	Researched follow-form rules in NY.	1.10	423.50
11/19/09	REZNICK, ALLAN E.	Review initial Royal policy (.7); review coverage map (.7); review Abstract August 2008 Business Insurance Article re Royal Settlement (1.2). Conference; M. Fuller re Coverage Map and "follow form" (.9), email J. Wine Initial review of Royal / GM settlement documentation (.2).	3.70	2,867.50
11/20/09	FULLER, MEGAN	Researched follow form provisions under NY law.	2.90	1,116.50
11/20/09	REZNICK, ALLAN E.	Review Royal Settlement; review coverage summary.	2.30	1,782.50
11/23/09	FULLER, MEGAN	Met with A. Reznick and J. Errea to discuss policies and researched occurrence triggers and follow form provisions	3.10	1,193.50
11/23/09	ERREA, JULIA B	Internal meetings and telephone conferences re GM/Royal Settlement & research on occurrence insurance issues (2.5); review of Master Sale and Purchase Agreement (.4); review of ACE Stipulation and Agreement (.4); Review of GM/Royal Settlement (.6). Correspondence with WGM re GM insurance policies (.2).	3.80	1,976.00
11/23/09	SHARRET, JENNIFER	Telephone conference with J. Errera re: insurance schedules.	0.20	97.00
11/23/09	ROGOFF, ADAM C	Attn to insurance issues and call A. Reznick re: same.	0.20	159.00

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<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
11/23/09	REZNICK, ALLAN E.	Conferences J. Errea and M. Fuller. "Follow Form" and meaning of "occurrence" (1.0); conf D. Berz (.4); conference w/ A. Rogoff; review Royal settlement and release (.6); conference J. Errea re excluded assets (.4).	2.80	2,170.00
11/24/09	ERREA, JULIA B	Review of insurance policy coverage map and distributed to internal group (.8). Internal meeting re research on occurrence insurance issues (.6).	1.40	728.00
11/24/09	FULLER, MEGAN	Research NY and Michigan law on what occurrence triggers liability.	7.90	3,041.50
11/24/09	REZNICK, ALLAN E.	Review coverage chart (.3); review GM/Royal Settlement Agreement (.8); inquiries re Ace policies (.4); conferences with J. Errea and M. Fuller (1.3).	2.80	2,170.00
11/25/09	FULLER, MEGAN	Research Michigan and NY law on when occurrence triggers coverage.	6.10	2,348.50
11/25/09	REZNICK, ALLAN E.	Review Michigan litigation v. Royal.	1.40	1,085.00
11/27/09	FULLER, MEGAN	Researched Michigan cases re: triggers for insurance coverage.	0.90	346.50
11/30/09	ERREA, JULIA B	Internal meeting and telephone conferences re research on occurrence law issues.	0.60	312.00
11/30/09	FULLER, MEGAN	Continued research and drafting for insurance occurrence triggers.	6.20	2,387.00
11/30/09	ROGOFF, ADAM C	Attn to insurance issues.	0.10	79.50
11/30/09	REZNICK, ALLAN E.	Review NY and Michigan cases; conferences with J. Errea and M. Fuller; email D. Berz.	3.30	2,557.50
12/01/09	FULLER, MEGAN	Draft memo and review insurance policies for governing state law.	8.10	3,118.50
12/01/09	ERREA, JULIA B	Internal meeting re research on occurrence insurance issues.	0.50	260.00
12/01/09	REZNICK, ALLAN E.	Conf J. Errea and M. Fowler review research re articulation of injury in fact standard, re analysis of claims on excess policies.	2.80	2,170.00
12/02/09	ERREA, JULIA B	Review insurance law memo prepared by M. Fuller and provide comments. Meet with M. Fuller re same.	1.10	572.00
12/02/09	FULLER, MEGAN	Revise memo re: occurrence triggers and review policies for governing state law.	5.10	1,963.50
12/02/09	SHARRET, JENNIFER	Review articles re: F. Henderson resignation.	0.50	242.50

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<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
12/02/09	REZNICK, ALLAN E.	Policy Ananysis; conference M. Fuller; review Coverage Map; Conference J. Black re insurance settlement	2.50	1,937.50
12/03/09	FULLER, MEGAN	Review insurance policies for governing state law	1.10	423.50
12/03/09	REZNICK, ALLAN E.	Review coverage map; Review policies; conf. J. Errea	2.50	1,937.50
12/04/09	FULLER, MEGAN	Review policies for applicable state law.	0.60	231.00
12/04/09	ROGOFF, ADAM C	Attn to insurance issues.	0.20	170.00
12/04/09	REZNICK, ALLAN E.	Review policies and insurance settlement; review Coverage Map, review research; conf M. Fowler.	2.30	1,782.50
12/07/09	FULLER, MEGAN	Conference call with debtor's consultant and review policies for governing state law	1.10	423.50
12/07/09	ERREA, JULIA B	Conf. call with FTI Consulting re excess insurance coverage. Internal T/Cs and correspondence re primary insurance policies.	0.80	416.00
12/07/09	REZNICK, ALLAN E.	Conf call with J. Santambrogio and colleagues; conf A. Rogoff re Excess coverage and Michigan Precedent and competitive process for selection of counsel; conference M. Fuller and J. Errea.	2.80	2,170.00
12/07/09	ROGOFF, ADAM C	Attn to insurance issues and calls A. Reznick. (.1)	0.10	85.00
12/08/09	FULLER, MEGAN	Met with J. Errea to discuss applicable state law and review policies for governing state law	2.30	885.50
12/08/09	ROGOFF, ADAM C	Attn to insurance issues and calls A. Reznick. (.1)	0.10	85.00
12/08/09	ERREA, JULIA B	Meeting with M. Fuller re review of primary insurance policies. Internal T/Cs re preparation for meeting at WGM.	0.50	260.00
12/08/09	MACKSOUD, LAUREN M	Call with debtors on European venture capital issues.	0.80	480.00
12/08/09	REZNICK, ALLAN E.	Review 363 Sale documentation, review research re insurance; conf M. Fuller; review insurance policies and settlement.	2.70	2,092.50
12/08/09	TAYLOR, JEFFREY	Participate in conference call with Debtors' counsel regarding transfer of European assets.	0.80	520.00
12/09/09	ROGOFF, ADAM C	Attn to insurance issues and calls A. Reznick. (.5)	0.50	425.00



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<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
12/10/09	FULLER, MEGAN	Review policies for Rider 6 and research Delaware case	1.10	423.50
12/10/09	ROGOFF, ADAM C	Attn to insurance issues and calls A. Reznick. (.1)	0.10	85.00
12/10/09	REZNICK, ALLAN E.	Review insurance settlement agreement; coverage map conf. with J. Black re GM captive exposure	2.50	1,937.50
12/11/09	FULLER, MEGAN	Legal research for recent Delaware asbestos litigation case	0.50	192.50
12/11/09	ROGOFF, ADAM C	Attn to insurance issues and calls A. Reznick. (.1)	0.10	85.00
12/11/09	MACKSOUD, LAUREN M	Draft memo to committee on possible insurance litigation, summarize discussions with potential counsel, confer with A. Reznick and FTI regarding same, review and revise memo.	4.20	2,520.00
12/11/09	REZNICK, ALLAN E.	Review coverage map and insurance policies; conf. J.Black re GM captive and insurance settlement.	2.40	1,860.00
12/13/09	MACKSOUD, LAUREN M	Review and revise insurance memo.	2.20	1,320.00
12/14/09	REZNICK, ALLAN E.	Review and revise draft memos	1.20	930.00
12/14/09	MACKSOUD, LAUREN M	Revise insurance memorandum (.5), review memorandum on future asbestos representative (.6)	1.10	660.00
12/15/09	REZNICK, ALLAN E.	Conf L. Kellner re annual/cumulative policy limits and "all sums" issue (.6). Review and revise memo to Committee re Dickstein Shapiro Presentation (.4); Confs. w/ L. Macksoud re MEO and disc. w/ L. Kellner re same (.2). Conf. w/ FTI re alternatives to Dickstein Shapiro obligation to conduct comprehensive search for counsel, proposed disc. w/ A. Lefevre from Arrowood (.8); T/c J. Black re contracting A. Lefevre (.2); Research re insurance litigation (1.2).	3.40	2,635.00
12/15/09	MACKSOUD, LAUREN M	Call with FTI regarding insurance issues, revise memo accordingly. Confer with T. Mayer regarding insurance issues.	1.30	780.00
12/16/09	REZNICK, ALLAN E.	Review Policy map; Review L. Kellner "all sums" memo; Review research re same.	2.70	2,092.50

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<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
12/16/09	MACKSOUD, LAUREN M	Meeting with A. Reznick regarding insurance issues, reviewing memo on all sums issue.	1.10	660.00
12/17/09	REZNICK, ALLAN E.	Conference D. Berz, J. Smolinsky re Excess Carriers insurance.	2.70	2,092.50
12/17/09	MACKSOUD, LAUREN M	Confer with A. Reznick regarding status of asbestos insurance, review all excess insurance policies, confer with FTI regarding same, schedule meeting to interview potential counsel.	4.40	2,640.00
12/18/09	MACKSOUD, LAUREN M	Meeting with A. Reznick regarding excess insurance policies.	1.20	720.00
12/18/09	REZNICK, ALLAN E.	Review excess policies with L. Macksoud; conf. L. Kellner; Review research re same.	3.20	2,480.00
12/21/09	REZNICK, ALLAN E.	Conf T. Mayer re excess insurance issues. Attend Committee Meeting, conf call T. Morrow re. GM. Captive, conf J. Cooney Asbestos sub committee, conf L. Macksoud re insurance settlement agreement.	3.40	2,635.00
12/21/09	MACKSOUD, LAUREN M	Conference call with debtors' financial advisor regarding potential insurance litigation (.8), organize documents to be sent to committee members regarding same (1.3).	2.10	1,260.00
12/22/09	MACKSOUD, LAUREN M	Meeting with potential counsel to MLC regarding potential insurance litigation, confer internally and with FTI regarding same (3.3), draft summary of situation and presentation, confer with T. Mayer regarding same (1.3), confer with committee's subcommittee for claims regarding same, and regarding documents shared (.8).	5.40	3,240.00
12/22/09	REZNICK, ALLAN E.	T/c K. Henry; review L. Macksoud memo; review A. Philips memo; review Choice of Law issues.	2.50	1,937.50
12/23/09	REZNICK, ALLAN E.	Excess Coverage strategy, t/c J. Black re insurance settlement, conf L. Macksoud. Email and conference K. Henry review spread sheet re consent to service, email T. Mayer.	2.60	2,015.00
12/23/09	MACKSOUD, LAUREN M	Call with potential counsel to MLC regarding insurance litigation, discuss litigation strategy (.7), confer with A. Reznick regarding same (.5)	1.20	720.00

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<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
12/28/09	REZNICK, ALLAN E.	Conf. L. Macksoud re: choice of law and jurisdiction re excess coverage. Schedule issues; re conferences with debtor's counsel and tort claimant's counsel.	0.80	620.00
12/28/09	MACKSOUD, LAUREN M	Confer with A. Reznick and committee members regarding insurance.	0.80	480.00
12/29/09	REZNICK, ALLAN E.	Conferences L. Macksoud; t/c D. Berz re Excess Coverage Strategy.	0.50	387.50
12/29/09	MACKSOUD, LAUREN M	Confer with A. Reznick regarding insurance issues, set up call with debtors' counsel regarding same.	0.60	360.00
12/30/09	MACKSOUD, LAUREN M	Call with D. Berz regarding insurance issue, follow up with FTI regarding same.	1.10	660.00
12/30/09	REZNICK, ALLAN E.	Conf call with D. Berz regarding outside counsel and excess liability policies; follow-up with L. Macksoud; review email from A. Phillips.	1.00	775.00
01/04/10	FULLER, MEGAN	Research Pennsylvania service-of-suit law (1.8); confs. A. Reznick re same (1.8).	3.60	1,404.00
01/04/10	REZNICK, ALLAN E.	Conference L. Macksoud re strategy for claims under excess policies (1.0); conferences M. Fuller re research on choice of law (1.8).	2.80	2,226.00
01/04/10	MACKSOUD, LAUREN M	Coordinate conference call with committee members regarding asbestos insurance (.6); confer with M. Fuller regarding research (.8). conferring with A. Reznick regarding strategy for excess coverage.	2.40	1,512.00
01/05/10	REZNICK, ALLAN E.	Conference call with Tort Claimants' Subcommittee re: Strategy for claims vs. excess insurers (1.1); conferences L. Macksoud (.9); conference D. Berz re next steps by Tort Claimants Subcommittee (.7).	2.70	2,146.50
01/05/10	MACKSOUD, LAUREN M	Call with tort committee members regarding asbestos insurance (1.1), draft follow-up email (.1), confer with committee member regarding same (.2).	1.40	882.00
01/06/10	CHAIKIN, REBECCA B.	Locate MLC 8K for A. Caton.	0.20	56.00
01/07/10	REZNICK, ALLAN E.	Conference D. Berz, T. Mayer re environmental insurance (.4); conference L. Macksoud re: general insurance issues (.7); t/c K. Henry re follow up with tort claimants (.4).	1.50	1,192.50

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<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
01/08/10	MACKSOUD, LAUREN M	Confer with committee member regarding asbestos insurance. conferring with A. Reznick regarding confidentiality issues.	1.40	882.00
01/11/10	MACKSOUD, LAUREN M	Conference call regarding asbestos insurance. conferring with A. Reznick regarding release of confidential information to tort claimants.	1.30	819.00
01/12/10	REZNICK, ALLAN E.	Conference call with A. Philips and W. Shaps re insurance strategy, conf call T. Morrow , D. Berz , W. Shaps, A. Philips and J. Santambrogio re insurance issues (.7); email to L. Macksoud summarizing conference call with MLC, Weil, and FTI, conf. L. Macksoud re same (.7); conf call AER, LM and T. Swett, re tort claimants release of materials to Gilbert & Oshansky (.8).	2.20	1,749.00
01/14/10	FULLER, MEGAN	Research unauthorized insurers	3.10	1,209.00
01/14/10	REZNICK, ALLAN E.	Conference L. Macksoud re open issues and conference with tort claimants	0.30	238.50
01/19/10	REZNICK, ALLAN E.	GM conference L. Macksoud re follow-up with T. Swett. Review J. Santambrogio email, review L. Macksoud email re scheduling.	0.40	318.00
01/20/10	REZNICK, ALLAN E.	Conferences L. Macksoud re meeting with tort claimants.	0.30	238.50
01/21/10	REZNICK, ALLAN E.	T/c L. Macksoud, t/c T. Swett.	0.40	318.00
01/22/10	REZNICK, ALLAN E.	Call with T. Swett regarding conversation with S. Gilbert (.3); v/m K. Henry (.1); t/c L. Macksoud (.1); draft memo to L. Macksoud and T. Mayer (1.8).	2.30	1,828.50
01/25/10	REZNICK, ALLAN E.	T/c D. Berz. Conf L. Macksoud re scheduling call re insurance.	<u>0.30</u>	<u>238.50</u>
<b>TOTAL</b>			<b><u>217.60</u></b>	<b><u>\$132,757.50</u></b>

**SUMMARY OF SERVICES**

<b><u>TIMEKEEPER</u></b>	<b><u>TITLE</u></b>	<b><u>HOURS</u></b>	<b><u>AMOUNT</u></b>
MAYER, THOMAS MOERS	PARTNER	12.90	12,091.00
CATON, AMY	PARTNER	4.50	3,084.00
REZNICK, ALLAN E.	PARTNER	3.00	2,385.00
HERZOG, BARRY	PARTNER	5.00	3,806.00
WARREN, CHARLES S	PARTNER	6.80	5,096.00
ROGOFF, ADAM C	PARTNER	2.40	1,908.00
ROSENSAFT, JODI	ASSOCIATE	6.30	3,819.00
KATZ, ALYSSA R	ASSOCIATE	0.20	104.00
SHARRET, JENNIFER	ASSOCIATE	11.20	5,562.00
MACKSOUD, LAUREN M	ASSOCIATE	15.50	9,444.00
PLOTKO, GREGORY G	ASSOCIATE	12.30	8,179.50
CHAIKIN, REBECCA B.	PARALEGAL	<u>1.10</u>	<u>294.00</u>
<b>TOTAL</b>		<b><u>81.20</u></b>	<b><u>\$55,772.50</u></b>

**DETAIL OF SERVICES**

<b><u>DATE</u></b>	<b><u>TIMEKEEPER</u></b>	<b><u>DESCRIPTION</u></b>	<b><u>HOURS</u></b>	<b><u>AMOUNT</u></b>
10/02/09	MACKSOUD, LAUREN M	Draft and revise outline for meeting with debtors.	1.10	660.00
10/02/09	SHARRET, JENNIFER	Review draft agenda for meeting with Debtors.	0.20	97.00
10/05/09	MACKSOUD, LAUREN M	Prepare for and attend continuation of section 341 meeting	2.20	1,320.00
10/06/09	MACKSOUD, LAUREN M	Confer with T. Mayer regarding meeting with debtors, finalize agenda for same.	1.20	720.00
10/07/09	PLOTKO, GREGORY G	Attention to email re agenda for meeting with Weil.	0.20	133.00
10/09/09	MAYER, THOMAS MOERS	Meetings at Kramer Levin with team to discuss agenda for Tuesday October 13 meeting at Weil; discuss Canadian ULC claim with A. Caton.	1.50	1,395.00

GENERAL MOTORS CREDITORS COMMITTEE

March 17, 2010

068000-00005 (MEETINGS WITH DEBTORS/OTHER MAJOR CONSTITUENTS) Invoice No. 541031

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
10/09/09	SHARRET, JENNIFER	Preparation for meeting with Debtors.	0.30	145.50
10/12/09	KATZ, ALYSSA R	Discussions with Greg Plotko re: GM Wind-Down Budget.	0.20	104.00
10/12/09	PLOTKO, GREGORY G	Preparation for meeting with Weil to discuss plan issues and estimation procedures.	1.70	1,130.50
10/12/09	ROSENSAFT, JODI	Preparation for 10/13/09 meeting with debtors counsel re: term sheet and related securities issues (2.1).	2.10	1,260.00
10/13/09	ROGOFF, ADAM C	Prepare for and attend meeting at Weil re: plan issues.	2.40	1,908.00
10/13/09	HERZOG, BARRY	Meeting with debtor's counsel to discussion plan structure and related issues; related follow-up .	3.40	2,550.00
10/13/09	MAYER, THOMAS MOERS	Prepare for (.5) and attend (2.0) meeting at Weil Gotshal with Weil Team to discuss [a] environmental issues, [b] tax, securities issues in structuring reserve distribution trust, [c] status of asbestos/product liability claims estimation; post-mortem with team returning to office (.3).	2.80	2,604.00
10/13/09	PLOTKO, GREGORY G	Prepare for meeting with Weil re plan and case issues; review estimation materials (2.0); attend and participate in meeting at Weil Gotshal re outstanding case issues and case; draft summary of meeting (4.6); continue drafting summary of meeting with Weil re outstanding case issues (2.1).	8.70	5,785.50
10/13/09	ROSENSAFT, JODI	Preparation for and attendance at meeting with debtor's counsel (2.4); follow-up with T. Mayer and A. Dienstag (.5)	2.90	1,740.00
10/14/09	PLOTKO, GREGORY G	Continue drafting summary of 10/13/09 meeting.	1.70	1,130.50
10/21/09	MACKSOUD, LAUREN M	Review updates on meeting with debtors and omnibus hearing, review presentation provided by FTI regarding same.	1.60	960.00
12/08/09	CATON, AMY	Review emails re mtg w/ Debtors and respond to same	0.20	136.00
12/09/09	MAYER, THOMAS MOERS	Emails to/from J. Smolinsky, S. Karotkin re teams to attend December 15 meeting (.2); calls with D. Retter at Law Debenture (.1), M. Williams at Wilmington Trust (.1) re December 15 meeting.	0.40	372.00

GENERAL MOTORS CREDITORS COMMITTEE

March 17, 2010

068000-00005 (MEETINGS WITH DEBTORS/OTHER MAJOR CONSTITUENTS) Invoice No. 541031

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
12/10/09	MACKSOUD, LAUREN M	Meeting with A. Reznick regarding asbestos insurance issue, preparation for meeting with Debtors and advisors re same (2.2); meeting with Debtors' counsel, Debtors' advisors and potential counsel for MLC on possible insurance litigation, discuss GM's insurance history and potential insurance litigation strategy (2.4)	4.60	2,760.00
12/14/09	MAYER, THOMAS MOERS	Conferences, emails J. Sharret, J. Smolinsky, S. Karotkin re agenda for meeting December 15, attendance, preparation therefore.	0.50	465.00
12/15/09	WARREN, CHARLES S	Meeting at Weil on plan issues and claims.	4.00	2,940.00
12/15/09	SHARRET, JENNIFER	Prep for and participate in meeting with Debtors re: plan issues	3.80	1,843.00
12/15/09	MAYER, THOMAS MOERS	Prepare for (.5) and attend (2.5) meeting at Weil Gotshal with Alix, Weil, KL & FTI teams to go over Alix "deck" on claims allowance, Alix term sheet to plan.	3.00	2,790.00
12/15/09	CATON, AMY	Prep for and meet w Debtors to discuss plan structure,	3.50	2,380.00
12/23/09	SHARRET, JENNIFER	Coordinate meeting with Debtors	0.40	194.00
12/23/09	CHAIKIN, REBECCA B.	Create spreadsheet of Committee attendees to 1/7 meeting w/ Debtors.	0.50	130.00
12/30/09	CHAIKIN, REBECCA B.	Update attendance spreadsheet for 1/7 meeting w/ Debtors.	0.20	52.00
01/03/10	SHARRET, JENNIFER	Attention to 1/7 meeting with Debtors.	0.10	50.50
01/04/10	MAYER, THOMAS MOERS	Conference with A. Caton re preparation for Committee/Debtors Meeting on January 7.	0.20	190.00
01/04/10	CHAIKIN, REBECCA B.	Update attendance spreadsheet for 1/7 meeting with Debtors.	0.10	28.00
01/04/10	SHARRET, JENNIFER	Emails to committee members re: meeting with Debtors.	0.20	101.00
01/06/10	REZNICK, ALLAN E.	T/c D. Berz; conf. L. Macksoud re scheduling and agenda for Committee Meeting with Debtors.	0.50	397.50
01/06/10	SHARRET, JENNIFER	Prepare for meeting with Debtors	1.20	606.00
01/06/10	MACKSOUD, LAUREN M	Prepare for meeting, review presentation from Alix Partners.	0.80	504.00
01/06/10	CHAIKIN, REBECCA B.	Update attendance spreadsheet for 1/7 meeting with Debtors.	0.30	84.00

GENERAL MOTORS CREDITORS COMMITTEE

March 17, 2010

068000-00005 (MEETINGS WITH DEBTORS/OTHER MAJOR CONSTITUENTS) Invoice No. 541031

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
01/06/10	MAYER, THOMAS MOERS	Prepare for Jan. 7 meeting with Debtors: conferences J. Sharret, L. Macksoud, premeeting with team re agenda.	1.00	950.00
01/07/10	ROSENSAFT, JODI	Meeting with Weil (attendance by phone).	1.30	819.00
01/07/10	SHARRET, JENNIFER	Prep for meeting with debtors (1.5); internal pre-meeting with KL team (1.0); full Committee meeting with Debtors (2.5).	5.00	2,525.00
01/07/10	MACKSOUD, LAUREN M	Internal pre-meeting w. KL team to prep for Debtor meeting (.9); meeting with Alix Partners, Debtors' counsel, and various committee members regarding strategy going forward. (2.5)	3.40	2,142.00
01/07/10	WARREN, CHARLES S	Meeting with Committee, Alix Partners and Weil on plan structure (2.5); meeting with Committee (.3).	2.80	2,156.00
01/07/10	MAYER, THOMAS MOERS	Prep with team for meeting with Debtors (1.0); meet with Weil, Alix, FTI and KL teams re progress towards plan (2.5).	3.50	3,325.00
01/07/10	CATON, AMY	Meet with KL team to prep for meeting at Weil, discuss open issues.	0.80	568.00
01/07/10	REZNICK, ALLAN E.	Attendance at meeting with Debtors.	2.50	1,987.50
01/07/10	HERZOG, BARRY	Participate in meeting w/company. (1.6)	1.60	1,256.00
01/26/10	MACKSOUD, LAUREN M	Call with FTI regarding status of matter.	<u>0.60</u>	<u>378.00</u>
<b>TOTAL</b>			<b><u>81.20</u></b>	<b><u>\$55,772.50</u></b>



**SUMMARY OF SERVICES**

<b><u>TIMEKEEPER</u></b>	<b><u>TITLE</u></b>	<b><u>HOURS</u></b>	<b><u>AMOUNT</u></b>
CATON, AMY	PARTNER	11.30	7,870.00
FISHER, DAVID J	PARTNER	2.80	2,338.00
NAHOUM, GARIEL	ASSOCIATE	23.20	10,556.00
CHAIKIN, REBECCA B.	PARALEGAL	<u>0.20</u>	<u>52.00</u>
<b>TOTAL</b>		<b><u>37.50</u></b>	<b><u>\$20,816.00</u></b>

**DETAIL OF SERVICES**

<b><u>DATE</u></b>	<b><u>TIMEKEEPER</u></b>	<b><u>DESCRIPTION</u></b>	<b><u>HOURS</u></b>	<b><u>AMOUNT</u></b>
12/23/09	CATON, AMY	Review DIP loan agreement and emails to M. Williams, T. Mayer, E. Fisher re analysis on collateral package for same (1.0); research re same and o/c E. Fisher re same (.6)	1.60	1,088.00
12/24/09	CHAIKIN, REBECCA B.	Assemble DIP documents for J. Sharret.	0.20	52.00
12/29/09	CATON, AMY	Review DIP agreement and collateral issues	1.80	1,224.00
12/30/09	CATON, AMY	Review DIP loan agreement and corr. for same (1.3), o/c E. Fisher re collateral issues (.4)	1.70	1,156.00
01/04/10	NAHOUM, GARIEL	Research related to proceeds of avoidance action and treatment thereof under the UCC.	6.80	3,094.00
01/04/10	FISHER, DAVID J	Research (.7) and discussion w. A. Caton (.5) re UCC related/lien issues.	1.20	1,002.00
01/04/10	CATON, AMY	Discuss collateral issues w D. Fisher (.5); call to Bernstein re same (.2); review docs re same (.5).	1.20	852.00
01/05/10	FISHER, DAVID J	Office conferences/follow-up with G. Nahoum re UCC issues.	0.50	417.50
01/05/10	NAHOUM, GARIEL	Draft summary of case law and UCC provisions related to security interests in deposit accounts (1.3); further research on same issue (1.4); meet with D. Fisher to discuss issues (.5).	3.20	1,456.00

GENERAL MOTORS CREDITORS COMMITTEE  
068000-00006 (DIP FINANCING/CASH COLLATERAL)

March 17, 2010  
Invoice No. 541031

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
01/06/10	NAHOUM, GARIEL	Research post-petition security interests in deposit accounts (1.9); review of collateral and excluded collateral provisions of GM security agreement and super-priority credit facility (1.8); research UCC section issues (2.0).	5.70	2,593.50
01/06/10	FISHER, DAVID J	Review Analysis with G. Nahoum re UCC analysis.	0.40	334.00
01/06/10	CATON, AMY	Review DIP security agreement and email same to G. Nahoum, D. Fisher.	0.80	568.00
01/07/10	NAHOUM, GARIEL	Research post-petition security interests in deposit accounts.	4.70	2,138.50
01/08/10	NAHOUM, GARIEL	Research post-petition security interests in deposit accounts.	2.80	1,274.00
01/08/10	FISHER, DAVID J	E-mail analysis/telephone conference with A. Caton re UCC issues.	0.40	334.00
01/08/10	CATON, AMY	Review Fisher memo and edits to same (1.7), call with D. Fisher re: same (.4)	1.10	781.00
01/08/10	CATON, AMY	Review D. Fisher memo and edits to same (1.7), call with D. Fisher re: same (.3)	2.00	1,420.00
01/10/10	FISHER, DAVID J	Review Analysis; communications to A. Caton.	0.30	250.50
01/10/10	CATON, AMY	Review D. Fisher memo and edits to same, research for same (.8), call with T. Mayer re: same (.3)	<u>1.10</u>	<u>781.00</u>
<b>TOTAL</b>			<b><u>37.50</u></b>	<b><u>\$20,816.00</u></b>

**SUMMARY OF SERVICES**

<b><u>TIMEKEEPER</u></b>	<b><u>TITLE</u></b>	<b><u>HOURS</u></b>	<b><u>AMOUNT</u></b>
TRACHTMAN, JEFFREY S.	PARTNER	1.50	1,140.00
MAYER, THOMAS MOERS	PARTNER	1.10	1,041.00
CATON, AMY	PARTNER	64.10	43,696.00
KAUFMAN, PHILIP	PARTNER	9.60	7,776.00
ROGOFF, ADAM C	PARTNER	10.80	8,685.00
CARRUZZO, FABIEN	ASSOCIATE	9.20	5,382.00
WEBBER, AMANDA	ASSOCIATE	1.30	630.50
SHARRET, JENNIFER	ASSOCIATE	30.00	14,654.00
LITTLE, JOSHUA R	ASSOCIATE	4.10	1,988.50
MACKSOUD, LAUREN M	ASSOCIATE	82.10	49,371.00
PLOTKO, GREGORY G	ASSOCIATE	40.50	26,932.50
FRIEDMAN, JOSHUA	ASSOCIATE	61.20	23,562.00
CHAIKIN, REBECCA B.	PARALEGAL	4.00	1,054.00
GREGORY, BRANDON	OTHER TKPR	1.00	95.00
CAIAZZO, JOSEPH M	OTHER TKPR	<u>3.80</u>	<u>361.00</u>
<b>TOTAL</b>		<b><u>324.30</u></b>	<b><u>\$186,368.50</u></b>

**DETAIL OF SERVICES**

<b><u>DATE</u></b>	<b><u>TIMEKEEPER</u></b>	<b><u>DESCRIPTION</u></b>	<b><u>HOURS</u></b>	<b><u>AMOUNT</u></b>
10/01/09	PLOTKO, GREGORY G	Revise estimation memo; research cases for model on estimation procedure.	1.90	1,263.50
10/05/09	MACKSOUD, LAUREN M	Confer with FTI regarding saturn issues.	1.00	600.00
10/05/09	PLOTKO, GREGORY G	Review estimation memo; draft additional sections re estimation caps.	2.40	1,596.00
10/06/09	CATON, AMY	Review GM Nova Scotia issues and analyze same.	1.00	680.00
10/06/09	PLOTKO, GREGORY G	Review and revise memorandum on estimation procedures.	1.80	1,197.00

GENERAL MOTORS CREDITORS COMMITTEE  
068000-00007 (CLAIMS ADMINISTRATION & OBJECTIONS)

March 17, 2010  
Invoice No. 541031

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
10/06/09	ROGOFF, ADAM C	Calls to FTI and L. Macksoud re: claims issues.	0.80	636.00
10/06/09	MACKSOUD, LAUREN M	Confer with FTI regarding current case status. Review lock up agreement, call with debtors' counsel regarding Nova Scotia bonds, confer with A. Rogoff and FTI regarding same.	2.80	1,680.00
10/07/09	PLOTKO, GREGORY G	Attention to estimation procedures implemented in Asarco; review related case law (2.3); attention to GM Nova Scotia issues; review background documents (1.8); attention to Saturn claims (.3).	4.40	2,926.00
10/07/09	CATON, AMY	Review GM Nova Scotia issues and draft email to A. Rogoff re same.	1.30	884.00
10/07/09	MACKSOUD, LAUREN M	Review various plans, disclosure statements and motions to approve estimation procedures in similar bankruptcy cases (1.5), confer with J. Sharret and G. Plotko regarding same (1.0). Review Nova Scotia lock up agreement and form 8k (1.4), confer with A. Caton and T. Mayer regarding same. (1.1)	5.00	3,000.00
10/08/09	MACKSOUD, LAUREN M	Confer with FTI regarding saturn transaction and nova scotia bonds, confer with A. Rogoff and A. Caton regarding same (2.0); Confer with F. Carruzzo regarding swap (.5).	2.50	1,500.00
10/08/09	CATON, AMY	Review GM Nova Scotia issues and lock up agreement (3.5); discuss same with L. Macksoud (.4).	3.90	2,652.00
10/08/09	PLOTKO, GREGORY G	Review Adelpia Business Solutions plan, disclosure statement and cases re estimation procedures (2.3); draft memo (2.0).	4.30	2,859.50
10/09/09	CARRUZZO, FABIEN	Review swap agreement related to GM Nova Scotia (1.6); various emails; discuss with L. Macksoud (.8).	2.40	1,404.00
10/09/09	CHAIKIN, REBECCA B.	Assemble objections to Motion to Estimate in Adelpia case.	0.30	78.00
10/09/09	PLOTKO, GREGORY G	Review and summarize Dana and Adelpia claims reserve motion (3.0); preview case law on estimation (2.8).	5.80	3,857.00
10/09/09	MACKSOUD, LAUREN M	Confer with F. Carruzzo regarding swap issue (.8); conferring with FTI regarding same (.4); reviewing 8-k filing regarding same (.5).	1.70	1,020.00

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
10/09/09	CATON, AMY	Review swap agreements and settlement agreement (3.0); discuss same w F. Carruzzo (.6). Review and analyze GM Nova Scotia swap, lock up docs (.9), call w FTI re same (.8); discuss same with F. Carruzzo (.3).	5.60	3,808.00
10/12/09	WEBBER, AMANDA	Meet with J. Taylor to discuss issue with release and excluded entities, and issues regarding Nova Scotia bonds.	1.10	533.50
10/12/09	CARRUZZO, FABIEN	Documents review re Nova Scotia (2.2); preparation for and conference call with FTI (2.2); instructions to J. Little (.4).	4.80	2,808.00
10/12/09	LITTLE, JOSHUA R	Meeting with F. Carruzzo regarding currency swap analysis (GM Nova Scotia).	0.80	388.00
10/12/09	CATON, AMY	Review and analyze GM Nova Scotia swap, lock up docs.	5.50	3,740.00
10/12/09	CHAIKIN, REBECCA B.	Assemble materials for call re Nova Scotia Transaction (.3); Locate Alternative Dispute Resolution Procedures in other cases and related pleadings (.2).	0.50	130.00
10/12/09	PLOTKO, GREGORY G	Draft memo on ASARCO estimation and comparative memo on Dana estimation procedures (4.4); draft memo on Administrative Claims estimation (3.7).	8.10	5,386.50
10/12/09	SHARRET, JENNIFER	Organize Nova Scotia documents in preparation for call and review same.	0.50	242.50
10/13/09	WEBBER, AMANDA	Discuss prepared issues lists and memoranda on MSPA with J. Taylor re Nova Scotia.	0.20	97.00
10/13/09	CATON, AMY	Conference call with Rosenberg re GM Nova Scotia (.4); review APA/IC claim issues for swap liability, telephone conference with Taylor re same (.8); review lock up and double dip theory (1.0).	2.20	1,496.00
10/13/09	MAYER, THOMAS MOERS	Conference with A. Rosenberg re Canadian ULC claim.	0.20	186.00
10/13/09	LITTLE, JOSHUA R	Draft memo re GM Nova Scotia swap analysis.	1.30	630.50
10/14/09	ROGOFF, ADAM C	Attention to claims administration issues.	0.30	238.50
10/14/09	LITTLE, JOSHUA R	Draft memo re GM Nova Scotia swap analysis.	0.70	339.50
10/14/09	CATON, AMY	Review lock up, GM Nova Scotia issues.	1.60	1,088.00
10/15/09	LITTLE, JOSHUA R	Draft memo re GM Nova Scotia swaps.	0.50	242.50
10/15/09	PLOTKO, GREGORY G	Attend and participate in conference call re product liability claim; follow-up discussions with Juan S.	1.00	665.00

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
10/15/09	CATON, AMY	Work on GM Nova Scotia issues including indenture review, draft outline for same.	1.50	1,020.00
10/16/09	CATON, AMY	Review GM Nova Scotia documents and memo re same.	3.00	2,040.00
10/16/09	LITTLE, JOSHUA R	Draft memo re GM Nova Scotia swaps.	0.80	388.00
10/19/09	CATON, AMY	Review GM Nova Scotia issues and draft memo re same (6.5).	6.50	4,420.00
10/20/09	SHARRET, JENNIFER	Telephone conference with R. Berkovich re: proposed settlement; emails to A. Rogoff and draft language re: same.	1.00	485.00
10/20/09	CATON, AMY	Review Swap docs, Nova Scotia issues.	1.50	1,020.00
10/22/09	SHARRET, JENNIFER	Follow-up with Weil re: IP settlement.	0.20	97.00
10/23/09	MACKSOUD, LAUREN M	Confer with FTI and internally regarding situation with GM Nova Scotia and Strasbourg;	1.20	720.00
10/27/09	CATON, AMY	Review GM Nova Scotia documents.	1.00	680.00
10/28/09	CATON, AMY	Draft info request list for Nova Scotia and review documents for same.	1.50	1,020.00
10/29/09	PLOTKO, GREGORY G	Continued drafting memos on claims estimation.	2.20	1,463.00
10/29/09	CATON, AMY	Emails with F. Carruzzo on GM swap (.3); review document list on GM Nova Scotia and double dip memo (1.5).	1.80	1,224.00
10/30/09	FRIEDMAN, JOSHUA	Preliminary case and background research for memorandum regarding claims estimation.	2.00	770.00
11/02/09	CARRUZZO, FABIEN	Reviewed documents related to GM Nova Scotia (.6); missing documentation/information analysis (.7).	1.30	760.50
11/02/09	ROGOFF, ADAM C	Attn to Nova Scotia claims issues.	0.10	79.50
11/02/09	FRIEDMAN, JOSHUA	Case research regarding estimation of claims in the product liability context (7.8); Conf. w/ G. Plotko and J. Sharret re same (.7).	8.50	3,272.50
11/02/09	PLOTKO, GREGORY G	Meeting with J. Sharret and J. Friedman re: hearing prep and estimation.	0.70	465.50
11/02/09	SHARRET, JENNIFER	Conference with G. Plotko and J. Friedman re: GM matters (including estimation and November 6 hearing) (.9)	0.90	436.50
11/03/09	FRIEDMAN, JOSHUA	Continue research re: claims estimation and begin drafting memo re: same.	6.50	2,502.50
11/04/09	SHARRET, JENNIFER	Reviewing REALM and Encore bar date motion.	1.90	921.50

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
11/04/09	MACKSOUD, LAUREN M	Preparation for meeting with FTI regarding Nova Scotia and Strasbourg.	0.60	360.00
11/04/09	FRIEDMAN, JOSHUA	Continued work on memorandum re: claims estimation.	4.00	1,540.00
11/05/09	CATON, AMY	O/c w L. Macksoud re Nova Scotia issues (.4); meet w FTI, L. Macksoud, A. Rogoff re Nova Scotia issues, info requests (.9)	1.30	884.00
11/05/09	PLOTKO, GREGORY G	Review stipulations w/Italian banks re proof of claim issues.	1.30	864.50
11/05/09	MACKSOUD, LAUREN M	Meeting with A. Caton regarding Nova Scotia. Meeting with FTI regarding Strasbourg and Nova Scotia.	1.80	1,080.00
11/06/09	SHARRET, JENNIFER	Telephone conference with S. Karotkin re: bar date (.1); telephone conference with K. Martorana re: Italian bondholders issue re: bar date (.1); emails re: same (.2).	0.80	388.00
11/07/09	CARRUZZO, FABIEN	E-mail for FTI and to Bankruptcy attorney regarding termination of swaps and calculation of damages; reviewed underlying documents.	0.70	409.50
11/09/09	CATON, AMY	Review swap emails and docs re: Nova Scotia issues.	0.80	544.00
11/09/09	ROGOFF, ADAM C	Attn to Nova Scotia issues; emails A. Caton, J. Sharret, and G. Plotko regarding same; review claims bar date motion regarding same (.6);	0.60	477.00
11/09/09	SHARRET, JENNIFER	Reviewing Aurelius motion to modify the bar date.	0.30	145.50
11/09/09	MACKSOUD, LAUREN M	Conferring with Wilmington Trust regarding stipulation with italian banks.	0.50	300.00
11/10/09	CATON, AMY	Review Aurelius mtn and summary of same (1); ocs re draft response to same w Macksoud, Rogoff (1); review Canadian guarantee issues docs for same (.8).	2.80	1,904.00
11/10/09	SHARRET, JENNIFER	Reviewing revised Realm and Encore bar date motion and order and emails re: same.	0.80	388.00
11/10/09	MACKSOUD, LAUREN M	Reviewing motion filed by Aurelius, summarizing same (1.8); reviewing all documents attached to motion (1.6); meet with A. Caton and A. Rogoff regarding response (.8); call with Debtors' counsel regarding strategy towards motion (.5); discuss research for objection with J. Friedman (.8).	5.40	3,240.00

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
11/10/09	FRIEDMAN, JOSHUA	Researched informal proof of claims; pulled relevant cases and wrote up findings.	2.20	847.00
11/10/09	PLOTKO, GREGORY G	Attn to REALM and ENCORE bar date language (.3); attn to motion on settlement procedures and claims objection (1.0).	1.30	864.50
11/11/09	ROGOFF, ADAM C	Attn to Nova Scotia noteholder motion and meetings A. Caton and L. Macksoud regarding same.	0.40	318.00
11/11/09	MACKSOUD, LAUREN M	Reviewing all documents related to nova scotia transaction (1.8); drafting objection to Aurelius' motion regarding the guarantee claim (2.5); researching relevant law with respect to prepetition settlement agreements (2.3); reviewing case law and law review articles regarding same (2.2).	8.80	5,280.00
11/11/09	FRIEDMAN, JOSHUA	Researching case law regarding Nova Scotia claim prepetition settlement agreements.	4.50	1,732.50
11/12/09	ROGOFF, ADAM C	Attn to objection to motion filed by Nova Scotia bondholders; meeting L. Macksoud regarding same; email A. Caton regarding same.	0.60	477.00
11/12/09	MACKSOUD, LAUREN M	Conferring with A. Rogoff regarding comments to objection, reviewing and revising same, researching issues related to informal proofs of claim, revising objection, cite checking objection, conferring with J. Friedman regarding research, reviewing relevant case law.	3.30	1,980.00
11/12/09	FRIEDMAN, JOSHUA	Research regarding whether an informal claim prior to the bar date is satisfactory, when the creditor still has the opportunity to file a formal proof of claim.	5.00	1,925.00
11/12/09	CATON, AMY	Review and edits to response to Aurelius motion.	2.50	1,700.00
11/13/09	CATON, AMY	Draft objection to Aurelius motion re GM Nova Scotia.	4.00	2,720.00
11/13/09	MACKSOUD, LAUREN M	Conferring with G. Plotko regarding objection to Aurelius' motion, reviewing and revising same, conferring with A. Caton regarding same, reviewing Aurelius' complaint filed in Nova Scotia, summarizing same.	3.30	1,980.00



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<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
11/13/09	SHARRET, JENNIFER	Reviewing stipulation regarding Treasury's claims; t/c with G. Plotko and L. Macksoud re; same; reviewing schedules and emails with A. Rogoff re: stipulation and Treasury's claims.	1.40	679.00
11/13/09	PLOTKO, GREGORY G	Discussion w/ L. Macksoud and J. Sharret re: Nova Scotia claims; review case laws and memos.	1.00	665.00
11/14/09	CATON, AMY	Draft objection to Aurelius motion re GM Nova Scotia.	2.50	1,700.00
11/14/09	ROGOFF, ADAM C	Attn to objection to motion filed by Nova Scotia bondholders; email Caton regarding same.	1.20	954.00
11/14/09	TRACHTMAN, JEFFREY S.	Emails, revise draft motion response.	0.40	304.00
11/15/09	MACKSOUD, LAUREN M	Reviewing all comments to objection to Aurelius' motion, revising objection accordingly, finalizing same and circulating to committee for comment.	1.60	960.00
11/15/09	TRACHTMAN, JEFFREY S.	Review and edit motion response, emails.	1.10	836.00
11/15/09	CHAIKIN, REBECCA B.	Create Table of Contents and Table of Authorities for Aurelius Objection.	0.50	130.00
11/15/09	SHARRET, JENNIFER	Emails with L. Macksoud re: emails to Committee on objection to Nova Scotia motion.	0.20	97.00
11/16/09	CATON, AMY	review revised plding (.3); discuss same w Rogoff (.3); emails re hearing (.1).	0.70	476.00
11/16/09	ROGOFF, ADAM C	Attn to revisions to objection to motion filed by Nova Scotia bondholders; calls with L. Macksoud regarding same; emails to/from A. Caton regarding same.	0.70	556.50
11/16/09	SHARRET, JENNIFER	Review bar date motion for Realm and Encore.	0.80	388.00
11/16/09	MACKSOUD, LAUREN M	Reviewing comments from committee members regarding objection to aurelius's motion, revising objection accordingly, proof reading and finalizing objection, gathering exhibits to same, working with R. Chaiken regarding filing and service.	2.20	1,320.00
11/16/09	CAIAZZO, JOSEPH M	Service of Papers` 1 Chase Manhattan Plaza	2.00	190.00
11/16/09	GREGORY, BRANDON	Service of Papers` 767 Fifth Avenue	1.00	95.00
11/16/09	CHAIKIN, REBECCA B.	Proof-read, file and serve Aurelius Objection.	1.50	390.00

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11/17/09	ROGOFF, ADAM C	Attn to debtor's objection to motion filed by Nova Scotia bondholders; emails J. Smolinsky and A. Caton regarding same.	0.50	397.50
11/17/09	MACKSOUD, LAUREN M	Drafting memorandum on GM Nova Scotia bonds, reviewing DIP, cash collateral, sale and cash management order for reference to nova scotia claims (4.8), reviewing and summarizing debtors response to noteholders motion to modify the bar date (1.1).	5.90	3,540.00
11/17/09	CAIAZZO, JOSEPH M	Deliver papers` US Trustee, 33 Whitehall St.	1.80	171.00
11/17/09	CHAIKIN, REBECCA B.	Draft and file affidavit of service for Aurelius Objection.	0.50	130.00
11/17/09	SHARRET, JENNIFER	Review Debtors' objection to Nova Scotia bondholders motion.	0.40	194.00
11/18/09	MACKSOUD, LAUREN M	Drafting email to Committee regarding status of Aurelius' motion, conferring internally regarding same.	0.80	480.00
11/18/09	ROGOFF, ADAM C	Attn to motion filed by Nova Scotia bondholders; emails Macksoud and Caton regarding same.	0.80	636.00
11/18/09	CATON, AMY	Setting up APS meeting on Nova Scotia.	0.20	136.00
11/19/09	MACKSOUD, LAUREN M	Reviewing Aurelius' reply to motion (.3), draft summary of same (.3), conferring with debtors' counsel regarding settlement (.4), reviewing proposed order and all comments thereto (.5), preparation for hearing (.3).	1.80	1,080.00
11/19/09	SHARRET, JENNIFER	Reviewing Aurelius response to objections; telephone conference with S. Karotkin re: same; various emails to KL team re: same (1.1); review and summarize draft motion to supplement the bar date and email to S. Karotkin re: same (.8); reviewing purchase agreement for Pacific Rim purchase agreement for mobile equipment lease as part of settlement procedures; drafting email re: same (1.2).	3.10	1,503.50
11/19/09	FRIEDMAN, JOSHUA	Continued work on estimation memo.	4.00	1,540.00
11/19/09	ROGOFF, ADAM C	Attn to Nova Scotia bondholders; emails L. Macksoud and A. Caton regarding same.	0.60	477.00
11/19/09	CATON, AMY	Review emails re GM Nova Scotia motion settlement (.4); telephone conference S. Karotkin re same (.2); office conference J. Sharret re same (.1).`	0.70	476.00

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
11/20/09	FRIEDMAN, JOSHUA	Memo re: claims estimation.	3.80	1,463.00
11/20/09	ROGOFF, ADAM C	Attn to Nova Scotia bondholders and hearing status; emails and meetings L. Macksoud and A. Caton regarding same.	0.70	556.50
11/20/09	PLOTKO, GREGORY G	review summary of Nova Scotia hearing (.4);	0.40	266.00
11/23/09	FRIEDMAN, JOSHUA	Estimation memo.	6.60	2,541.00
11/23/09	SHARRET, JENNIFER	Attention to Nova Scotia issues (.4); drafting insert for Pacific Rim agreement (.2).	0.50	242.50
11/23/09	MACKSOUD, LAUREN M	Reviewing transcript from 11/20 hearing (.8), drafting order for Nova Scotia bonds (1.0), conferring with debtors' counsel regarding same (.3), conferring with A. Rogoff regarding same (.3), conference call with debtors, alix and FTI regarding nova scotia bonds (1.0).	3.40	2,040.00
11/23/09	ROGOFF, ADAM C	Attn to order re: Nova Scotia bondholders; emails L. Macksoud and A. Caton regarding same.	0.60	477.00
11/23/09	CATON, AMY	Prepare for and attend call w APS re GM Nova Scotia and background (2); follow-up w/ L. Macksoud, FTI re same (.3).	2.30	1,564.00
11/24/09	MACKSOUD, LAUREN M	conferring with A. Rogoff regarding proposed Order, revising same, conferring with debtors' counsel regarding same.	1.10	660.00
11/24/09	ROGOFF, ADAM C	Attn to order re: Nova Scotia bondholders; emails and mtgs L. Macksoud regarding same.	0.50	397.50
11/24/09	FRIEDMAN, JOSHUA	Revisie estimation memo.	6.50	2,502.50
11/25/09	ROGOFF, ADAM C	Attn to order re: Nova Scotia bondholders; emails and mtgs LMacksoud regarding same..	0.50	397.50
11/25/09	MACKSOUD, LAUREN M	Draft letter to GM general counsel regarding Nova Scotia information request; conferring with FTI regarding documents to be requested.	0.80	480.00
11/25/09	FRIEDMAN, JOSHUA	Finished draft of estimation memo.	3.50	1,347.50
11/27/09	MACKSOUD, LAUREN M	Reviewing comments from debtors' counsel to nova scotia order, conferring with A. Rogoff regarding same.	0.50	300.00
11/30/09	SHARRET, JENNIFER	Review purchase agreements that settle claims against MLC in which New GM is a party (pursuant to de minimis settlement procedures).	0.70	339.50

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
11/30/09	CATON, AMY	Review GM Nova Scotia docs (.8); discuss POC issues w MS, Seaport (.4); review Macksoud index (.2); office conference L. Macksoud re next steps on Nova Scotia (.3); office conference A. Rogoff re same (.2).	1.90	1,292.00
11/30/09	ROGOFF, ADAM C	Attn to revised order re: Nova Scotia bondholders.	0.10	79.50
11/30/09	MACKSOUD, LAUREN M	Conferring with A. Caton regarding status of Nova Scotia (.5), reviewing all documents and creating document index (1.3), revising letter to GM general counsel regarding document request (.4), reviewing and revising Nova Scotia Order (.8), conferring with Debtors' counsel regarding same (.3). Conferring with Wilmington Trust and Law Debenture regarding status of global proofs of claim.	4.20	2,520.00
12/01/09	CATON, AMY	O/c O'Neill re GM Nova Scotia litigation, next steps.	0.50	340.00
12/01/09	SHARRET, JENNIFER	T/c with G. Plotko re: bar date order; review emails re: supplemental bar date motion	0.50	242.50
12/01/09	MACKSOUD, LAUREN M	Review all intercompany loan documents associated with Nova Scotia transaction, summarize same, revise memo regarding same.	2.80	1,680.00
12/02/09	CATON, AMY	O/c P. Kaufman re Nova Scotia litigation (.3); review docs re same (.3)	0.60	408.00
12/02/09	PLOTKO, GREGORY G	Attn to supplemental bar date motion (1.3); attn to asbestos claims motion; reviewed precedent cases (1.6)	2.90	1,928.50
12/03/09	ROGOFF, ADAM C	Attn to Nova Scotia bond issues. (.2).	0.20	170.00
12/03/09	KAUFMAN, PHILIP	Review of motion of certain noteholders for order modifying bar date and other relief and Committee's objections to same (1.4); e-mails with KL team re: same (.3)	1.70	1,377.00
12/03/09	PLOTKO, GREGORY G	Conf call with J. Sharret re El-Mo settlement	0.50	332.50
12/03/09	CATON, AMY	Email to A. Rogoff re update on Nova Scotia (.3); email re same to P. Kaufman, L. Macksoud (.3)	0.60	408.00
12/03/09	SHARRET, JENNIFER	Prep for and participate in conference call re: Elmo III settlement; review documents re: same (1.0); reviewing Connell agreement (.4). C/f with G. Plotko re: supplemental bar date motion and asbestos motion; email to S. Karotkin re: same;	1.90	921.50

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12/04/09	ROGOFF, ADAM C	Attn to Nova Scotia bonds claims.	0.10	85.00
12/04/09	KAUFMAN, PHILIP	Continue review and analysis of bar date motion and supporting documents.	3.60	2,916.00
12/04/09	SHARRET, JENNIFER	Review supplemental bar date order; emails with G. Plotko re: same; t/c with P. Fabella re: same and follow-up emails regarding additional language	0.50	242.50
12/04/09	PLOTKO, GREGORY G	Review request for Admin Claim.	0.50	332.50
12/07/09	ROGOFF, ADAM C	Attn to Nova Scotia bonds claims.	0.10	85.00
12/07/09	KAUFMAN, PHILIP	Continue analysis of issues raised by Noteholders' claim.	1.20	972.00
12/07/09	MACKSOUD, LAUREN M	Review comments to Nova Scotia order, confer with debtors' counsel regarding same.	0.90	540.00
12/07/09	SHARRET, JENNIFER	Emails re: supplemental bar date order	0.20	97.00
12/08/09	ROGOFF, ADAM C	Attn to Nova Scotia bonds claims; call Mitchell re: same.	0.40	340.00
12/08/09	SHARRET, JENNIFER	Review settlement agreements	0.20	97.00
12/08/09	MACKSOUD, LAUREN M	Confer with counsel to noteholders regarding comments to Nova Scotia order (.7), confer with A. Rogoff regarding same (.4); confer with A. Caton regarding letter to GM general counsel (.4), finalize same (.3).	1.80	1,080.00
12/08/09	KAUFMAN, PHILIP	Continued analysis of issues raised by bondholders' proof of claim.	2.30	1,863.00
12/09/09	SHARRET, JENNIFER	Review settlement agreements and email to E. Lederman re: same	0.40	194.00
12/09/09	MACKSOUD, LAUREN M	Review and revise Nova Scotia order.	0.70	420.00
12/09/09	KAUFMAN, PHILIP	Conferences with A. Caton re: issues in dispute as a result of bondholder's claims.	0.80	648.00
12/09/09	CATON, AMY	O/c A. Rogoff re Nova Scotia issues (.4); mtg w/ P. Kaufman to discuss NS issues (.8)	1.20	816.00
12/09/09	ROGOFF, ADAM C	Attn to Nova Scotia bonds claims; call Mitchell and meeting L. Macksoud regarding same. (.6); Attn to claims objection process. (.3);	0.90	765.00
12/10/09	ROGOFF, ADAM C	Attn to Nova Scotia bonds claims.	0.10	85.00
12/10/09	MACKSOUD, LAUREN M	Call with Canadian trustee regarding document request.	0.80	480.00
12/11/09	SHARRET, JENNIFER	Review supplemental bar date order	0.10	48.50

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12/14/09	SHARRET, JENNIFER	Review of Mobile lease agreements and waiver of claims; reviewing omnibus claims objection	0.70	339.50
12/14/09	MACKSOUD, LAUREN M	Review bar date motion regarding Realm and Encore debtors, draft summary for committee's web site	1.70	1,020.00
12/15/09	SHARRET, JENNIFER	Review mobile lease agreements re: release of MLC and assumption or buy out to New GM	0.30	145.50
12/16/09	MACKSOUD, LAUREN M	Review final order on Nova Scotia.	0.30	180.00
12/17/09	MACKSOUD, LAUREN M	Review draft ADR motion, confer internally regarding same.	1.10	660.00
12/17/09	SHARRET, JENNIFER	Attention to ADR procedures.	0.30	145.50
12/18/09	MACKSOUD, LAUREN M	Call with Debtors regarding ADR motion, confer internally regarding same.	1.50	900.00
12/18/09	SHARRET, JENNIFER	Conference call on ADR procedures and follow-up call with R. Barkasy	1.30	630.50
12/20/09	FRIEDMAN, JOSHUA	Reviewing and summarizing ADR procedures and preparation for call	3.80	1,463.00
12/21/09	MACKSOUD, LAUREN M	Review ADR procedures, draft bullet point summary of same.	2.60	1,560.00
12/21/09	SHARRET, JENNIFER	Email to B. Bressler and R. Barkasy re: ADR procedures	0.20	97.00
12/22/09	SHARRET, JENNIFER	Review revised ADR motion and summary of procedures (.8); review settlement of leverage lease claims (.9). Review ADR procedures and drafting email re: comments on same (1.2); review settlement of fixed equipment lease (.5).	3.40	1,649.00
12/23/09	MACKSOUD, LAUREN M	Review comments to ADR procedures motion, confer with Debtors' counsel regarding same.	2.20	1,320.00
12/24/09	FRIEDMAN, JOSHUA	Draft emails re: proof of claims	0.30	115.50
12/29/09	SHARRET, JENNIFER	Review revised ADR procedures motion.	1.20	582.00
12/29/09	MACKSOUD, LAUREN M	Review revised ADR notices, motion and order, call with debtors' counsel regarding same.	1.80	1,080.00
12/30/09	SHARRET, JENNIFER	Review ADR procedures motion	0.10	48.50
01/04/10	SHARRET, JENNIFER	Review revised ADR procedures.	0.40	202.00
01/05/10	CATON, AMY	Review bar date issues.	0.20	142.00
01/07/10	SHARRET, JENNIFER	Meeting with Debtors and Ad Hoc tort counsel re ADR Procedures.	1.00	505.00

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01/07/10	MACKSOUD, LAUREN M	Meeting with tort claimant committee members and debtors counsel regarding alternate dispute resolution motion and procedures.	1.00	630.00
01/11/10	MACKSOUD, LAUREN M	Review alternative dispute resolution procedures motion and comments thereto.	0.80	504.00
01/11/10	CHAIKIN, REBECCA B.	Locate and assemble Dana Alternative Dispute Resolution Procedures.	0.40	112.00
01/11/10	MAYER, THOMAS MOERS	Email from B. Bressler re status of Committee involvement in ADR, call /email J. Smolinsky, S. Karotkin at Weil re status of ADR (.2), call A. Caton to brief (.2); conference J. Sharret re Committee involvement in ADR in Dana (.2).	0.60	570.00
01/11/10	CATON, AMY	Call w J. Smolinsky re bar date, creditor claims.	0.50	355.00
01/11/10	SHARRET, JENNIFER	Review ADR procedures.	0.50	252.50
01/12/10	CHAIKIN, REBECCA B.	Check omnibus objection charts for Committee Members' claims.	0.30	84.00
01/12/10	CATON, AMY	Review email re conflicts counsel for Nova Scotia, email to T. Mayer, K. Eckstein re same.	0.50	355.00
01/12/10	SHARRET, JENNIFER	Review ADR motion and emails re: same.	0.40	202.00
01/13/10	MAYER, THOMAS MOERS	Emails from B. Bressler and to team re status of ADR.	0.10	95.00
01/13/10	SHARRET, JENNIFER	Emails re: ADR procedures	0.20	101.00
01/14/10	MAYER, THOMAS MOERS	Emails from/to S. Karotkin, A. Caton, J. Sharret re ADR, conference with J. Sharret re Committee's participation in ADR.	0.20	190.00
01/14/10	CATON, AMY	Review ADR issues w J. Sharret and review correspondence re same.	0.30	213.00
01/14/10	SHARRET, JENNIFER	Emails re: ADR procedures and t/cs with R. Barskay, A. Caton, T. Mayer re: same.	0.30	151.50
01/19/10	SHARRET, JENNIFER	Draft insert re: ADR procedures.	0.50	252.50
01/20/10	CATON, AMY	Call w/ D. Fisher re Nova Scotia issues and conflicts counsel for same (.4); review docs for same (.6).	1.00	710.00
01/21/10	CATON, AMY	Prep for and call w Butzel re Nova Scotia issues (.8); review docs for sending to same (.3).	1.10	781.00
01/21/10	MACKSOUD, LAUREN M	Call with conflicts counsel regarding Nova Scotia bonds, follow up with additional information.	1.30	819.00

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01/22/10	SHARRET, JENNIFER	Draft summary of ADR procedures and proposed protocol; emails to B. Bressler and R. Barkasy re: same.	0.60	303.00
01/25/10	SHARRET, JENNIFER	Telephone conference with B. Bressler re: ADR procedures.	0.30	151.50
01/29/10	MACKSOUD, LAUREN M	Attn to ADR procedures.	0.60	378.00
01/29/10	SHARRET, JENNIFER	Emails and telephone conferences with B. Bressler re: Williams re: ADR procedures (.8); emails with E. Lederman re: settlement agreements (.2).	<u>1.00</u>	<u>505.00</u>
<b>TOTAL</b>			<b><u>324.30</u></b>	<b><u>\$186,368.50</u></b>



**SUMMARY OF SERVICES**

<b><u>TIMEKEEPER</u></b>	<b><u>TITLE</u></b>	<b><u>HOURS</u></b>	<b><u>AMOUNT</u></b>
TAYLOR, JEFFREY	ASSOCIATE	2.10	1,365.00
WEBBER, AMANDA	ASSOCIATE	4.50	2,182.50
SHARRET, JENNIFER	ASSOCIATE	1.20	582.00
PLOTKO, GREGORY G	ASSOCIATE	0.50	332.50
CHAIKIN, REBECCA B.	PARALEGAL	<u>0.20</u>	<u>52.00</u>
<b>TOTAL</b>		<b><u>8.50</u></b>	<b><u>\$4,514.00</u></b>

**DETAIL OF SERVICES**

<b><u>DATE</u></b>	<b><u>TIMEKEEPER</u></b>	<b><u>DESCRIPTION</u></b>	<b><u>HOURS</u></b>	<b><u>AMOUNT</u></b>
10/05/09	PLOTKO, GREGORY G	Review valuation issues for warrants.	0.50	332.50
10/20/09	SHARRET, JENNIFER	Telephone conference with Weil re: formation of New GM holdco; review of 8-k and drafting Committee update email re: same.	0.90	436.50
10/20/09	WEBBER, AMANDA	Correspondence regarding amended equity registration rights agreement and amended warrant agreements per New GM reorganization (.5).	0.50	242.50
10/21/09	WEBBER, AMANDA	Review of four amended warrants and amended equity registration statement for changes since the original closing.	1.30	630.50
10/21/09	CHAIKIN, REBECCA B.	Convert DAT files to adobe for J. Sharret.	0.20	52.00
10/21/09	SHARRET, JENNIFER	Emails re: formation of New GM holdco company.	0.30	145.50
10/22/09	WEBBER, AMANDA	Comparison and review of two amended warrants against October revised warrants.	1.00	485.00
10/23/09	WEBBER, AMANDA	Review of revised warrants since warrants from closing in July 2009.	0.60	291.00

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068000-00008 (CORPORATE & SECURITIES MATTERS)

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<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
10/23/09	TAYLOR, JEFFREY	Review amended and restated warrants, registration rights agreements and other documents relating to the holding company restructuring of New GM.	2.10	1,365.00
10/30/09	WEBBER, AMANDA	Review revised documents for General Motors, LLC entity.	1.10	533.50
<b>TOTAL</b>			<b><u>8.50</u></b>	<b><u>\$4,514.00</u></b>

GENERAL MOTORS CREDITORS COMMITTEE  
068000-00009 (CREDITOR COMMUNICATIONS)

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### SUMMARY OF SERVICES

<u>TIMEKEEPER</u>	<u>TITLE</u>	<u>HOURS</u>	<u>AMOUNT</u>
MAYER, THOMAS MOERS	PARTNER	0.50	475.00
ROGOFF, ADAM C	PARTNER	9.00	7,166.00
SHARRET, JENNIFER	ASSOCIATE	8.30	4,091.50
MACKSOUD, LAUREN M	ASSOCIATE	48.80	29,334.00
PLOTKO, GREGORY G	ASSOCIATE	3.50	2,327.50
SCHMIDT, SHAI	ASSOCIATE	3.90	1,501.50
BALDINGER, LAURIE	PARALEGAL	6.00	1,560.00
LUCY, SCOTT W	PARALEGAL	43.00	11,180.00
BAIN, ROLAND	PARALEGAL	15.50	4,030.00
MAKINDE, MICHAEL A	PARALEGAL	14.00	3,850.00
WIEMAN, LAUREN E	PARALEGAL	6.10	1,677.50
CHAIKIN, REBECCA B.	PARALEGAL	31.00	8,060.00
HOLTON, DANA N	PARALEGAL	16.40	4,264.00
CHOUPROUTA, ANDREA	PARALEGAL	<u>5.70</u>	<u>1,567.50</u>
<b>TOTAL</b>		<b><u>211.70</u></b>	<b><u>\$81,084.50</u></b>

### DETAIL OF SERVICES

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
10/01/09	MACKSOUD, LAUREN M	Return calls and emails to general unsecured creditors regarding the bar date notice.	4.00	2,400.00
10/01/09	ROGOFF, ADAM C	Calls to creditors regarding status of case.	0.20	159.00
10/01/09	CHAIKIN, REBECCA B.	Arrange for and train additional help logging creditor voicemails (1.0); log voicemails from creditors (6.1).	7.10	1,846.00
10/01/09	PLOTKO, GREGORY G	Attention to responses to creditor inquiries on bar date; respond to telephone inquiries.	2.90	1,928.50
10/02/09	SCHMIDT, SHAI	Call creditors re proofs of claims.	1.00	385.00
10/02/09	MACKSOUD, LAUREN M	Return calls and emails to general unsecured creditors regarding the bar date notice.	2.20	1,320.00

GENERAL MOTORS CREDITORS COMMITTEE  
068000-00009 (CREDITOR COMMUNICATIONS)

March 17, 2010  
Invoice No. 541031

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
10/02/09	SHARRET, JENNIFER	Telephone conference with creditors.	0.50	242.50
10/02/09	CHAIKIN, REBECCA B.	Update log of creditor voicemails.	3.50	910.00
10/05/09	ROGOFF, ADAM C	Calls to creditors regarding status of case.	0.50	397.50
10/05/09	MACKSOUD, LAUREN M	Respond to calls and emails from general unsecured creditors regarding the bar date notice (4.7). Confer internally with staff in order to provide instructions on what information can be provided to the public (.8).	5.50	3,300.00
10/05/09	CHAIKIN, REBECCA B.	Update log of creditor voicemails, remove duplicate entries and condense multiple calls from one person into single entries (4.7); internal conf. re same (.5).	5.20	1,352.00
10/06/09	SCHMIDT, SHAI	Meet with L. Macksoud and R. Chaikin re callbacks to creditors.	0.10	38.50
10/06/09	MACKSOUD, LAUREN M	Return calls to various professionals regarding bar date notice.	5.00	3,000.00
10/06/09	SHARRET, JENNIFER	Respond to creditor inquiries.	0.30	145.50
10/06/09	ROGOFF, ADAM C	Calls to creditors regarding status of case.	0.30	238.50
10/06/09	CHAIKIN, REBECCA B.	Conference with L. Macksoud re organizing call backs to creditors; call creditors re bar date notices.	1.60	416.00
10/07/09	MACKSOUD, LAUREN M	Return calls and emails to general unsecured creditors regarding the bar date notice.	2.50	1,500.00
10/07/09	ROGOFF, ADAM C	Calls to creditors regarding status of case.	0.40	318.00
10/07/09	CHAIKIN, REBECCA B.	Update log of creditor voicemails and return creditor call re bar date notice.	0.20	52.00
10/08/09	MACKSOUD, LAUREN M	Return calls and emails to general unsecured creditors.	1.50	900.00
10/08/09	ROGOFF, ADAM C	Calls to creditors regarding status of case.	0.20	159.00
10/09/09	CHAIKIN, REBECCA B.	Brief conference w/ paralegals re creditor call backs, voicemail log and response information; update information sheet on important information for creditor calls.	0.50	130.00
10/09/09	ROGOFF, ADAM C	Calls to creditors regarding status of case.	0.30	238.50
10/09/09	WIERMAN, LAUREN E	Meeting with L. Macksoud, G. Plotko, A. Chouprouta, and M. Makinde regarding GM hotline and procedure for returning calls.	0.50	137.50
10/09/09	CHOUPROUTA, ANDREA	Meeting with L. Macksoud and G. Plotko re: information for return calls to creditors.	0.50	137.50
10/09/09	MAKINDE, MICHAEL A	Conference w. G. Plotko and L. Macksoud re: GM call backs.	0.50	137.50

GENERAL MOTORS CREDITORS COMMITTEE  
068000-00009 (CREDITOR COMMUNICATIONS)

March 17, 2010  
Invoice No. 541031

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
10/09/09	MACKSOUD, LAUREN M	Return calls and emails to general unsecured creditors (.8); Confer with paralegals regarding bar date notice and process for returning calls to general unsecured creditors (.8).	1.60	960.00
10/09/09	SCHMIDT, SHAI	Meeting re GM Hotline. Return creditors' calls.	0.90	346.50
10/12/09	CHOUPROUTA, ANDREA	Return creditor calls re: Bar DATE Notice.	4.00	1,100.00
10/12/09	SCHMIDT, SHAI	Return creditors' calls.	0.70	269.50
10/12/09	MAKINDE, MICHAEL A	Return calls to pensioners and bondholders.	1.50	412.50
10/13/09	SCHMIDT, SHAI	Update log of creditor voicemails and calls made.	0.20	77.00
10/13/09	CHOUPROUTA, ANDREA	Return creditor calls re: bar date notice.	1.20	330.00
10/13/09	ROGOFF, ADAM C	Calls to creditors regarding status of case.	0.60	477.00
10/13/09	LUCY, SCOTT W	Return calls to creditors re Bar DATE Notice.	7.50	1,950.00
10/13/09	MAKINDE, MICHAEL A	Return calls to pensioners and bondholders.	1.00	275.00
10/13/09	WIERNAN, LAUREN E	Assist in returning telephone calls regarding the bar date notice.	0.20	55.00
10/14/09	ROGOFF, ADAM C	Calls to creditors regarding status of case.	0.30	238.50
10/14/09	LUCY, SCOTT W	Return calls to creditors re Bar DATE Notice.	4.50	1,170.00
10/14/09	MAKINDE, MICHAEL A	Return phone calls to pensioners and bondholders.	2.00	550.00
10/15/09	ROGOFF, ADAM C	Calls to creditors regarding status of case.	0.20	159.00
10/15/09	LUCY, SCOTT W	Return calls to creditors re Bar DATE Notice.	4.50	1,170.00
10/15/09	MAKINDE, MICHAEL A	Return calls to pensioners and bondholders. Also created a list of call results.	1.00	275.00
10/15/09	WIERNAN, LAUREN E	Assist in returning phone calls regarding the GM bar date notice.	3.10	852.50
10/16/09	ROGOFF, ADAM C	Calls to creditors regarding status of case.	0.40	318.00
10/16/09	MAKINDE, MICHAEL A	Return calls to pensioners and bondholders.	0.50	137.50
10/16/09	CHAIKIN, REBECCA B.	Organize voicemail log of creditor calls, remove duplicate entries and organize system to return calls.	1.30	338.00
10/16/09	WIERNAN, LAUREN E	Return calls to creditors re Bar DATE Notice.	1.00	275.00
10/19/09	ROGOFF, ADAM C	Calls to creditors regarding status of case.	0.30	238.50
10/19/09	MACKSOUD, LAUREN M	Return emails to general unsecured creditors.	8.00	4,800.00
10/19/09	WIERNAN, LAUREN E	Return calls regarding the messages left on voicemail for the bar date notice.	1.30	357.50

GENERAL MOTORS CREDITORS COMMITTEE  
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March 17, 2010  
Invoice No. 541031

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
10/20/09	ROGOFF, ADAM C	Calls creditors regarding status of case.	0.40	318.00
10/20/09	LUCY, SCOTT W	Return calls to creditors re Bar DATE Notice.	7.50	1,950.00
10/20/09	CHAIKIN, REBECCA B.	Conf. w/ S. Lucy re returning creditor calls.	0.30	78.00
10/20/09	CHAIKIN, REBECCA B.	Return calls to creditors re Bar DATE Notice.	4.20	1,092.00
10/20/09	BAIN, ROLAND	Conduct GM Creditor phone calls and update voicemail log.	7.00	1,820.00
10/21/09	ROGOFF, ADAM C	Calls to creditors regarding status of case.	0.20	159.00
10/21/09	LUCY, SCOTT W	Return calls to creditors re Bar DATE Notice.	4.50	1,170.00
10/21/09	BALDINGER, LAURIE	Meeting with D. Famiglietti re returning creditor calls; return telephone calls from pensioners & shareholders.	4.00	1,040.00
10/21/09	HOLTON, DANA N	Met w/ D. Famiglietti re returning creditor calls.	1.20	312.00
10/21/09	HOLTON, DANA N	Return creditors' calls.	2.20	572.00
10/21/09	MAKINDE, MICHAEL A	Return calls to pensioners and bondholders.	1.50	412.50
10/21/09	CHAIKIN, REBECCA B.	Return calls to creditors re Bar DATE notice (1.3); conference with L. Macksoud re same (.3).	1.60	416.00
10/21/09	BAIN, ROLAND	Conduct GM Creditor phone calls and update call log.	7.00	1,820.00
10/22/09	LUCY, SCOTT W	Return calls to creditors re Bar DATE Notice.	7.00	1,820.00
10/22/09	ROGOFF, ADAM C	Calls creditors regarding status of case.	0.20	159.00
10/22/09	BALDINGER, LAURIE	Return telephone calls from pensioners & shareholders.	2.00	520.00
10/22/09	HOLTON, DANA N	Return creditors' calls.	0.50	130.00
10/22/09	MAKINDE, MICHAEL A	Return calls to pensioners and bondholders.	3.00	825.00
10/22/09	CHAIKIN, REBECCA B.	Conference w/ D. Famiglietti re progress on creditor calls (.2); update voicemail log and remove duplicate entries (2.2); return calls to creditors re Bar DATE notice (1.5).	3.90	1,014.00
10/22/09	BAIN, ROLAND	Return GM Creditor phone calls and update manual log.	1.50	390.00
10/23/09	SCHMIDT, SHAI	Return calls to GM hotline from financial professionals.	1.00	385.00
10/23/09	HOLTON, DANA N	Return creditors' calls.	2.50	650.00
10/23/09	MAKINDE, MICHAEL A	Return phone calls to pensioners and bondholders.	3.00	825.00
10/23/09	SHARRET, JENNIFER	Telephone conference with bondholders.	0.40	194.00
10/23/09	ROGOFF, ADAM C	Calls to creditors regarding status of case.	0.20	159.00

GENERAL MOTORS CREDITORS COMMITTEE  
068000-00009 (CREDITOR COMMUNICATIONS)

March 17, 2010  
Invoice No. 541031

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
10/23/09	MACKSOUD, LAUREN M	Return calls and emails to general unsecured creditors.	1.00	600.00
10/26/09	ROGOFF, ADAM C	Calls creditors regarding status of case.	0.10	79.50
10/26/09	SHARRET, JENNIFER	Telephone conference with creditors.	0.40	194.00
10/26/09	CHAIKIN, REBECCA B.	Return creditor calls re Bar DATE Notice.	0.50	130.00
10/27/09	ROGOFF, ADAM C	Calls to creditors regarding status of case.	0.20	159.00
10/27/09	LUCY, SCOTT W	Return phone calls to creditors.	7.50	1,950.00
10/27/09	HOLTON, DANA N	Return creditors' calls.	2.50	650.00
10/27/09	CHAIKIN, REBECCA B.	Return creditor calls re Bar DATE Notice.	1.10	286.00
10/28/09	MACKSOUD, LAUREN M	Respond to emails from general unsecured creditors regarding the bar date notice.	1.40	840.00
10/28/09	ROGOFF, ADAM C	Calls to creditors regarding status of case.	0.30	238.50
10/28/09	SHARRET, JENNIFER	Telephone conference with bondholder.	0.20	97.00
10/28/09	HOLTON, DANA N	Return creditors' calls.	2.50	650.00
10/29/09	ROGOFF, ADAM C	Calls with creditors regarding status of case.	0.30	238.50
10/29/09	HOLTON, DANA N	Return creditors' calls.	1.50	390.00
10/30/09	MACKSOUD, LAUREN M	Address calls and emails from general unsecured creditors regarding bar date notice.	1.10	660.00
10/30/09	ROGOFF, ADAM C	Calls creditors regarding status of case.	0.10	79.50
11/02/09	ROGOFF, ADAM C	Calls creditors regarding status of case.	0.60	477.00
11/02/09	MACKSOUD, LAUREN M	Returning calls and emails to general unsecured creditors regarding the proof of claim bar date.	0.90	540.00
11/03/09	ROGOFF, ADAM C	Calls creditors regarding status of case.	0.20	159.00
11/03/09	HOLTON, DANA N	Returned calls to Creditors.	3.50	910.00
11/03/09	MACKSOUD, LAUREN M	Returning calls to general unsecured creditors regarding bar date notice.	0.40	240.00
11/04/09	ROGOFF, ADAM C	Calls creditors regarding status of case.	0.40	318.00
11/04/09	SHARRET, JENNIFER	Telephone conference with creditor.	0.20	97.00
11/05/09	ROGOFF, ADAM C	Calls creditors regarding status of case.	0.20	159.00
11/06/09	ROGOFF, ADAM C	Calls creditors regarding status of case.	0.20	159.00
11/06/09	MACKSOUD, LAUREN M	Returning calls and emails to general unsecured creditors regarding proof of claim forms.	0.80	480.00
11/09/09	ROGOFF, ADAM C	Calls creditors regarding status of case.	0.20	159.00
11/09/09	SHARRET, JENNIFER	Emails with K. Martorana re: Italian bondholders and follow-up re: same.	0.30	145.50
11/09/09	PLOTKO, GREGORY G	Review GM bondholder proof of claim query.	0.60	399.00

GENERAL MOTORS CREDITORS COMMITTEE  
068000-00009 (CREDITOR COMMUNICATIONS)

March 17, 2010  
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<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
11/09/09	MACKSOUD, LAUREN M	Returning calls and emails to general unsecured creditors regarding the bar date notice. Reviewing letters and proofs of claim mailed to creditors committee, sending same to to Garden City Group.	1.60	960.00
11/10/09	ROGOFF, ADAM C	Calls creditors regarding status of case.	0.20	159.00
11/10/09	SHARRET, JENNIFER	Responding to creditor inquiries.	0.30	145.50
11/11/09	ROGOFF, ADAM C	Calls creditors regarding status of case.	0.30	238.50
11/11/09	SHARRET, JENNIFER	Telephone conference with creditor.	0.40	194.00
11/12/09	ROGOFF, ADAM C	Calls creditors regarding status of case.	0.10	79.50
11/13/09	MACKSOUD, LAUREN M	Returning calls and emails to general unsecured creditors regarding bar date notice.	0.80	480.00
11/15/09	MACKSOUD, LAUREN M	Responding to emails from unsecured creditors regarding bar date notice.	1.20	720.00
11/16/09	ROGOFF, ADAM C	Calls creditors regarding status of case.	0.40	318.00
11/16/09	MACKSOUD, LAUREN M	Returning calls and emails to general unsecured creditors regarding the bar date.	0.70	420.00
11/17/09	ROGOFF, ADAM C	Calls creditors regarding status of case.	0.20	159.00
11/17/09	MACKSOUD, LAUREN M	Returning calls and emails to general unsecured creditors regarding bar date.	0.80	480.00
11/18/09	ROGOFF, ADAM C	Calls creditors regarding status of case.	0.10	79.50
11/20/09	SHARRET, JENNIFER	Returning call to creditor.	0.10	48.50
11/24/09	SHARRET, JENNIFER	Telephone conference with creditors.	0.10	48.50
11/27/09	MACKSOUD, LAUREN M	Returning calls and emails to general unsecured creditors in advance of bar date.	2.00	1,200.00
11/30/09	SHARRET, JENNIFER	Responding to creditor inquiries.	0.60	291.00
11/30/09	MACKSOUD, LAUREN M	Returning calls and emails to general unsecured creditors regarding bar date.	1.20	720.00
12/02/09	SHARRET, JENNIFER	T/c with creditors	0.60	291.00
12/08/09	MACKSOUD, LAUREN M	Respond to calls and emails from general unsecured creditors regarding claims.	1.00	600.00
12/14/09	MACKSOUD, LAUREN M	Confer with general unsecured creditors regarding Realm and Encore Bar DATE Notice.	0.80	480.00
12/17/09	MACKSOUD, LAUREN M	Call with creditors regarding alternate dispute resolution processes.	0.60	360.00
12/24/09	SHARRET, JENNIFER	Prepare update for GM website	0.60	291.00
12/28/09	MACKSOUD, LAUREN M	Confer with epiq regarding debt trading and information on committee's web site.	0.40	240.00



GENERAL MOTORS CREDITORS COMMITTEE  
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March 17, 2010  
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<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
01/05/10	ROGOFF, ADAM C	Tel call creditor regarding status (.2)	0.20	170.00
01/05/10	SHARRET, JENNIFER	T/c with bondholder.	0.40	202.00
01/07/10	MAYER, THOMAS MOERS	Call with A. Rosenberg to review meeting with Weil Gotshal, in particular environmental claims.	0.30	285.00
01/08/10	MACKSOUD, LAUREN M	Confer with general unsecured creditors regarding status of bankruptcy proceeding.	0.50	315.00
01/08/10	SHARRET, JENNIFER	Attention to Creditor inquiry.	0.10	50.50
01/11/10	SHARRET, JENNIFER	Email with creditors	0.40	202.00
01/12/10	MACKSOUD, LAUREN M	Return calls to general unsecured creditors.	0.60	378.00
01/12/10	SHARRET, JENNIFER	Email with Creditor.	0.10	50.50
01/14/10	SHARRET, JENNIFER	Return calls to creditors	0.10	50.50
01/20/10	SHARRET, JENNIFER	T/c with creditors.	1.20	606.00
01/25/10	SHARRET, JENNIFER	Telephone conference with Creditors.	0.40	202.00
01/26/10	SHARRET, JENNIFER	T/c with creditor re: ADR procedures.	0.30	151.50
01/27/10	MACKSOUD, LAUREN M	Return calls and emails to general unsecured creditors.	0.70	441.00
01/28/10	SHARRET, JENNIFER	Respond to creditors inquiries.	0.30	151.50
01/29/10	MAYER, THOMAS MOERS	Call with personal injury victim's lawyer re ADR & other issues.	<u>0.20</u>	<u>190.00</u>
<b>TOTAL</b>			<b><u>211.70</u></b>	<b><u>\$81,084.50</u></b>

GENERAL MOTORS CREDITORS COMMITTEE  
068000-00010 (COMMITTEE MEETINGS/COMMUNICATIONS)

March 17, 2010  
Invoice No. 541031

**SUMMARY OF SERVICES**

<b><u>TIMEKEEPER</u></b>	<b><u>TITLE</u></b>	<b><u>HOURS</u></b>	<b><u>AMOUNT</u></b>
SCHMIDT, ROBERT T.	PARTNER	0.50	367.50
MAYER, THOMAS MOERS	PARTNER	7.10	6,613.00
CATON, AMY	PARTNER	8.40	5,742.00
REZNICK, ALLAN E.	PARTNER	2.20	1,749.00
WARREN, CHARLES S	PARTNER	1.50	1,102.50
ROGOFF, ADAM C	PARTNER	1.20	954.00
SHARRET, JENNIFER	ASSOCIATE	27.80	13,545.00
MACKSOUD, LAUREN M	ASSOCIATE	6.80	4,080.00
PLOTKO, GREGORY G	ASSOCIATE	4.20	2,793.00
FRIEDMAN, JOSHUA	ASSOCIATE	2.30	885.50
CHAIKIN, REBECCA B.	PARALEGAL	8.00	2,104.00
CHOUPROUTA, ANDREA	PARALEGAL	<u>0.30</u>	<u>82.50</u>
<b>TOTAL</b>		<b><u>70.30</u></b>	<b><u>\$40,018.00</u></b>

**DETAIL OF SERVICES**

<b><u>DATE</u></b>	<b><u>TIMEKEEPER</u></b>	<b><u>DESCRIPTION</u></b>	<b><u>HOURS</u></b>	<b><u>AMOUNT</u></b>
10/01/09	SHARRET, JENNIFER	Draft Committee update email re: Evercore and 341 meeting.	0.60	291.00
10/02/09	SHARRET, JENNIFER	Telephone conference with K. Elliott re: Law Debenture.	0.10	48.50
10/06/09	SHARRET, JENNIFER	Draft GM update email re: haring outcome and Bill Heard estates.	1.70	824.50
10/07/09	SCHMIDT, ROBERT T.	Review Committee update memo; office conference with A. Rogoff re case issues.	0.50	367.50
10/08/09	CHAIKIN, REBECCA B.	Assemble materials for Committee call.	0.10	26.00
10/09/09	CATON, AMY	Telephone conference with M. Williams re meeting w Weil, Fee examiner (.3), review emails re same (.2).	0.50	340.00

GENERAL MOTORS CREDITORS COMMITTEE  
068000-00010 (COMMITTEE MEETINGS/COMMUNICATIONS)

March 17, 2010  
Invoice No. 541031

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
10/09/09	SHARRET, JENNIFER	Draft email update to Committee re: fee auditor and US Trustee certification.	0.40	194.00
10/13/09	PLOTKO, GREGORY G	Attention to FTI matters to prepare for Committee Conference call.	0.20	133.00
10/14/09	WARREN, CHARLES S	Call with Committee on environmental issues.	1.00	735.00
10/14/09	SHARRET, JENNIFER	Telephone conference with counsel to unions (.3); draft annotated agenda for Committee call (2.4).	2.70	1,309.50
10/14/09	CATON, AMY	Review FTI presentation and comments to same (1.0); attend Committee call (1.0).	2.00	1,360.00
10/14/09	MAYER, THOMAS MOERS	Call with D. Jury re agenda item: 1114 Settlement (.1); Prepare for and participate in telephonic meeting with Committee re [a] meeting at Weil and status of reorganization, [b] Fee Examiner, need for nominees, [c] status of asbestos/product liability discussions, [d] 1114 settlement, committee position thereon (1.5); follow-up emails to and from Jury, Kennedy re committee vote (.2), email from and to Diana Adams re three nominees for fee examiner.	1.80	1,674.00
10/14/09	CHAIKIN, REBECCA B.	Assemble materials for committee call.	1.00	260.00
10/14/09	PLOTKO, GREGORY G	Attend and participate in creditors Committee conference call (1.2); post-call discussions w/J Sharret (.4).	1.60	1,064.00
10/15/09	SHARRET, JENNIFER	Draft update email re: hearing update and pending/resolved motions (2.9); attention to Committee votes for fee auditor nominees (.2).	3.10	1,503.50
10/15/09	PLOTKO, GREGORY G	Attention to summary for GM Committee.	0.30	199.50
10/16/09	SHARRET, JENNIFER	Attention to Committee votes re: fee auditor and update Committee re: results.	0.40	194.00
10/26/09	SHARRET, JENNIFER	Draft GM Update email (re: appeal, omnibus rejection motion and Evercore hearing).	0.60	291.00
10/27/09	MAYER, THOMAS MOERS	Call with P. Bruzzese of Kelley Drye re substitution of Law Debenture as indenture trustee, and follow up re same.	0.30	279.00
10/29/09	SHARRET, JENNIFER	Email to Committee member re: bar date.	0.10	48.50
10/30/09	SHARRET, JENNIFER	Draft Committee update email.	1.70	824.50
11/03/09	SHARRET, JENNIFER	Drafting Committee update email re: MOR, 2015.3 report, quarterly report of de minimis asset sales, and pending motions for November 6, 2009.	0.60	291.00

GENERAL MOTORS CREDITORS COMMITTEE  
068000-00010 (COMMITTEE MEETINGS/COMMUNICATIONS)

March 17, 2010  
Invoice No. 541031

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
11/03/09	CHOUPROUTA, ANDREA	Coordinate logistics with conference room services for GM meeting on 11/5/09.	0.30	82.50
11/06/09	SHARRET, JENNIFER	Drafting Committee update email re: Natixis stipulations.	0.30	145.50
11/10/09	SHARRET, JENNIFER	Drafting Committee update email re: automatic stay motions and Nova Scotia bondholders motion.	1.40	679.00
11/12/09	SHARRET, JENNIFER	Drafting Committee update email re: hearing update and other pending motions.	0.30	145.50
11/16/09	PLOTKO, GREGORY G	Review GM update to Committee and discussion w/ J. Sharret.	0.40	266.00
11/18/09	SHARRET, JENNIFER	Drafting GM update email re: bond trading prices, Debtors' objection to Nova Scotia bondholder's motion and Saturn adversary proceeding.	0.90	436.50
11/19/09	SHARRET, JENNIFER	Emails with Lance Lis re: GM update email and follow-up with FTI re: same.	0.20	97.00
11/20/09	SHARRET, JENNIFER	Revising and circulating GM update email re: hearing update, mobile equipment leases.	0.10	48.50
11/23/09	SHARRET, JENNIFER	Scheduling next Committee call and drafting email update; reviewing FTI report.	1.10	533.50
11/23/09	CATON, AMY	Review FTI presentation draft and comments to same.	1.20	816.00
11/23/09	PLOTKO, GREGORY G	Review October report from FTI re: GM valuations. Review update for Committee; discussion w/ J. Sharret re same.	1.30	864.50
11/24/09	CATON, AMY	Email J. Sharret re: agenda, review materials for same.	0.20	136.00
11/24/09	PLOTKO, GREGORY G	Review draft update from FTI on case status for committee call.	0.40	266.00
11/30/09	SHARRET, JENNIFER	Preparing draft agenda for Committee call; responding to inquiry re: Evercore fees; preparing for and participating in Committee call.	2.10	1,018.50
11/30/09	CATON, AMY	Review agenda and discuss with J. Sharret (.5); discuss same with A. Rogoff (.1); prepare for Committee call (.6); attend Committee call and follow-up (.9).	2.10	1,428.00
11/30/09	ROGOFF, ADAM C	Prepare for and participate in committee call; mtgs J. Sharret and T. Mayer re: same (1.2).	1.20	954.00
11/30/09	MACKSOUD, LAUREN M	Conference call with committee (1.1), preparation for same (.5).	1.60	960.00

GENERAL MOTORS CREDITORS COMMITTEE  
068000-00010 (COMMITTEE MEETINGS/COMMUNICATIONS)

March 17, 2010  
Invoice No. 541031

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
11/30/09	CHAIKIN, REBECCA B.	Assemble materials for committee meeting.	0.80	208.00
11/30/09	MAYER, THOMAS MOERS	Conferences with Jenn Sharret, L. Macksoud, A. Caton re agenda and prepare for committee meeting (.2); emails and calls S. Karotkin, J. Cooney re asbestos representation motions in preparation of committee meeting (.1); participate in telephonic Committee meeting re: Nova Scotia litigation, environmental settlements, timing of plan process (.9).	1.20	1,116.00
11/30/09	WARREN, CHARLES S	Discussion of environmental issues on Committee call.	0.50	367.50
12/02/09	MAYER, THOMAS MOERS	Emails to/from Committee members re New GM's dismissal of F. Henderson, potential impact on Old GM's chapter 11 case.	0.20	186.00
12/09/09	MAYER, THOMAS MOERS	Internal team meeting to prepare for Committee meeting on December 16: [a] asbestos representatives memo, [b] product liability issues, [c] Nova Scotia (1.0); post-meeting conference with A. Caton, J. Sharret (.3).	1.30	1,209.00
12/14/09	SHARRET, JENNIFER	Draft GM Update email; draft minutes from prior Committee calls	2.70	1,309.50
12/15/09	CATON, AMY	Review schedules, Cmt call issues and emails re: rescheduling same	1.00	680.00
12/15/09	CHAIKIN, REBECCA B.	Assemble materials for meetings.	1.50	390.00
12/15/09	MACKSOUD, LAUREN M	Confer with committee members regarding status of committee call. Prepare for committee call;	2.30	1,380.00
12/16/09	CHAIKIN, REBECCA B.	Dial into call to redirect Committee Members re postponed meeting (.2); create chart of when Committee Members are available to meet (.3).	0.50	130.00
12/16/09	SHARRET, JENNIFER	Various emails and calls re: rescheduling GM committee call	0.70	339.50
12/16/09	CATON, AMY	Reschedule Cmte mtg, o/c T. Mayer, J. Sharret re same	0.40	272.00
12/18/09	MACKSOUD, LAUREN M	Confer with committee member regarding proposed ADR procedures.	0.40	240.00
12/18/09	SHARRET, JENNIFER	Emails re: prep for Committee call	0.10	48.50
12/18/09	CHAIKIN, REBECCA B.	Assemble all KL memos and FTI updates sent to committee. Assemble materials for 12/21 committee call.	2.40	624.00

GENERAL MOTORS CREDITORS COMMITTEE  
068000-00010 (COMMITTEE MEETINGS/COMMUNICATIONS)

March 17, 2010  
Invoice No. 541031

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
12/20/09	SHARRET, JENNIFER	Prep for Committee call (emails to various professionals and drafting annotated agenda)	1.20	582.00
12/21/09	MAYER, THOMAS MOERS	Prep for (.3) committee meeting in conference with J. Sharret, L. Macksoud, A. Reznick [re insurance analysis], run meeting: votes on [a] asbestos futures rep, [b] settlement on MPSA open cash issues, reports on insurance, claims allowance, lawsuit vs banks (1.1), post-mortem with team (.3), call with J. Cooney re asbestos current claims representation, email to S. Karotkin re same (.1).	1.80	1,674.00
12/21/09	MACKSOUD, LAUREN M	Conference call with creditors committee, preparation for same.	2.50	1,500.00
12/21/09	SHARRET, JENNIFER	Prep for and participate in Committee call	1.60	776.00
12/21/09	FRIEDMAN, JOSHUA	Committee call; draft summary of call and minutes.	2.30	885.50
12/24/09	CHAIKIN, REBECCA B.	Initiate the creation of a searchable word document of all Committee emails (.2); Create binders of KL memos and FTI presentations to committee (.3).	0.50	130.00
01/05/10	SHARRET, JENNIFER	Review FTI report (.4); C/f with A. Caton re: case issues and FTI report (.5); t/c with A. Phillips re: FTI report (.5)	1.40	707.00
01/05/10	CATON, AMY	Review FTI presentation for committee meeting and edit same (.7); o/c J. Sharret re same (.3)	1.00	710.00
01/06/10	CHAIKIN, REBECCA B.	Assemble materials for committee meeting.	1.00	280.00
01/07/10	CHAIKIN, REBECCA B.	Follow up with Word Processing and TSG re single word document of committee emails.	0.20	56.00
01/08/10	REZNICK, ALLAN E.	Conf. T. Swett re confidentiality issues and Committee by-laws (.8), conference and emails with/to L. Macksoud re confidentiality issues (.8).	1.60	1,272.00
01/11/10	REZNICK, ALLAN E.	Conf L. Macksoud re Debtor's approval of release of confidential materials re tort claimants v/m D. Berz.	0.60	477.00
01/12/10	SHARRET, JENNIFER	Emails to Committee members re: claims objections.	0.30	151.50
01/15/10	SHARRET, JENNIFER	Review Law Debenture Report to creditors.	0.30	151.50
01/19/10	SHARRET, JENNIFER	Draft email update to Committee.	0.90	454.50
01/20/10	MAYER, THOMAS MOERS	Call with Kelley Drye's D. Retter, J. Carr re post-reorganization staffing issues and claims.	0.50	475.00

GENERAL MOTORS CREDITORS COMMITTEE  
068000-00010 (COMMITTEE MEETINGS/COMMUNICATIONS)

March 17, 2010  
Invoice No. 541031

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<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
01/27/10	SHARRET, JENNIFER	Coordinate next Committee call.	<u>0.20</u>	<u>101.00</u>
<b>TOTAL</b>			<b><u>70.30</u></b>	<b><u>\$40,018.00</u></b>

**SUMMARY OF SERVICES**

<b><u>TIMEKEEPER</u></b>	<b><u>TITLE</u></b>	<b><u>HOURS</u></b>	<b><u>AMOUNT</u></b>
MAYER, THOMAS MOERS	PARTNER	2.60	2,418.00
LUTGENS, CHRISTINE	PARTNER	0.30	243.00
ROGOFF, ADAM C	PARTNER	1.00	795.00
SHARRET, JENNIFER	ASSOCIATE	21.70	10,524.50
PLOTKO, GREGORY G	ASSOCIATE	1.00	665.00
CHAIKIN, REBECCA B.	PARALEGAL	<u>1.70</u>	<u>442.00</u>
<b>TOTAL</b>		<b><u>28.30</u></b>	<b><u>\$15,087.50</u></b>

**DETAIL OF SERVICES**

<b><u>DATE</u></b>	<b><u>TIMEKEEPER</u></b>	<b><u>DESCRIPTION</u></b>	<b><u>HOURS</u></b>	<b><u>AMOUNT</u></b>
10/04/09	SHARRET, JENNIFER	Review draft 1114 memo and emails re: same.	0.60	291.00
10/05/09	SHARRET, JENNIFER	Review 363(b) motion on IUE settlement and emails re: same (.5); revise 1114 memo (5.8).	6.30	3,055.50
10/05/09	MAYER, THOMAS MOERS	Further work with J. Sharret on settlement of Splinter Union claims, review FTI memos on impact on creditor recoveries from claim allowance and potential variances in expenses, emails M. Selwood and J. Santambrogio of FTI re FTI analyses.	1.00	930.00
10/06/09	LUTGENS, CHRISTINE	Review memo re: OPEB settlement.	0.30	243.00
10/06/09	SHARRET, JENNIFER	Review FTI deck and t/c with R. Coogan re: same (1.7); t/c with D. Jury re: USW documents (.4).	2.10	1,018.50
10/07/09	SHARRET, JENNIFER	Review USW agreements and incorporate same into memo (1.2); t/c with R. Coogan re: FTI deck (.4).	1.60	776.00
10/08/09	CHAIKIN, REBECCA B.	Meeting w/ J.Sharret (.5); Assemble, review and highlight pertinent clauses in memoranda of understanding/ term sheets for guarantees of Union benefits (1.2).	1.70	442.00



GENERAL MOTORS CREDITORS COMMITTEE  
068000-00011 (EMPLOYEE BENEFITS/LABOR ISSUES)

March 17, 2010  
Invoice No. 541031

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
10/08/09	SHARRET, JENNIFER	T/c with S. Karotkin re: 1114 motion, revise memo re same.	4.00	1,940.00
10/08/09	MAYER, THOMAS MOERS	Review latest draft of memo on 1114 settlement with splinter unions, comment and authorize dispatch re same.	1.00	930.00
10/08/09	PLOTKO, GREGORY G	Review analysis on GM settlement with Unions.	0.80	532.00
10/09/09	SHARRET, JENNIFER	Revise and finalize 1114 memo (.6); t/c with S. Karotkin re: settlement and emails to FTI re: same (.2).	0.80	388.00
10/13/09	SHARRET, JENNIFER	Review draft 363(b) motion.	0.30	145.50
10/13/09	PLOTKO, GREGORY G	Attn to motion for union settlement.	0.20	133.00
11/10/09	ROGOFF, ADAM C	Attn to splinter union settlement and calls S. Karotkin regarding same; emails T. Mayer and J. Sharret. (.5)	0.50	397.50
11/10/09	MAYER, THOMAS MOERS	Conferences J. Sharret re development on splinter unions settlement (.2); call with T. Kennedy re same (.1).	0.30	279.00
11/10/09	SHARRET, JENNIFER	Reviewing revised IUE settlement order and telephone conference with T. Mayer and A. Rogoff re: same.	1.80	873.00
11/11/09	ROGOFF, ADAM C	Attn to splinter union settlement and review revised orders; emails Karotkin and Caton regarding same (.5).	0.50	397.50
11/11/09	MAYER, THOMAS MOERS	Call to S. Karotkin re status of continuing obligations to pay retiree medical benefits to non-signing splinter unions, conference Jenn Sharret re non-signing splinters, review email to committee.	0.30	279.00
11/11/09	SHARRET, JENNIFER	Telephone conference with R. Coogan re: splinter union issues and drafting email re: same	<u>4.20</u>	<u>2,037.00</u>
<b>TOTAL</b>			<b><u>28.30</u></b>	<b><u>\$15,087.50</u></b>

**SUMMARY OF SERVICES**

<b><u>TIMEKEEPER</u></b>	<b><u>TITLE</u></b>	<b><u>HOURS</u></b>	<b><u>AMOUNT</u></b>
WARREN, CHARLES S	PARTNER	27.70	20,622.00
ROGOFF, ADAM C	PARTNER	5.40	4,293.00
FINGER, TONI	ASSOCIATE	1.30	858.00
FOLB, KERRI	ASSOCIATE	48.90	31,962.00
MACKSOUD, LAUREN M	ASSOCIATE	6.90	4,140.00
PLOTKO, GREGORY G	ASSOCIATE	2.20	1,463.00
DAGGAN, CLINTON N	ASSOCIATE	<u>91.90</u>	<u>35,409.00</u>
<b>TOTAL</b>		<b><u>184.30</u></b>	<b><u>\$98,747.00</u></b>

**DETAIL OF SERVICES**

<b><u>DATE</u></b>	<b><u>TIMEKEEPER</u></b>	<b><u>DESCRIPTION</u></b>	<b><u>HOURS</u></b>	<b><u>AMOUNT</u></b>
10/01/09	WARREN, CHARLES S	Review environmental materials; confer on database.	0.50	367.50
10/01/09	MACKSOUD, LAUREN M	Review and revise environmental memo, review journal articles regarding environmental issues.	2.80	1,680.00
10/01/09	ROGOFF, ADAM C	Attention to environmental issues for remaining properties; review materials regarding same.	0.80	636.00
10/01/09	FINGER, TONI	Call with K. Folb re: status.	0.10	66.00
10/01/09	FOLB, KERRI	Attention to documents on database.	0.50	325.00
10/01/09	PLOTKO, GREGORY G	Review environmental memo.	0.70	465.50
10/02/09	ROGOFF, ADAM C	Attention to environmental issues for remaining properties; review materials regarding same.	0.20	159.00
10/02/09	WARREN, CHARLES S	Review outline of presentation to EPA.	0.50	367.50
10/02/09	FINGER, TONI	Review memo	0.80	528.00

GENERAL MOTORS CREDITORS COMMITTEE  
068000-00015 (ENVIRONMENTAL ISSUES)

March 17, 2010  
Invoice No. 541031

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
10/05/09	ROGOFF, ADAM C	Attention to environmental issues for remaining properties; review materials regarding same.	0.30	238.50
10/05/09	MACKSOUD, LAUREN M	Revise environmental memo.	2.70	1,620.00
10/05/09	FINGER, TONI	Review memo comments.	0.30	198.00
10/05/09	FOLB, KERRI	Review and comment on L. Macksoud memo.	2.30	1,495.00
10/06/09	PLOTKO, GREGORY G	Multiple discussions w/ L. Macksoud re environmental memo and memo re estimation procedures (.7); review environmental memo draft and considered issues (.8).	1.50	997.50
10/06/09	WARREN, CHARLES S	Telephone Weil on status of negotiations; telephone FTI on environmental call.	0.50	367.50
10/06/09	MACKSOUD, LAUREN M	Finalize environmental memo; draft conclusion.	1.00	600.00
10/06/09	FINGER, TONI	Attention to email; review revised memo.	0.10	66.00
10/06/09	FOLB, KERRI	Review documents on database.	1.50	975.00
10/06/09	ROGOFF, ADAM C	Attention to environmental issues for remaining properties; review materials regarding same.	0.40	318.00
10/07/09	ROGOFF, ADAM C	Attention to environmental issues for remaining properties; review materials regarding same.	0.40	318.00
10/07/09	WARREN, CHARLES S	Confer on site reports; review environmental memo.	1.00	735.00
10/07/09	FOLB, KERRI	Review documents on database and create table summarizing 91 sites.	6.50	4,225.00
10/08/09	ROGOFF, ADAM C	Attention to environmental issues for remaining properties; review materials regarding same.	0.40	318.00
10/08/09	WARREN, CHARLES S	Review environmental data base summaries.	0.50	367.50
10/08/09	FOLB, KERRI	Attention to emails and attachments from FTI.	0.60	390.00
10/09/09	WARREN, CHARLES S	Meeting in preparation for Weil meeting.	0.80	588.00
10/09/09	ROGOFF, ADAM C	Attention to environmental issues for remaining properties; review materials regarding same.	0.40	318.00
10/12/09	WARREN, CHARLES S	Review environmental insurance options.	0.50	367.50
10/12/09	FOLB, KERRI	Review documents on database and work on chart summarizing sites.	5.50	3,575.00

GENERAL MOTORS CREDITORS COMMITTEE  
068000-00015 (ENVIRONMENTAL ISSUES)

March 17, 2010  
Invoice No. 541031

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
10/13/09	ROGOFF, ADAM C	Attention to environmental issues for remaining properties; review materials regarding same.	0.20	159.00
10/13/09	WARREN, CHARLES S	Meeting with Weil on environmental issues.	1.30	955.50
10/13/09	FOLB, KERRI	Review documents and work on chart summarizing sites.	3.50	2,275.00
10/14/09	WARREN, CHARLES S	Review environmental summary material; conference call on environmental issues.	1.00	735.00
10/14/09	ROGOFF, ADAM C	Attention to environmental issues for remaining properties.	0.10	79.50
10/14/09	FOLB, KERRI	Review documents (1.0); conference call with debtors (.8); review draft report to committee (2.1); call with Hansen at FTI (.7).	4.60	2,990.00
10/15/09	ROGOFF, ADAM C	Attention to environmental issues for remaining properties.	0.20	159.00
10/16/09	ROGOFF, ADAM C	Attn to environmental issues for remaining properties.	0.10	79.50
10/16/09	WARREN, CHARLES S	Telephone FTI on environmental issues.	0.50	367.50
10/19/09	ROGOFF, ADAM C	Attn to environmental issues for remaining properties.	0.30	238.50
10/20/09	ROGOFF, ADAM C	Attn to environmental issues for remaining properties.	0.20	159.00
10/21/09	ROGOFF, ADAM C	Review information regarding status of environmental issues.	0.30	238.50
10/21/09	FOLB, KERRI	Attention to new database.	0.20	130.00
10/21/09	MACKSOUD, LAUREN M	Confer with K. Folb regarding status of environmental issues.	0.40	240.00
10/22/09	ROGOFF, ADAM C	Review information regarding status of environmental issues.	0.30	238.50
10/22/09	WARREN, CHARLES S	Conference call with MLC and FTI on environmental issues.	0.80	588.00
10/22/09	FOLB, KERRI	Conference call re: training on new website.	0.30	195.00
10/23/09	ROGOFF, ADAM C	Focus on environmental issues for remaining properties.	0.20	159.00
10/23/09	WARREN, CHARLES S	Telephone Weil on environmental insurance; messages on insurance.	0.50	367.50
10/26/09	ROGOFF, ADAM C	Attn to environmental issues.	0.20	159.00
10/27/09	ROGOFF, ADAM C	Attn to environmental issues for remaining properties.	0.10	79.50

GENERAL MOTORS CREDITORS COMMITTEE  
068000-00015 (ENVIRONMENTAL ISSUES)

March 17, 2010  
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<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
10/28/09	ROGOFF, ADAM C	Attention to environmental issues for remaining properties.	0.20	159.00
10/29/09	FOLB, KERRI	Conference with Daggan (.3); attention to new docs on IDEA (.7); conference call with debtor (.3).	1.30	845.00
10/29/09	WARREN, CHARLES S	Conference call on environmental developments; review letter of intent on certain site.	0.80	588.00
10/29/09	ROGOFF, ADAM C	Attn to environmental issues for remaining properties.	0.10	79.50
11/02/09	DAGGAN, CLINTON N	Research GM liability for superfund sites via motors liquidation company website.	3.40	1,309.00
11/02/09	FOLB, KERRI	Attention to new docs on IDEA.	0.50	325.00
11/03/09	DAGGAN, CLINTON N	Research GM CERCLA liability documents on motorsliquidation.com to determine allocation and amount.	2.30	885.50
11/04/09	DAGGAN, CLINTON N	Research GM CERCLA liability documents on motorsliquidation.com to determine allocation and amount.	2.30	885.50
11/04/09	WARREN, CHARLES S	Review cost estimates; telephone Weil on status of environmental issues.	0.50	367.50
11/05/09	DAGGAN, CLINTON N	Research GM CERCLA liability documents on motorsliquidation.com to determine allocation and amount.	1.00	385.00
11/05/09	WARREN, CHARLES S	Review environmental presentation to government; telephone FTI on environmental issues.	0.50	367.50
11/06/09	DAGGAN, CLINTON N	Research GM CERCLA liability documents on motorsliquidation.com to determine allocation and amount.	5.90	2,271.50
11/06/09	WARREN, CHARLES S	Environmental conference call.	0.80	588.00
11/09/09	DAGGAN, CLINTON N	Research GM CERCLA liability documents on motorsliquidation.com to determine allocation and amount.	8.00	3,080.00
11/09/09	WARREN, CHARLES S	Review FTI material on environmental costs.	0.30	220.50
11/11/09	WARREN, CHARLES S	Environmental conference call with MLC and FTI.	1.30	955.50
11/11/09	DAGGAN, CLINTON N	Research GM CERCLA liability documents on motorsliquidation.com to determine allocation and amount.	3.00	1,155.00
11/11/09	FOLB, KERRI	Conference call re environmental issues.	1.20	780.00

GENERAL MOTORS CREDITORS COMMITTEE  
068000-00015 (ENVIRONMENTAL ISSUES)

March 17, 2010  
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<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
11/13/09	DAGGAN, CLINTON N	Research GM CERCLA liability documents on motorsliquidation.com to determine allocation and amount.	3.00	1,155.00
11/13/09	WARREN, CHARLES S	Telephone FTI on environmental insurance issues; telephone Weil on insurance.	0.50	367.50
11/14/09	DAGGAN, CLINTON N	Research GM CERCLA liability documents on motorsliquidation.com to determine allocation and amount.	2.00	770.00
11/16/09	DAGGAN, CLINTON N	Research GM CERCLA liability documents on motorsliquidation.com to determine allocation and amount.	2.50	962.50
11/17/09	DAGGAN, CLINTON N	Research GM CERCLA liability documents on motorsliquidation.com to determine allocation and amount.	2.00	770.00
11/17/09	FOLB, KERRI	Attention to documents on IDEA.	0.20	130.00
11/18/09	DAGGAN, CLINTON N	Research GM CERCLA liability documents on motorsliquidation.com to determine allocation and amount.	1.50	577.50
11/18/09	WARREN, CHARLES S	Environmental conference call.	0.80	588.00
11/18/09	FOLB, KERRI	Attention to DE estimates; review report re: env. cost refinement efforts; conf call with MLC.	1.50	975.00
11/20/09	DAGGAN, CLINTON N	Review stipulation between debtors and Westchester Fire Insurance Co. (.8); Compare 10/30/09 Remediation Cost Estimate Summary with GMC Bond in Force Listing (1.7); draft memo to C. Warren (2.0).	4.50	1,732.50
11/20/09	WARREN, CHARLES S	Confer on environmental issues.	0.50	367.50
11/23/09	WARREN, CHARLES S	Review environmental section of FTI report.	0.30	220.50
11/23/09	FOLB, KERRI	Review C. Daggan memo.	0.70	455.00
11/24/09	FOLB, KERRI	Review C. Daggan memo; conf with C. Daggan; update summary chart	2.50	1,625.00
11/24/09	WARREN, CHARLES S	Review memo on environmental insurance (.3); telephone Weil on insurance and EPA issues (.5); review NYSDEC claim (.5).	1.30	955.50
11/24/09	DAGGAN, CLINTON N	Meet with Kerri Folb re: GM CERCLA Liability memorandum. Review memorandum and motorsliquidation.com site to pinpoint potentially costly sites for GM.	3.50	1,347.50
11/25/09	FOLB, KERRI	Review NYS notice of claim; update summary chart; conf call with MLC.	3.20	2,080.00

GENERAL MOTORS CREDITORS COMMITTEE  
068000-00015 (ENVIRONMENTAL ISSUES)

March 17, 2010  
Invoice No. 541031

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
11/25/09	DAGGAN, CLINTON N	Review memorandum and motorsliquidation.com site to pinpoint potentially costly sites for GM.	1.50	577.50
11/25/09	WARREN, CHARLES S	Environmental conference call with FTI and Weil.	0.80	588.00
12/03/09	DAGGAN, CLINTON N	Review memorandum and sites re significant future liability. Update memorandum.	2.50	962.50
12/03/09	FOLB, KERRI	Review C. Daggan's memo, conf with C. Daggan; update summary memo	2.00	1,300.00
12/04/09	WARREN, CHARLES S	Conference call on environmental issues with MLC, FTI and Weil.	0.80	588.00
12/08/09	WARREN, CHARLES S	Review material on environmental costs.	0.50	367.50
12/09/09	FOLB, KERRI	Update summary chart	2.00	1,300.00
12/10/09	FOLB, KERRI	Conf call re environmental issues.	0.80	520.00
12/10/09	WARREN, CHARLES S	Environmental conference call with MLC, Weil and FTI.	0.80	588.00
12/14/09	WARREN, CHARLES S	Review environmental material for Weil meeting.	0.50	367.50
12/16/09	FOLB, KERRI	Conf call, attention to C. Daggan memo	0.80	520.00
12/16/09	WARREN, CHARLES S	Environmental call with MLC, Weil and FTI.	0.80	588.00
12/21/09	DAGGAN, CLINTON N	Search motorsliquidation.com site to get site-specific information for memorandum.	7.00	2,695.00
12/21/09	FOLB, KERRI	Review FTI report to committee re environmental issues.	0.30	195.00
12/22/09	FOLB, KERRI	Conf with C. Daggan	0.20	130.00
12/22/09	DAGGAN, CLINTON N	Update memorandum on superfund sites with site-specific information. Search EPA site for information on superfund sites where GM is sole PRP.	6.20	2,387.00
12/23/09	FOLB, KERRI	Conf with C. Daggan; emails with P. Hansen	0.30	195.00
12/23/09	DAGGAN, CLINTON N	Search motorsliquidation.com website for information on specific sites.	6.00	2,310.00
12/24/09	DAGGAN, CLINTON N	Search for sites where GM is the sole PRP or is subject to a consent decree.	3.70	1,424.50
12/28/09	DAGGAN, CLINTON N	Search for sites where GM is subject to a consent decree.	5.70	2,194.50
12/29/09	DAGGAN, CLINTON N	Review GM/REALM documents on motorsliquidation.com website for consent decrees and liability details.	5.40	2,079.00

GENERAL MOTORS CREDITORS COMMITTEE  
068000-00015 (ENVIRONMENTAL ISSUES)

March 17, 2010  
Invoice No. 541031

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
12/30/09	DAGGAN, CLINTON N	Review motorsliquidation website for information on superfund sites.	1.50	577.50
12/31/09	DAGGAN, CLINTON N	Search motorsliquidation.com website for information on superfund sites.	2.00	770.00
01/04/10	DAGGAN, CLINTON N	Search Debtors website for information re: sites where GM is sole PRP. Research re liability.	1.70	663.00
01/04/10	WARREN, CHARLES S	Review superfund site issues.	0.50	385.00
01/04/10	FOLB, KERRI	Conf with C. Daggan re site research.	0.20	136.00
01/05/10	DAGGAN, CLINTON N	Research Debtors website for information on sites that are currently owned by GM or its subsidiaries.	1.80	702.00
01/05/10	WARREN, CHARLES S	Review information on superfund sites (.6); confer on sites (.4); telephone Weil on sites (.3).	1.30	1,001.00
01/05/10	FOLB, KERRI	Conf. with C. Warren (.4); email from D. Berz re: superfund sites (.1).	0.50	340.00
01/06/10	WARREN, CHARLES S	Telephone FTI on environmental consultants; review material on environmental trust.	0.50	385.00
01/06/10	FOLB, KERRI	Review MLC presentation to committee and FTI summary	0.80	544.00
01/12/10	WARREN, CHARLES S	Review environmental insurance issues and sites.	0.50	385.00
01/13/10	FOLB, KERRI	Review stay stipulation (.5); conf call w. Weil and Alix (1.0); review stay-list of sites (.2).	1.70	1,156.00
01/13/10	DAGGAN, CLINTON N	Match MLC Site locations with GMC bond descriptions; conf. K. Folb re same.	1.00	390.00
01/13/10	WARREN, CHARLES S	Telephone Weil on environmental issues; conference call with Alix, Weil and FTI on environmental issues.	1.00	770.00
01/14/10	DAGGAN, CLINTON N	Update GMC Bond / MLC Site list (.3). Create summary spreadsheet with only MLC-owned sites (.6); conf. K. Folb re same (.1).	1.00	390.00
01/14/10	WARREN, CHARLES S	Review filed environmental claims; telephone Weil on environmental insurance issues.	0.80	616.00
01/14/10	FOLB, KERRI	Review chart re: sites and stipulation to lift stay (.4); conf with C. Daggan (.1); phone conf, email with Benfield (.2); phone conf. with Goslin, Benfield (.3).	1.00	680.00
01/15/10	WARREN, CHARLES S	Review filed environmental claims.	0.50	385.00



GENERAL MOTORS CREDITORS COMMITTEE  
068000-00015 (ENVIRONMENTAL ISSUES)

March 17, 2010  
Invoice No. 541031

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<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
01/21/10	WARREN, CHARLES S	Telephone Weil on environmental insurance issue.	0.30	231.00
01/22/10	WARREN, CHARLES S	Conference call on environmental issues with MLC, Weil and FTI; review environmental section of FTI report.	1.00	770.00
01/25/10	FOLB, KERRI	Review FTI environment update	0.30	204.00
01/26/10	FOLB, KERRI	Review term sheet for environment issues.	0.50	340.00
01/27/10	WARREN, CHARLES S	Telephone Weil on environmental developments.	0.80	616.00
01/27/10	FOLB, KERRI	Attention to term sheet, review revised Westchester stip; conf with C. Warren.	0.90	612.00
01/28/10	WARREN, CHARLES S	Review environmental trust structure.	<u>0.30</u>	<u>231.00</u>
<b>TOTAL</b>			<b><u>184.30</u></b>	<b><u>\$98,747.00</u></b>

**SUMMARY OF SERVICES**

<b><u>TIMEKEEPER</u></b>	<b><u>TITLE</u></b>	<b><u>HOURS</u></b>	<b><u>AMOUNT</u></b>
MAYER, THOMAS MOERS	PARTNER	1.50	1,395.00
CATON, AMY	PARTNER	3.20	2,176.00
ROGOFF, ADAM C	PARTNER	3.00	2,385.00
SHARRET, JENNIFER	ASSOCIATE	13.40	6,541.00
MACKSOUD, LAUREN M	ASSOCIATE	5.80	3,480.00
PLOTKO, GREGORY G	ASSOCIATE	10.40	6,916.00
FRIEDMAN, JOSHUA	ASSOCIATE	9.50	3,657.50
MAKINDE, MICHAEL A	PARALEGAL	1.50	412.50
WIERMAN, LAUREN E	PARALEGAL	2.00	550.00
CHAIKIN, REBECCA B.	PARALEGAL	<u>7.60</u>	<u>1,998.00</u>
<b>TOTAL</b>		<b><u>57.90</u></b>	<b><u>\$29,511.00</u></b>

**DETAIL OF SERVICES**

<b><u>DATE</u></b>	<b><u>TIMEKEEPER</u></b>	<b><u>DESCRIPTION</u></b>	<b><u>HOURS</u></b>	<b><u>AMOUNT</u></b>
10/05/09	ROGOFF, ADAM C	Attention to Omnibus hearing.	0.40	318.00
10/05/09	MACKSOUD, LAUREN M	Preparation for 10/6 omnibus hearing.	0.50	300.00
10/05/09	SHARRET, JENNIFER	Prepare for hearing (1.8); create annotated agenda (.8).	2.60	1,261.00
10/05/09	CHAIKIN, REBECCA B.	Assemble binder for 10/6 hearing.	1.40	364.00
10/06/09	ROGOFF, ADAM C	Prepare for and attend omnibus hearing date and chambers' conference.	2.30	1,828.50
10/06/09	MAYER, THOMAS MOERS	Status conferences before Judge Gerber;	1.50	1,395.00
10/06/09	SHARRET, JENNIFER	Telephone conference with G. Plotko re: outcome of hearing and open items. Prepare for, attend and participate in hearing;	2.60	1,261.00
10/07/09	CHAIKIN, REBECCA B.	Review updates to Committee re 341 meeting and hearing.	0.30	78.00

GENERAL MOTORS CREDITORS COMMITTEE  
068000-00016 (HEARINGS)

March 17, 2010  
Invoice No. 541031

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
10/14/09	CHAIKIN, REBECCA B.	Assemble materials for upcoming hearing.	0.10	26.00
10/14/09	PLOTKO, GREGORY G	Prepare for hearing on 2 new GM debtors on 10/15/09.	1.00	665.00
10/15/09	PLOTKO, GREGORY G	Prepare for hearing re new debtor filing (Realm and Encore) (.8); attend and participate in hearing on Realm and Encore (1.0); draft summary of court hearing on Realm and Encore and disc w/ J. Sharret re same (.7).	2.50	1,662.50
11/02/09	CHAIKIN, REBECCA B.	Assemble hearing materials.	0.70	182.00
11/03/09	SHARRET, JENNIFER	Telephone conference with E. Lederman re: hearing and prepare for omnibus hearing.	1.70	824.50
11/03/09	WIERNAN, LAUREN E	Assemble binder for hearing.	2.00	550.00
11/03/09	PLOTKO, GREGORY G	Review summary for GM hearing on 10/5/09.	0.40	266.00
11/04/09	FRIEDMAN, JOSHUA	Preparation for hearing.	1.50	577.50
11/05/09	ROGOFF, ADAM C	Attn to omni hearing today and meetings Plotko regarding same.	0.30	238.50
11/05/09	FRIEDMAN, JOSHUA	Attend hearing re: Lawrence Lift Stay Motion and other motions.	3.50	1,347.50
11/05/09	PLOTKO, GREGORY G	Prepare for hearing on lift stay motion and other pending hearings (.9); attend and participate in hearing on 11/5/09 (2.6).	3.50	2,327.50
11/10/09	CHAIKIN, REBECCA B.	Assemble hearing binder.	0.30	78.00
11/12/09	SHARRET, JENNIFER	Prepare for and participate in hearing re: union settlement and Love lift stay motion.	3.10	1,503.50
11/12/09	CHAIKIN, REBECCA B.	Assemble materials for hearing.	0.30	78.00
11/12/09	CATON, AMY	Prepare for and attend hearing re union settlement.	3.20	2,176.00
11/18/09	FRIEDMAN, JOSHUA	Attend and monitor hearing on temporary restraining order regarding the Saturn class action.	4.50	1,732.50
11/18/09	MAKINDE, MICHAEL A	Create hearing binders.	1.50	412.50
11/19/09	CHAIKIN, REBECCA B.	Assemble hearing binder.	1.20	312.00
11/20/09	MACKSOUD, LAUREN M	Attend hearing before Judge Gerber on aurelius' motion to modify bar date (1.8); draft summary of hearing for committee (.4); confer with A. Rogoff regarding status of hearing (.3).	2.50	1,500.00
11/23/09	SHARRET, JENNIFER	Review agenda and conference with R. Chaikin re: hearing binders; emails with E. Lederman re: submitting certificates of no objection for hearing.	0.10	48.50
11/23/09	CHAIKIN, REBECCA B.	Assemble materials for hearing binder.	0.60	156.00

GENERAL MOTORS CREDITORS COMMITTEE  
068000-00016 (HEARINGS)

March 17, 2010  
Invoice No. 541031

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
11/30/09	SHARRET, JENNIFER	Follow-up re: status of hearings.	0.10	48.50
11/30/09	PLOTKO, GREGORY G	Prepare for Realm and Encore bar date hearing; review transcript and pleadings.	1.00	665.00
12/01/09	PLOTKO, GREGORY G	Prep for hearing for Encore/Realm (1.0); attend and participate in hearing re same (1.0)	2.00	1,330.00
12/02/09	CHAIKIN, REBECCA B.	Assemble materials for hearing.	0.80	208.00
12/02/09	SHARRET, JENNIFER	Emails re: December 3 hearing	0.10	48.50
12/14/09	SHARRET, JENNIFER	Review agenda and prepare summary chart of December 16 hearing matters	1.00	485.00
12/15/09	CHAIKIN, REBECCA B.	Assemble hearing binder.	0.80	208.00
12/16/09	MACKSOUD, LAUREN M	Preparation for hearing on 2004 applications (1.0), attend same (1.8),	2.80	1,680.00
01/13/10	CHAIKIN, REBECCA B.	Assemble and organize materials for hearing.	0.60	168.00
01/14/10	SHARRET, JENNIFER	Prep for and participate in GM hearing;, c/f with J. Smolinsky after hearing	0.70	353.50
01/18/10	SHARRET, JENNIFER	Review hearing agenda and revise summary of matters scheduled for hearing	0.80	404.00
01/19/10	CHAIKIN, REBECCA B.	Assemble materials for 1/20 hearing.	0.50	140.00
01/20/10	SHARRET, JENNIFER	Prep for and participate in hearing.	<u>0.60</u>	<u>303.00</u>
<b>TOTAL</b>			<b><u>57.90</u></b>	<b><u>\$29,511.00</u></b>

**SUMMARY OF SERVICES**

<b><u>TIMEKEEPER</u></b>	<b><u>TITLE</u></b>	<b><u>HOURS</u></b>	<b><u>AMOUNT</u></b>
ROGOFF, ADAM C	PARTNER	26.20	20,845.50
SHARRET, JENNIFER	ASSOCIATE	<u>2.80</u>	<u>1,358.00</u>
<b>TOTAL</b>		<b><u>29.00</u></b>	<b><u>\$22,203.50</u></b>

**DETAIL OF SERVICES**

<b><u>DATE</u></b>	<b><u>TIMEKEEPER</u></b>	<b><u>DESCRIPTION</u></b>	<b><u>HOURS</u></b>	<b><u>AMOUNT</u></b>
10/01/09	ROGOFF, ADAM C	Attention to asset sale and executory contract issues (.7); emails E. Lederman, J. Smolinsky, Honigman and J. Sharret re: same (1.2); multiple calls re: same (.8).	2.70	2,146.50
10/02/09	ROGOFF, ADAM C	Attention to asset sale and executory contract issues (.6); emails and calls R. Berkovitch, J. Smolinsky, Weiss, and J. Sharret re: same (.7).	1.30	1,033.50
10/05/09	ROGOFF, ADAM C	Attention to asset sale and executory contract issues (1.4); emails R. Berkovitch and J. Sharret re: same (.2); attn Bill Heard issues (.9); multiple calls re: same (.6)	3.10	2,464.50
10/06/09	ROGOFF, ADAM C	Attention to asset sale and executory contract issues (1.3); emails E. Lederman, J. Smolinsky, Honigman and J. Sharret re: same (.5); multiple calls re: same (.4).	2.20	1,749.00
10/07/09	ROGOFF, ADAM C	Attention to asset sale and executory contract issues (1.5); emails E. Lederman, J. Smolinsky, Honigman and J. Sharret re: same (.5); multiple calls re: same (.6).	2.60	2,067.00
10/08/09	ROGOFF, ADAM C	Attention to asset sale and executory contract issues (1.2); emails E. Lederman, J. Smolinsky, Honigman and J. Sharret re: same (.6); multiple calls re: same (.6).	2.40	1,908.00
10/14/09	SHARRET, JENNIFER	Review stipulations to resolve Cisco objection; review JSSI stipulation.	0.40	194.00

GENERAL MOTORS CREDITORS COMMITTEE  
068000-00018 (EXECUTORY CONTRACT)

March 17, 2010  
Invoice No. 541031

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
10/15/09	ROGOFF, ADAM C	Attention to JSSI contract issues and resolution of same; emails and meetings Sharret re: same.	1.00	795.00
10/23/09	ROGOFF, ADAM C	Attention to misc asset sale and executory contract issues.	0.50	397.50
10/26/09	SHARRET, JENNIFER	Review motion to reject leases and t/c with FTI re: same	0.60	291.00
10/27/09	ROGOFF, ADAM C	Attention to asset sale and executory contract issues.	1.10	874.50
10/29/09	ROGOFF, ADAM C	Attention to asset sale and executory contract issues. Call R. Berkovich re: real estate issues.	1.40	1,113.00
10/30/09	ROGOFF, ADAM C	Email R. Berkovich re: real estate issues; calls Macksoud re: same; review materials re: same. Attention to asset sale and executory contract issues (.8); atn to settlement issues between New GM and MLC issues (.8).	2.00	1,590.00
11/04/09	ROGOFF, ADAM C	Attn to asset sale and executory contract issues; emails J. Sharret, FTI and R. Berkovich regarding same (1.1);	1.10	874.50
11/05/09	ROGOFF, ADAM C	attn to asset sale and executory contract issues and contract rejection motions; emails B. Weiss regarding same and meetings Sharret regarding same (1.1).	1.10	874.50
11/06/09	ROGOFF, ADAM C	attn to asset sale and executory contract issues, including issues re: rejection and assumption of contracts and objections thereto (1.4).	1.40	1,113.00
11/10/09	ROGOFF, ADAM C	Attn to asset sale and assumption and rejection of executory contract issues; emails J. Sharret regarding same (1.2);	1.20	954.00
11/11/09	ROGOFF, ADAM C	Attn to asset sale and executory contract issues and objections (.8);	0.80	636.00
11/16/09	SHARRET, JENNIFER	Review FTI summary on ninth omnibus rejection motion.	0.20	97.00
11/17/09	SHARRET, JENNIFER	Conference with A. Rogoff and E. Lederman re: mobile lease equipment issues and review spreadsheets re: same.	0.90	436.50
11/20/09	SHARRET, JENNIFER	Telephone conference with C. Manalo re: 10th omnibus rejection motion.	0.40	194.00
11/23/09	SHARRET, JENNIFER	Reviewing emails re: tenth omnibus motion to reject contracts and revising summary of same.	0.30	145.50
12/03/09	ROGOFF, ADAM C	Attn to contract rejections.	<u>0.30</u>	<u>255.00</u>
<b>TOTAL</b>			<b><u>29.00</u></b>	<b><u>\$22,203.50</u></b>

**SUMMARY OF SERVICES**

<b><u>TIMEKEEPER</u></b>	<b><u>TITLE</u></b>	<b><u>HOURS</u></b>	<b><u>AMOUNT</u></b>
SCHMIDT, ROBERT T.	PARTNER	1.70	1,249.50
MAYER, THOMAS MOERS	PARTNER	2.80	2,604.00
CATON, AMY	PARTNER	0.50	349.00
ROGOFF, ADAM C	PARTNER	3.10	2,470.00
SHARRET, JENNIFER	ASSOCIATE	37.00	17,991.00
MACKSOUD, LAUREN M	ASSOCIATE	5.70	3,420.00
PLOTKO, GREGORY G	ASSOCIATE	4.20	2,793.00
CHAIKIN, REBECCA B.	PARALEGAL	79.70	21,034.00
CHOUPROUTA, ANDREA	PARALEGAL	2.80	770.00
COLBOURNE, PAUL E.	OTHER TKPR	<u>2.10</u>	<u>220.50</u>
<b>TOTAL</b>		<b><u>139.60</u></b>	<b><u>\$52,901.00</u></b>

**DETAIL OF SERVICES**

<b><u>DATE</u></b>	<b><u>TIMEKEEPER</u></b>	<b><u>DESCRIPTION</u></b>	<b><u>HOURS</u></b>	<b><u>AMOUNT</u></b>
10/05/09	MAYER, THOMAS MOERS	Prepare for status conference on fee examiner stipulation, review latest draft.	0.50	465.00
10/06/09	MAYER, THOMAS MOERS	Prior to status conference, further review Fee Examiner Stipulation and emails to/from A. Rogoff, conferences with A. Rogoff, S. Karotkin re setting up Committee & court process for implementation of fee examiner stipulation.	0.50	465.00
10/07/09	SCHMIDT, ROBERT T.	Attention to fee auditor stipulation; office conferences with T. Mayer.	0.50	367.50
10/07/09	CHAIKIN, REBECCA B.	Review September fee detail for time to be moved to appropriate matters.	0.40	104.00

GENERAL MOTORS CREDITORS COMMITTEE  
068000-00019 (FEE APPLICATION/MONTHLY INVOICES)

March 17, 2010  
Invoice No. 541031

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
10/07/09	MAYER, THOMAS MOERS	Call with H. Miller re Debtors' five nominees for fee examiner (.2), email from D. Adams asking for nominees, call D. Adams re time needed for Committee to come up with and forward list (.1); draft and dispatch detailed memo to Committee outlining fee examiner stipulation, reporting on fee examiner process and requesting nominees for fee examiner (.7).	1.00	930.00
10/07/09	PLOTKO, GREGORY G	Review fee examiner stipulation and review precedents.	0.70	465.50
10/08/09	ROGOFF, ADAM C	Attention to fee examiner.	0.20	159.00
10/08/09	SHARRET, JENNIFER	Telephone conference with G. Plotko re: fee examiner.	0.40	194.00
10/08/09	PLOTKO, GREGORY G	Review changes to stip on appointment of fee examiner.	0.50	332.50
10/09/09	CHAIKIN, REBECCA B.	Review time detail to move entries to appropriate matters.	2.70	702.00
10/12/09	SHARRET, JENNIFER	Review and organize nominations for fee auditor.	0.20	97.00
10/12/09	CHAIKIN, REBECCA B.	Review fee time detail.	0.30	78.00
10/12/09	PLOTKO, GREGORY G	Attention to fee examiner nominations; discuss with J. Sharret.	0.30	199.50
10/13/09	SCHMIDT, ROBERT T.	Voicemail to US Trustee; review fee examiner stipulation.	0.50	367.50
10/13/09	PLOTKO, GREGORY G	Attention to fee examiner presentation and suggested changes to R. Chaikin.	0.60	399.00
10/15/09	ROGOFF, ADAM C	Attention to fee auditor and coordination with Committee re: same; calls T. Mayer and J. Sharret re: same.	0.30	238.50
10/15/09	MAYER, THOMAS MOERS	Call with S. Karotkin re Committee nominees for fee examiner, suggest 2 & 2.	0.20	186.00
10/16/09	ROGOFF, ADAM C	Attention to fee auditor and coordination with Committee re: same; conference calls T. Mayer and J. Sharret re: same.	0.20	159.00
10/19/09	ROGOFF, ADAM C	Attention to fee auditor and coordination with Committee re: same; calls T. Mayer and J. Sharret re: same.	0.20	159.00
10/19/09	MAYER, THOMAS MOERS	Final emails re nominees for fee examiner: A. Rogoff, H. Miller, brief conference D. Adams at judges' conference.	0.30	279.00
10/20/09	CHAIKIN, REBECCA B.	Assemble nominees' names for fee auditor's credentials.	0.60	156.00



GENERAL MOTORS CREDITORS COMMITTEE  
068000-00019 (FEE APPLICATION/MONTHLY INVOICES)

March 17, 2010  
Invoice No. 541031

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
10/23/09	SHARRET, JENNIFER	Review September invoice.	2.40	1,164.00
10/23/09	MACKSOUD, LAUREN M	Review September bill, provide comments to same.	1.80	1,080.00
10/27/09	CHAIKIN, REBECCA B.	Update fee letter, review application, etc.	2.10	546.00
10/28/09	SHARRET, JENNIFER	Review September fee detail.	2.00	970.00
10/28/09	CHAIKIN, REBECCA B.	Multiple reviews of draft time detail (3.6); Conference with J. Sharret re same (.5).	4.10	1,066.00
10/29/09	ROGOFF, ADAM C	Review fee statement; coordination with Sharret re: same.	0.30	238.50
10/29/09	CHAIKIN, REBECCA B.	Assemble binder of past fee statements (.6); Enter A. Rogoff's edits to fee application (1.0); Conference with J. Sharret re fee application (.3).	1.90	494.00
10/29/09	SHARRET, JENNIFER	Review revised GM bill.	0.50	242.50
10/30/09	CHAIKIN, REBECCA B.	Finalize, assemble and mail monthly fee statement.	1.50	390.00
11/02/09	CHAIKIN, REBECCA B.	Review US Trustee's instructions re: interim fee application.	0.50	130.00
11/05/09	CHOUPROUTA, ANDREA	Follow up with C. Porter of US Trustee's office and FTI Consultants re: electronic format of time. Discussions with accounting and IT re: same.	1.70	467.50
11/09/09	CHOUPROUTA, ANDREA	Follow up with accounting re: electronic transmission of .txt files for first interim period.	0.60	165.00
11/09/09	SHARRET, JENNIFER	Drafting interim fee application.	1.80	873.00
11/09/09	MACKSOUD, LAUREN M	Drafting sections of interim fee application related to dealer, supplier and environmental issues.	1.80	1,080.00
11/10/09	SCHMIDT, ROBERT T.	Attn to USTrustee email re counsel issues; follow-up; telephone conference re same.	0.40	294.00
11/10/09	SHARRET, JENNIFER	Drafting interim fee application.	2.90	1,406.50
11/10/09	MACKSOUD, LAUREN M	Conferring with J. Sharret regarding interim fee statement, conferring with R. Chaikin regarding same.	0.60	360.00
11/10/09	CHAIKIN, REBECCA B.	Meetings with J. Sharret, G. Plotko re Interim Fee Application (.8); create binders of filed fee statements and fee application guidelines (.9); edit, format and insert numbers into interim application (2.3).	4.00	1,040.00
11/11/09	SHARRET, JENNIFER	Drafting first interim fee application.	3.70	1,794.50

GENERAL MOTORS CREDITORS COMMITTEE  
068000-00019 (FEE APPLICATION/MONTHLY INVOICES)

March 17, 2010  
Invoice No. 541031

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
11/11/09	CHAIKIN, REBECCA B.	Assemble meeting minutes and hearing agendas for review for fee application.	0.50	130.00
11/12/09	SHARRET, JENNIFER	Drafting first interim fee application.	2.80	1,358.00
11/12/09	CHAIKIN, REBECCA B.	Enter edits to fee application.	0.50	130.00
11/12/09	PLOTKO, GREGORY G	review Interim Fee Application and make changes thereto.	1.00	665.00
11/13/09	CHAIKIN, REBECCA B.	Conferences w/ J. Sharret and F. Arias re interim fee application.	0.40	104.00
11/14/09	ROGOFF, ADAM C	Review and revise first interim fee application.	1.10	874.50
11/15/09	CHAIKIN, REBECCA B.	Edit application and insert numerical data.	1.50	390.00
11/15/09	SHARRET, JENNIFER	Reviewing mark-up to interim fee application; emails re: same.	0.60	291.00
11/16/09	ROGOFF, ADAM C	Attn to fee application; mtg w/ J. Sharret re: same.	0.40	318.00
11/16/09	CHOUPROUTA, ANDREA	Discussion with IT personnel at US Trustee office re: test run of ASCII files.	0.30	82.50
11/16/09	SHARRET, JENNIFER	Reviewing interim fee application.	8.10	3,928.50
11/16/09	MACKSOUD, LAUREN M	Conferring with J. Sharret and G. Plotko regarding finalizing quarterly fee application.	0.80	480.00
11/16/09	CHAIKIN, REBECCA B.	Interim Fee Application: Conferences w/ J. Sharret (1.0); numerous rounds of edits (6.5); assemble exhibits and file (1.0).	8.50	2,210.00
11/17/09	CHOUPROUTA, ANDREA	Emails to and from US Trustee's office re: final submission of GM ASCII time records. Confirm successful transmission of same.	0.20	55.00
11/17/09	SHARRET, JENNIFER	Reviewing interim fee application and follow-up with accounting re: same.	1.10	533.50
11/17/09	CHAIKIN, REBECCA B.	Assemble and serve fee applications of Committee's professionals.	2.50	650.00
11/17/09	MAYER, THOMAS MOERS	Conference with J. Sharret re status of GM fee apps, call H. Miller re monthly invoices.	0.20	186.00
11/18/09	SHARRET, JENNIFER	Telephone conference with F. Arias re: GM interim fee application.	0.10	48.50
11/18/09	CHAIKIN, REBECCA B.	Draft to do list for fee statements and applications (.6); email w/ US trustee's office re exhibits to fee application (.1); create binder of committee's professionals' fee applications (.8); draft October fee letter (.2); review October time detail (1.0).	2.70	702.00
11/19/09	SHARRET, JENNIFER	Telephonce conference with D. Indelicati and F. Arias re: interim fee application.	0.10	48.50

GENERAL MOTORS CREDITORS COMMITTEE  
068000-00019 (FEE APPLICATION/MONTHLY INVOICES)

March 17, 2010  
Invoice No. 541031

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
11/19/09	CHAIKIN, REBECCA B.	Review October time detail (1.0); draft and file affidavit of service for interim fee applications (.4).	1.40	364.00
11/20/09	CHAIKIN, REBECCA B.	Continue review of October time detail, move time to appropriate matters.	6.20	1,612.00
11/20/09	SHARRET, JENNIFER	Attention to October monthly invoice; reviewing Honigman statement on time detail.	0.40	194.00
11/23/09	SHARRET, JENNIFER	Revising October monthly invoice.	0.60	291.00
11/23/09	CHAIKIN, REBECCA B.	Conference w/ J. Sharret (.5); enter attorney edits (.6); review time detail (1.5).	2.60	676.00
11/24/09	SHARRET, JENNIFER	Reviewing October monthly fee invoice.	2.20	1,067.00
11/24/09	SCHMIDT, ROBERT T.	Attn to billing issues; office conference w/ G. Plotko and accounting.	0.30	220.50
11/24/09	ROGOFF, ADAM C	Attn to fee statement.	0.30	238.50
11/24/09	CHAIKIN, REBECCA B.	Review time detail.	2.80	728.00
11/24/09	PLOTKO, GREGORY G	Discussion w/ J. Sharret re: billing and hold-back issues.	0.60	399.00
11/25/09	SHARRET, JENNIFER	Reviewing mark-up of October fee detail.	0.60	291.00
12/01/09	CHAIKIN, REBECCA B.	Assemble documents relating to retention of Evercore and AP services for fee auditor candidate.	1.10	286.00
12/03/09	ROGOFF, ADAM C	Attn to fee examiner and meeting w/ J. Sharret regarding same.	0.10	85.00
12/03/09	PLOTKO, GREGORY G	Attn to fee examiner stip	0.50	332.50
12/04/09	SHARRET, JENNIFER	Attention to fee auditor order (.1); review November fee detail (.3)	0.40	194.00
12/04/09	CHAIKIN, REBECCA B.	Mail Evercore and AP Services retention documents to fee auditor candidate. Create binder for 2nd Interim period fee statements and application.	0.70	182.00
12/08/09	CHAIKIN, REBECCA B.	Review November fee detail.	3.60	936.00
12/09/09	SHARRET, JENNIFER	Attention to November invoice	0.60	291.00
12/09/09	CHAIKIN, REBECCA B.	Review November time detail.	0.60	156.00
12/10/09	MAYER, THOMAS MOERS	Call with D. Adams re fee examiner.	0.10	93.00
12/10/09	CHAIKIN, REBECCA B.	Assemble November fee statement.	0.70	182.00
12/11/09	SHARRET, JENNIFER	Review monthly invoice for November and coordinate delivery of same	0.60	291.00

GENERAL MOTORS CREDITORS COMMITTEE  
068000-00019 (FEE APPLICATION/MONTHLY INVOICES)

March 17, 2010  
Invoice No. 541031

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
12/11/09	COLBOURNE, PAUL E.	Serve GM Fee application at 767 Fifth Avenue. Serve GM Fee application on US Trustee at 33 Whitehall St.	2.10	220.50
12/16/09	MACKSOUD, LAUREN M	Review fee examiner stipulation.	0.70	420.00
12/18/09	CHAIKIN, REBECCA B.	Update fee statement binder and records (.4) and draft December statement (.1).	0.50	130.00
12/22/09	CATON, AMY	Review fee examiner issues.	0.20	136.00
12/24/09	SHARRET, JENNIFER	Reviewing fee examiner order	0.30	145.50
12/28/09	SHARRET, JENNIFER	Attention to fee auditor appointment and supplement letter of fee detail; reviewing binder of committee professional interim fee applications	0.90	436.50
12/28/09	CHAIKIN, REBECCA B.	Draft statement for time record supplement to First Interim Application (1.1); Assemble binder of fee documents for Committee Professionals for fee examiner (2.1) Confs. w/ J. Sharret re same (.5). Draft memo on billing procedures.	4.70	1,222.00
12/29/09	SHARRET, JENNIFER	C/f with R. Chaikin re: fee auditor package and revising supplement of filing time detail	1.00	485.00
12/29/09	CHAIKIN, REBECCA B.	Confs. w/ J. Sharret re providing fee documents to fee examiner and supplement to fee application (.7); Edit and finalize notice of supplement (1.2); review and assemble exhibits for notice of supplement (.9); Update binder of fee documents for fee examiner (.8); File supplement to fee application (.3).	3.90	1,014.00
12/30/09	SHARRET, JENNIFER	Attention to service issues of supplemental declaration	0.40	194.00
12/30/09	CHAIKIN, REBECCA B.	Draft cover letter and mail fee documents binder to fee examiner.	0.60	156.00
01/04/10	CHAIKIN, REBECCA B.	Review new SDNY fee guidelines (.5); Send documents relating to Alix and Evercore to fee examiner (.5); File Epiq affidavit of service of Fee Supplement (.3); Review December time detail (2.1).	3.40	952.00
01/05/10	CHAIKIN, REBECCA B.	Review December time detail.	0.60	168.00
01/06/10	CHAIKIN, REBECCA B.	Attention to fee detail.	0.60	168.00
01/08/10	CHAIKIN, REBECCA B.	Review December fee detail (1.9), conf. w/ F. Arias re same (.2).	2.10	588.00
01/11/10	CHAIKIN, REBECCA B.	Second review of December fee detail.	2.50	700.00

GENERAL MOTORS CREDITORS COMMITTEE  
068000-00019 (FEE APPLICATION/MONTHLY INVOICES)

March 17, 2010  
Invoice No. 541031

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
01/12/10	SHARRET, JENNIFER	Attention to budget for fee auditor.	0.30	151.50
01/13/10	CHAIKIN, REBECCA B.	Create spreadsheet of fees and expenses billed by month, averages and calculate estimated fees and expenses for month of February in anticipation of budget report to fee examiner.	1.70	476.00
01/15/10	CHAIKIN, REBECCA B.	Conf. w/ J. Sharret re budget for fee examiner, draft cover letter to fee examiner, finalize budget chart and fax/email same.	0.80	224.00
01/15/10	SHARRET, JENNIFER	Review February budget and finalize; conf. w/ R. Chaikin re same.	0.40	202.00
01/26/10	SHARRET, JENNIFER	Reviewing December time detail	0.50	252.50
01/27/10	CHAIKIN, REBECCA B.	Review time detail (2.1); confs. w/ F. Arias re same (.3).	2.40	672.00
01/27/10	SHARRET, JENNIFER	Review December time detail	0.60	303.00
01/27/10	CATON, AMY	Review December Fee Statement.	0.30	213.00
01/28/10	CHAIKIN, REBECCA B.	Final revisions to December fee statement (.8); Prepare and mail Fee Statement to Debtors, counsel, UST and examiner (.7).	1.50	420.00
01/28/10	SHARRET, JENNIFER	Attention to December bill.	<u>0.50</u>	<u>252.50</u>
<b>TOTAL</b>			<b><u>139.60</u></b>	<b><u>\$52,901.00</u></b>

**SUMMARY OF SERVICES**

<b><u>TIMEKEEPER</u></b>	<b><u>TITLE</u></b>	<b><u>HOURS</u></b>	<b><u>AMOUNT</u></b>
ROGOFF, ADAM C	PARTNER	0.10	79.50
SHARRET, JENNIFER	ASSOCIATE	2.70	1,313.50
CHO, DANNIE	ASSOCIATE	11.90	5,236.00
PLOTKO, GREGORY G	ASSOCIATE	<u>2.50</u>	<u>1,662.50</u>
<b>TOTAL</b>		<b><u>17.20</u></b>	<b><u>\$8,291.50</u></b>

**DETAIL OF SERVICES**

<b><u>DATE</u></b>	<b><u>TIMEKEEPER</u></b>	<b><u>DESCRIPTION</u></b>	<b><u>HOURS</u></b>	<b><u>AMOUNT</u></b>
10/16/09	SHARRET, JENNIFER	Emails with D. Cho re: GM appeals.	0.30	145.50
10/20/09	CHO, DANNIE	Analyze and summarize appeal motion.	2.30	1,012.00
10/22/09	SHARRET, JENNIFER	Review summary of appeal and email to D. Cho re: same.	0.40	194.00
10/23/09	SHARRET, JENNIFER	Telephone conference with M. Meises re: GM appeal.	0.40	194.00
10/23/09	PLOTKO, GREGORY G	Review summary of appeals.	1.00	665.00
10/25/09	CHO, DANNIE	Analyze and summarize Debtor's response to appeal.	1.50	660.00
10/26/09	ROGOFF, ADAM C	Attention to sale appeals.	0.10	79.50
10/26/09	SHARRET, JENNIFER	Review summary of appeals.	1.10	533.50
10/26/09	PLOTKO, GREGORY G	Review summary on appeals.	0.50	332.50
10/27/09	PLOTKO, GREGORY G	Review briefs filed in Campell appeal.	1.00	665.00
11/20/09	CHO, DANNIE	Analyze/summarize appeal motions for the Parker, Rollover victims, Narumanchi, accident litigant appeals.	4.50	1,980.00
11/23/09	CHO, DANNIE	Analyze/summarize accident victim appeal motions.	1.40	616.00
11/24/09	SHARRET, JENNIFER	Attention to status of appeals.	0.30	145.50
11/25/09	CHO, DANNIE	Summarize/analyze Parker appeal motions.	2.20	968.00
01/14/10	SHARRET, JENNIFER	T/c with M. Meises re: status of GM appeals	<u>0.20</u>	<u>101.00</u>
<b>TOTAL</b>			<b><u>17.20</u></b>	<b><u>\$8,291.50</u></b>

**SUMMARY OF SERVICES**

<b><u>TIMEKEEPER</u></b>	<b><u>TITLE</u></b>	<b><u>HOURS</u></b>	<b><u>AMOUNT</u></b>
HERZOG, BARRY	PARTNER	9.00	6,851.50
STOOPACK, HELAYNE O.	SPEC COUNSEL	5.40	3,813.00
NEUTHALER, HOWARD	ASSOCIATE	1.00	640.00
BLADES, MELISSA	ASSOCIATE	<u>4.50</u>	<u>2,575.00</u>
<b>TOTAL</b>		<b><u>19.90</u></b>	<b><u>\$13,879.50</u></b>

**DETAIL OF SERVICES**

<b><u>DATE</u></b>	<b><u>TIMEKEEPER</u></b>	<b><u>DESCRIPTION</u></b>	<b><u>HOURS</u></b>	<b><u>AMOUNT</u></b>
10/01/09	HERZOG, BARRY	Internal meeting to discuss plan structure and related discussions.	1.70	1,275.00
10/01/09	STOOPACK, HELAYNE O.	Discussion with B. Herzog re: plan issues.	0.30	210.00
10/01/09	NEUTHALER, HOWARD	Conferences with B. Herzog and M. Blades re liquidating trust income tax issues; research re same.	1.00	640.00
10/09/09	HERZOG, BARRY	Internal meeting to disc plan structure; disc. w/S. Goldring re: same.	2.60	1,950.00
10/09/09	STOOPACK, HELAYNE O.	E-mail re: disputed ownership fund ruling.	0.20	140.00
10/12/09	STOOPACK, HELAYNE O.	Discussion with B. Herzog, review tax section for term sheet.	0.60	420.00
10/12/09	HERZOG, BARRY	Draft tax section on trust term sheet; discussions with H. Stoopack; discuss DOF reporting with M. Blades.	0.90	675.00
10/13/09	STOOPACK, HELAYNE O.	Discussion with B. Herzog re: liquidating trust issues, ruling, etc.	0.50	350.00
10/14/09	STOOPACK, HELAYNE O.	Telephone conference with B. Herzog, review Master Purchase Agreement re: tax matters.	0.40	280.00
10/15/09	HERZOG, BARRY	Call with Weil to discuss ruling request and related issues; related discussions.	0.90	675.00

GENERAL MOTORS CREDITORS COMMITTEE  
068000-00023 (TAX ISSUES)

March 17, 2010  
Invoice No. 541031

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<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
10/15/09	STOOPACK, HELAYNE O.	Conference call with B. Herzog re: ruling request, consideration re: same.	1.20	840.00
10/15/09	BLADES, MELISSA	Conference with B. Herzog, H. Stoopack, S. Goldring and research re: disputed claims.	1.20	672.00
11/09/09	BLADES, MELISSA	Conference with B. Herzog and research re: tax refund.	1.10	616.00
01/06/10	HERZOG, BARRY	Rev. liq plan presentations and term sheet; related analysis and emails.	2.20	1,727.00
01/07/10	HERZOG, BARRY	Review tax claims (.3); related disc. w. H. Stoopack (.4).	0.70	549.50
01/07/10	STOOPACK, HELAYNE O.	Disc. B. Herzog re: liability for taxes (.4), review docs. re: same (.6).	1.00	715.00
01/28/10	STOOPACK, HELAYNE O.	Review and consider term sheet (.9), disc. w/ M. Blades, e-mail re: same (.3).	1.20	858.00
01/28/10	BLADES, MELISSA	Conference with H. Stoopack (.3) and review term sheet (1.9).	<u>2.20</u>	<u>1,287.00</u>
<b>TOTAL</b>			<b><u>19.90</u></b>	<b><u>\$13,879.50</u></b>



**SUMMARY OF SERVICES**

<b><u>TIMEKEEPER</u></b>	<b><u>TITLE</u></b>	<b><u>HOURS</u></b>	<b><u>AMOUNT</u></b>
CATON, AMY	PARTNER	22.80	15,504.00
STEVENSON, JOHN A.	PARTNER	17.20	11,782.00
ROGOFF, ADAM C	PARTNER	13.50	10,732.50
ARRIGHI, FABIENNE	COUNSEL	3.30	1,567.50
TAYLOR, JEFFREY	ASSOCIATE	2.30	1,495.00
WEBBER, AMANDA	ASSOCIATE	1.00	485.00
SHARRET, JENNIFER	ASSOCIATE	8.60	4,171.00
MACKSOUD, LAUREN M	ASSOCIATE	1.20	720.00
RUGGIU, CAROLE	PARALEGAL	10.70	3,317.00
<b>TOTAL</b>		<b><u>80.60</u></b>	<b><u>\$49,774.00</u></b>

**DETAIL OF SERVICES**

<b><u>DATE</u></b>	<b><u>TIMEKEEPER</u></b>	<b><u>DESCRIPTION</u></b>	<b><u>HOURS</u></b>	<b><u>AMOUNT</u></b>
10/14/09	CATON, AMY	Discussions with T. Mayer, A. Rogoff (.3); review Strasbourg issue and APA for same (1.5).	1.80	1,224.00
10/15/09	CATON, AMY	Conference call w/ FTI re Strasbourg and review sale docs re same (1.8), discuss same w/ A. Phillips, A. Rogoff (.4); email to Kramer Levin Paris re employment liability (.4)	2.60	1,768.00
10/15/09	ROGOFF, ADAM C	Attention to GM Strasbourg issues; multiple calls and emails w/ FTI, Weil re: same; conferences A. Caton re: same.	0.90	715.50
10/15/09	SHARRET, JENNIFER	Conference with re: Strausbourg situation.	0.50	242.50
10/16/09	ROGOFF, ADAM C	Attention to GM Strasbourg issues; emails Weil re: same; emails Caton re: same.	0.20	159.00

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
10/16/09	ARRIGHI, FABIENNE	Strasbourg meeting with J. Stevenson regarding GM France; List of information required to evaluate the cost and searches on the current situation of GM France.	1.00	475.00
10/16/09	STEVENSON, JOHN A.	Conference with F. Arrighi re questions raised in connection with labor law liability re Strasbourg; conference with C. Ruggiu.	1.00	685.00
10/19/09	CATON, AMY	Telephone conference w/ A. Rogoff re Strasbourg issues and review email re same (.5)	0.50	340.00
10/20/09	WEBBER, AMANDA	Attention to issue regarding treatment of intercompany obligations as purchased assets, retained liabilities and assumed liabilities in the MSPA and Amended and Restated MSPA re: Strasbourg (1.0)	1.00	485.00
10/20/09	TAYLOR, JEFFREY	Internal discussions regarding the acquisition of intercompany obligations by New GM re Strasbourg; review files regarding the same.	1.20	780.00
10/20/09	CATON, AMY	Review Strasbourg docs (1.5), discuss same with A. Rogoff, J. Sharret (.8); call with FTI re ML retention, Strasbourg and prepare for meeting w Weil (.6); review APA for IC issues and discuss same with J. Taylor (1.2)	4.10	2,788.00
10/20/09	SHARRET, JENNIFER	Review GM Strasbourg documents.	1.20	582.00
10/20/09	ROGOFF, ADAM C	Attention to GM Strasbourg issues; emails to Weil re: same; emails A. Caton re: same; call FTI re: same. Attention to de minimis asset sale issues; calls and emails R. Berkovich and J. Sharret re: same.	0.90	715.50
10/21/09	CATON, AMY	Conference call with Taylor re intercompany claim issues and review APA re same (.8); prepare for and meet with Weil, APS, FTI re Strasbourg (3.3); review follow-up docs and analysis re same (1.0).	5.10	3,468.00
10/21/09	ROGOFF, ADAM C	Prepare for and attend meeting at Weil regarding GM Strasbourg issues (3.0); emails to Weil and A. Caton and calls to FTI regarding same (.8).	3.80	3,021.00
10/21/09	TAYLOR, JEFFREY	Internal discussions regarding the acquisition of intercompany obligations by New GM; reviewed files regarding the same.	1.10	715.00

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
10/21/09	SHARRET, JENNIFER	Review Strasbourg documents and draft outline of same (1.5); prep for and participate in meeting with Debtors re: Strasbourg (3.0).	4.50	2,182.50
10/22/09	ARRIGHI, FABIENNE	Meeting with J. Stevenson regarding potential social aspects of Strasbourg.	1.50	712.50
10/22/09	STEVENSON, JOHN A.	Telephone call with A. Caton; discuss labor law aspects with F. Arrighi.	1.50	1,027.50
10/22/09	CATON, AMY	Conference call w J. Stevenson re GM Strasbourg issues (.8); review presentation materials, APA for same (1.0).	1.80	1,224.00
10/23/09	ROGOFF, ADAM C	Focus on GM Strasbourg issues; emails A. Caton re: same.	0.30	238.50
10/23/09	ARRIGHI, FABIENNE	Brief meeting with J. Stevenson.	0.10	47.50
10/23/09	STEVENSON, JOHN A.	Internal discussions; conference with C. Ruggiu.	0.50	342.50
10/23/09	RUGGIU, CAROLE	Conference with J. Sharret and GML re docs concerning GM Strasbourg, prepare letters to Strasbourg commercial court to order corporate docs.	1.00	310.00
10/26/09	ROGOFF, ADAM C	Attention to GM Strasbourg and emails A. Caton re: same.	0.20	159.00
10/26/09	STEVENSON, JOHN A.	Conference with C. Ruggiu; review papers.	0.50	342.50
10/26/09	RUGGIU, CAROLE	Review docs re GM Strasbourg and RS questions in regard to liability of shareholder and directors, and issues in the event of winding up.	2.30	713.00
10/27/09	ROGOFF, ADAM C	Attn to GM Strasbourg and emails and calls FTI, Weil and A. Caton re: same.	1.10	874.50
10/27/09	STEVENSON, JOHN A.	Review documents; legal research; confer with C. Ruggiu; telephone conference with A. Caton; conference with F. Arrighi.	4.80	3,288.00
10/27/09	RUGGIU, CAROLE	RS re questions concerning GM Strasbourg, conference with J. Stevenson, attend conference call with J. Stevenson and NY office, follow up order of docs from Strasbourg greffe.	5.50	1,705.00
10/27/09	SHARRET, JENNIFER	T/c with French counsel re: Strasbourg (.7); draft email summary re: same (.7).	1.40	679.00
10/27/09	ARRIGHI, FABIENNE	Phone conversation with J. Stevenson regarding preparation of the conference call.	0.20	95.00

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
10/27/09	CATON, AMY	Call with French counsel to discuss GMS issues (1.0); follow-up meeting with A. Rogoff re same (.4); review docs for same (.7)	2.10	1,428.00
10/28/09	MACKSOUD, LAUREN M	Conference call with FTI regarding GM Strasbourg.	1.20	720.00
10/28/09	ROGOFF, ADAM C	Attention to asset GM Strasbourg issues; calls FTI regarding same; emails S. Karotkin regarding same.	1.40	1,113.00
10/28/09	SHARRET, JENNIFER	Telephone conference with FTI re: Strasbourg	1.00	485.00
10/28/09	CATON, AMY	Review GMS ML and New GM ltrs and comments to same (1.0); prepare for and call with FTI re GMS issues (1.0); review GMS docs and J. Sharret notes re same (1.0).	3.00	2,040.00
10/29/09	RUGGIU, CAROLE	Order of docs re GM Strasbourg; telephone conference and letter to greffe in Strasbourg.	0.20	62.00
10/29/09	ROGOFF, ADAM C	Attention to GM Strasbourg and emails Weil re: same; emails A. Caton re: same.	0.60	477.00
10/29/09	CATON, AMY	Review Strasbourg issues and telephone conference re same with J. Sharret (.6), telephone conference w/ A. Phillips re Strasbourg and update on same (.4)	1.00	680.00
10/30/09	ROGOFF, ADAM C	Attention to GM Strasbourg and emails A. Caton and J. Sharret re: same.	0.30	238.50
10/30/09	CATON, AMY	Edit update email to Committee re Strasbourg.	0.60	408.00
11/02/09	ROGOFF, ADAM C	Attn to GM Strasbourg and emails A. Caton and J. Sharret re: same.	0.10	79.50
11/02/09	RUGGIU, CAROLE	Follow up, discuss drafting of memo with J. Sharret re: Strasbourg company.	0.20	62.00
11/03/09	ROGOFF, ADAM C	Attn to GM Strasbourg.	0.20	159.00
11/03/09	STEVENSON, JOHN A.	Attend to draft of memorandum on shareholder liability issues.	3.30	2,260.50
11/04/09	ROGOFF, ADAM C	Attn to GM Strasbourg.	0.10	79.50
11/04/09	STEVENSON, JOHN A.	Work on various aspects of memorandum re shareholder liability issues.	1.80	1,233.00
11/05/09	ROGOFF, ADAM C	Attn to GM Strasbourg and emails and meetings A. Caton and J. Sharret re: same; meeting FTI regarding same (.7).	0.70	556.50
11/05/09	STEVENSON, JOHN A.	Attend to memorandum re shareholder liability issues.	2.00	1,370.00
11/06/09	ROGOFF, ADAM C	Attn to GM Strasbourg and review FTI materials re: same.	0.40	318.00

GENERAL MOTORS CREDITORS COMMITTEE  
068000-00025 (INTERNATIONAL ISSUES)

March 17, 2010  
Invoice No. 541031

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<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
11/06/09	ARRIGHI, FABIENNE	Review of the social aspects of the memo; Phone conversation with J. Sharret.	0.50	237.50
11/06/09	RUGGIU, CAROLE	RW memo, conference with J. Sharret, send draft by email to A. Caton.	1.50	465.00
11/06/09	STEVENSON, JOHN A.	Finalize memorandum re shareholder liability issues and dispatch.	1.80	1,233.00
11/09/09	ROGOFF, ADAM C	Attn to GM Strasbourg; calls S. Karotkin regarding same; review ML letter; meeting with A. Caton regarding same.	0.60	477.00
11/10/09	ROGOFF, ADAM C	Attn to GM Strasbourg and calls Karotkin regarding same.	0.40	318.00
11/11/09	ROGOFF, ADAM C	Attn to GM Strasbourg.	0.10	79.50
11/12/09	ROGOFF, ADAM C	Attn to GM Strasbourg.	0.20	159.00
11/13/09	ROGOFF, ADAM C	Attn to GM Strasbourg.	0.10	79.50
11/14/09	ROGOFF, ADAM C	Attn to GM Strasbourg.	0.10	79.50
11/16/09	ROGOFF, ADAM C	Attn to GM Strasbourg issues.	0.30	238.50
11/17/09	ROGOFF, ADAM C	Attn to GM Strasbourg; emails FTI regarding same.	0.30	238.50
11/18/09	ROGOFF, ADAM C	Attn to GM Strasbourg.	0.20	159.00
12/15/09	CATON, AMY	Follow-up w M. Williams re Strasbourg issues.	<u>0.20</u>	<u>136.00</u>
<b>TOTAL</b>			<b><u>80.60</u></b>	<b><u>\$49,774.00</u></b>

**SUMMARY OF SERVICES**

<b><u>TIMEKEEPER</u></b>	<b><u>TITLE</u></b>	<b><u>HOURS</u></b>	<b><u>AMOUNT</u></b>
SCHMIDT, ROBERT T.	PARTNER	1.00	735.00
MAYER, THOMAS MOERS	PARTNER	1.50	1,395.00
ROGOFF, ADAM C	PARTNER	1.30	1,033.50
SHARRET, JENNIFER	ASSOCIATE	1.00	497.00
MACKSOUD, LAUREN M	ASSOCIATE	2.30	1,380.00
PLOTKO, GREGORY G	ASSOCIATE	0.80	532.00
CHAIKIN, REBECCA B.	PARALEGAL	<u>1.00</u>	<u>274.00</u>
<b>TOTAL</b>		<b><u>8.90</u></b>	<b><u>\$5,846.50</u></b>

**DETAIL OF SERVICES**

<b><u>DATE</u></b>	<b><u>TIMEKEEPER</u></b>	<b><u>DESCRIPTION</u></b>	<b><u>HOURS</u></b>	<b><u>AMOUNT</u></b>
10/01/09	PLOTKO, GREGORY G	Review update on Evercore.	0.20	133.00
10/02/09	ROGOFF, ADAM C	Attention to Evercore; emails S. Karotkin regarding same.	0.10	79.50
10/05/09	ROGOFF, ADAM C	Attention to Evercore; emails Karotkin regarding same.	0.20	159.00
10/06/09	ROGOFF, ADAM C	Attention to Evercore; emails and calls T. Mayer, S. Karotkin and US Trustee office re: same.	0.80	636.00
10/06/09	MAYER, THOMAS MOERS	Follow-up calls with H. Miller, M. Williams re Evercore settlement (.3); review email to Committee concerning Evercore outcome (.1).	0.40	372.00
10/07/09	MAYER, THOMAS MOERS	Review Tuesday report on Evercore retention	0.10	93.00
10/08/09	ROGOFF, ADAM C	Attention to Evercore.	0.20	159.00
10/08/09	SHARRET, JENNIFER	Review Evercore order.	0.30	145.50
10/23/09	MACKSOUD, LAUREN M	Review supplemental affidavits filed by Weil, Hangman and Jenner & Block, draft summary of same, confer internally regarding same.	2.30	1,380.00

GENERAL MOTORS CREDITORS COMMITTEE  
068000-00026 (RETENTION OF PROFESSIONALS)

March 17, 2010  
Invoice No. 541031

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<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
10/23/09	PLOTKO, GREGORY G	Attention to update supplemental declarations.	0.60	399.00
10/26/09	SHARRET, JENNIFER	Review agenda re: Evercore.	0.10	48.50
10/27/09	SCHMIDT, ROBERT T.	Email United States Trustee re fee reporting, Evercore; follow-up Kramer Levin team; Telephone conference with Brian Masumoto; office conference with L. Macksoud.	1.00	735.00
10/27/09	CHAIKIN, REBECCA B.	Assemble materials re Evercore for L. Macksoud.	0.30	78.00
10/28/09	MAYER, THOMAS MOERS	Prepare for (.5) and attend (.5) hearing on approval of Evercore Success Fees	1.00	930.00
01/12/10	CHAIKIN, REBECCA B.	Review and summarize Application to retain Togut as Debtors conflicts counsel, conf. w/ J. Sharret re same.	0.70	196.00
01/12/10	SHARRET, JENNIFER	Review Togut Retention application.	0.30	151.50
01/25/10	SHARRET, JENNIFER	Review Hilco Retention.	<u>0.30</u>	<u>151.50</u>
<b>TOTAL</b>			<b><u>8.90</u></b>	<b><u>\$5,846.50</u></b>

**SUMMARY OF SERVICES**

<b><u>TIMEKEEPER</u></b>	<b><u>TITLE</u></b>	<b><u>HOURS</u></b>	<b><u>AMOUNT</u></b>
DIENSTAG, ABBE L.	PARTNER	9.00	6,435.00
KROUNER, SHARI K.	PARTNER	2.50	1,787.50
MAYER, THOMAS MOERS	PARTNER	2.10	1,967.00
CATON, AMY	PARTNER	6.40	4,373.00
ROGOFF, ADAM C	PARTNER	11.70	9,301.50
GROSSMAN, AVIVA L.	SPEC COUNSEL	10.50	7,087.50
ROSENSAFT, JODI	ASSOCIATE	48.00	28,863.00
SHARRET, JENNIFER	ASSOCIATE	4.50	2,254.50
MACKSOUD, LAUREN M	ASSOCIATE	0.80	504.00
PLOTKO, GREGORY G	ASSOCIATE	16.70	11,105.50
CHAIKIN, REBECCA B.	PARALEGAL	<u>4.30</u>	<u>1,120.00</u>
<b>TOTAL</b>		<b><u>116.50</u></b>	<b><u>\$74,798.50</u></b>

**DETAIL OF SERVICES**

<b><u>DATE</u></b>	<b><u>TIMEKEEPER</u></b>	<b><u>DESCRIPTION</u></b>	<b><u>HOURS</u></b>	<b><u>AMOUNT</u></b>
10/01/09	ROSENSAFT, JODI	Meeting with T. Mayer, A. Rogoff, L. Macksoud, J. Sharret, G. Plotko and B. Herzog re: liquidating trust structure (2.1); research on securities law issues relating to liquidating trust (1.9); draft proposed liquidating trust term sheet (3.9); calls and correspondence with T. Mayer and A. Dienstag re: same (1.6).	9.50	5,700.00
10/01/09	KROUNER, SHARI K.	Discussion regarding No Action Letter and potential structure.	1.20	858.00
10/01/09	ROGOFF, ADAM C	Attention to plan structure issues.	0.70	556.50
10/01/09	CHAIKIN, REBECCA B.	Assemble various Plans of Reorganization.	1.50	390.00
10/01/09	MAYER, THOMAS MOERS	Email from/to Jodi Rosensaft re SEC no-action letter, structuring dispute claims reserve trust to permit tradability of interests.	0.20	186.00



<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
10/01/09	PLOTKO, GREGORY G	Meeting with A. Rogoff, T. Mayer and GM team to discuss plan structure issues with follow-up discussions with L. Macksoud and J. Sharret (.9); review case law on section 1145 and review secondary sources re same (2.4).	3.30	2,194.50
10/02/09	ROSENSAFT, JODI	Attention to liquidating trust structure term sheet; related correspondence with L. Macksoud, G. Plotko and A. Grossman.	2.50	1,500.00
10/02/09	ROGOFF, ADAM C	Attention to plan structure issues.	0.20	159.00
10/02/09	CATON, AMY	Review Rosensaft plan term sheet.	0.40	272.00
10/02/09	PLOTKO, GREGORY G	Review draft term sheet and proposed changes.	1.80	1,197.00
10/05/09	ROGOFF, ADAM C	Attention to plan structure issues.	0.70	556.50
10/05/09	CATON, AMY	Review Old GM articles re sale, environmental issues, Saturn and analyze plan issues for same (1.2); review FTI analysis on UC recoveries and research, email questions re same (.5); review agenda for Weil meeting (.2).	1.90	1,292.00
10/05/09	ROSENSAFT, JODI	Attention to disputed claim reserve trust term sheet and related securities law issues (1.1); conference with T. Mayer (.6); related calls and correspondence with A. Dienstag (.4); attention to Investment Company Act research and related calls/correspondence with A. Grossman (1.7).	3.80	2,280.00
10/05/09	GROSSMAN, AVIVA L.	Emails and calls re 1940 act issue on liquidating trust (1.4); research for applicable no-action letters (3.1).	4.50	3,037.50
10/05/09	MAYER, THOMAS MOERS	Conferences with J. Rosensaft, J. Sharret re plan issues, including structure of disputed claim reserve trust & related securities and tax issues.	1.00	930.00
10/05/09	PLOTKO, GREGORY G	Multiple discussions with J. Rosensaft re Section 1145 and post-confirmation structure (.9); review Adelpia Disclosure Statement for claim trading provisions and discussion with J. Rosensaft (1.1); review of Section 1145 case law and memos and term sheet; provided comments to termsheet (2.4).	4.40	2,926.00
10/06/09	ROSENSAFT, JODI	Attention to securities law issues relating to structure of disputed claim reserve trust (3.7); related calls and correspondence with A. Dienstag and A. Grossman (1.2).	4.90	2,940.00

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
10/06/09	GROSSMAN, AVIVA L.	Research for no-action letters on 1940 act issues relating to liquidating trust (3.7); numerous calls and emails re same (1.8).	5.50	3,712.50
10/06/09	ROGOFF, ADAM C	Attention to plan structure issues.	0.70	556.50
10/06/09	DIENSTAG, ABBE L.	Telephone conference with J. Rosensaft to discuss proposed disputed claims trust.	0.50	357.50
10/07/09	ROSENSAFT, JODI	Attention to disputed claim reserve trust and related securities law research (2.0); correspondence with A. Dienstag and A. Grossman re: same (.4); related calls/conferences with T. Mayer and G. Plotko (.4).	2.80	1,680.00
10/07/09	ROGOFF, ADAM C	Attention to plan structure issues.	1.10	874.50
10/07/09	GROSSMAN, AVIVA L.	Emails re 1940 act issue.	0.50	337.50
10/07/09	DIENSTAG, ABBE L.	Further telephone conference with J. Rosensaft disputed claims trust.	0.50	357.50
10/07/09	KROUNER, SHARI K.	Discussion with J. Rosensaft re certain structure issues.	0.60	429.00
10/08/09	ROSENSAFT, JODI	Attention to disputed claim reserve trust term sheet (2.7); related securities law research (4.4); calls and correspondence with A. Dienstag, A. Caton and G. Plotko re: same (1.4).	8.50	5,100.00
10/08/09	ROGOFF, ADAM C	Attention to plan structure issues.	0.50	397.50
10/08/09	CHAIKIN, REBECCA B.	Assemble, organize and review various Estimation Procedures.	2.70	702.00
10/08/09	SHARRET, JENNIFER	Review estimation procedures motions for plan structure.	0.70	339.50
10/08/09	DIENSTAG, ABBE L.	Continuing telephone conference J. Rosensaft re disputed claims trust; review and comment on draft term sheet.	1.50	1,072.50
10/08/09	CATON, AMY	Discuss unsecured trust issues w/ J. Sharret, review plans for same.	0.80	544.00
10/08/09	KROUNER, SHARI K.	Discussion with J. Rosensaft re various issues concerning term sheet.	0.70	500.50
10/08/09	PLOTKO, GREGORY G	Review no action letters re plans and registration requirement for liquidating trusts. Review and revise term sheet for GM plan of liquidation.	5.30	3,524.50

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
10/09/09	ROSENSAFT, JODI	Attention to draft trust term sheet (.8); related correspondence with members of internal working group (.8); internal KL team conference (.7).	2.30	1,380.00
10/09/09	ROGOFF, ADAM C	Attention to plan structure issues.	0.90	715.50
10/09/09	PLOTKO, GREGORY G	Meeting re plan provisions and structures; prepare for meeting with Weil re open plan issues; follow-up discussions with J. Sharret.	1.10	731.50
10/12/09	ROSENSAFT, JODI	Attention to trust term sheet (1.5); related research and calls/correspondence with members of internal working group (3.2)	4.70	2,820.00
10/12/09	DIENSTAG, ABBE L.	Full review and revision to draft term sheet for disputed claims trust; numerous telephone conferences, and emails J. Rosensaft re same (3.5); review of statutory materials re same (1.0).	4.50	3,217.50
10/13/09	DIENSTAG, ABBE L.	Conference with J. Rosensaft re meeting at Weil to discuss disputed claims trust, including discussion of issues raised at the meeting.	1.00	715.00
10/13/09	ROGOFF, ADAM C	Attention to plan structure issues.	1.10	874.50
10/13/09	ROSENSAFT, JODI	Research re: No-Action Letter (2.2); follow-up calls to R. Gietz of Weil (.2).	2.40	1,440.00
10/13/09	PLOTKO, GREGORY G	Review no-action latter (M.P.C. Liquidation Trust).	0.60	399.00
10/14/09	SHARRET, JENNIFER	Reviewing G. Plotko's summary of meeting with debtors and c/f with G. Plotko re: plan structure.	0.20	97.00
10/14/09	DIENSTAG, ABBE L.	Conference with J. Rosensaft re no-action letter for disputed claims trust.	0.50	357.50
10/14/09	ROGOFF, ADAM C	Attention to plan structure issues.	1.10	874.50
10/14/09	ROGOFF, ADAM C	Attention to Committee call; calls FTI re: same; calls A. Caton re: same.	0.60	477.00
10/14/09	ROSENSAFT, JODI	Call with R. Gietz from Weil re: No-Action Letter (.3); research re: same (.9).	1.20	720.00
10/15/09	ROGOFF, ADAM C	Attention to plan structure issues.	0.60	477.00
10/16/09	ROGOFF, ADAM C	Attention to plan formulation.	0.40	318.00
10/19/09	ROGOFF, ADAM C	Attention to plan structure issues.	0.50	397.50
10/20/09	ROGOFF, ADAM C	Attention to plan development.	0.60	477.00
10/21/09	ROGOFF, ADAM C	Attention to plan structure issues.	0.20	159.00
10/22/09	ROGOFF, ADAM C	Attention to plan trust issues.	0.20	159.00

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
10/22/09	MAYER, THOMAS MOERS	Conference call with B. Bressler re wholesale settlement of product liability claims, call S. Karotkin re same.	0.20	186.00
10/23/09	ROGOFF, ADAM C	Attention to plan reserve issues.	0.20	159.00
10/23/09	DIENSTAG, ABBE L.	T/c with J. Rosensaft, R. Gietz and C. Dixon of Weil to discuss proposal no-action letter.	0.50	357.50
10/23/09	ROSENSAFT, JODI	Attention to No Action Letter; call with Weil corporate/securities lawyers and preparation for same.	1.30	780.00
10/23/09	PLOTKO, GREGORY G	Review update from J. Rosensaft re no action letter.	0.20	133.00
10/26/09	ROGOFF, ADAM C	Attention to plan development.	0.10	79.50
10/27/09	ROGOFF, ADAM C	Attention to plan trusts.	0.20	159.00
10/29/09	ROGOFF, ADAM C	Attention to plan issues.	0.20	159.00
10/30/09	ROGOFF, ADAM C	Attention to plan reserves.	0.10	79.50
11/02/09	ROGOFF, ADAM C	Attn to plan issues.	0.20	159.00
11/03/09	ROGOFF, ADAM C	Attn to plan issues.	0.10	79.50
11/04/09	ROGOFF, ADAM C	Attn to plan issues.	0.10	79.50
11/06/09	ROGOFF, ADAM C	Attn to plan issues.	0.30	238.50
11/09/09	ROGOFF, ADAM C	Attn to plan structure issues.	0.10	79.50
11/18/09	ROSENSAFT, JODI	Call with Weil re: No-Action Letter; preparation for same; related discussions with members of internal working group.	1.50	900.00
12/09/09	CATON, AMY	Internal meeting re plan issues, mtg w/ Debtors	1.00	680.00
12/15/09	CATON, AMY	Review debtors' plan materials and related docs (1.2), discuss same w J. Sharret (.2); T. Mayer (.2)	1.60	1,088.00
12/15/09	ROSENSAFT, JODI	Call with J. Sharret; attention to revised term sheet and related materials.	0.50	300.00
01/06/10	ROSENSAFT, JODI	Correspondence with members of KL working group.	0.10	63.00
01/07/10	SHARRET, JENNIFER	Review motion to extend exclusivity and Alix plan structure.	0.80	404.00
01/21/10	ROSENSAFT, JODI	Call with J. Sharret re: unsecured creditors trust mechanics.	0.10	63.00
01/26/10	MACKSOUD, LAUREN M	Review plan term sheet.	0.80	504.00
01/26/10	ROSENSAFT, JODI	Review MLC Plan Term Sheet; related correspondence with members of internal KL working group.	0.30	189.00

GENERAL MOTORS CREDITORS COMMITTEE  
068000-00027 (PLAN & DISCLOSURE STATEMENT)

March 17, 2010  
Invoice No. 541031

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
01/26/10	SHARRET, JENNIFER	Review term sheet and c/f with T. Mayer and A. Caton re: next steps.	1.00	505.00
01/27/10	CHAIKIN, REBECCA B.	Arrange conference services for Plan meeting on 2/1.	0.10	28.00
01/27/10	ROSENSAFT, JODI	Review MLC Plan Term Sheet (1.3); circulate comments to internal KL working group, related calls/correspondence (.3).	1.60	1,008.00
01/27/10	SHARRET, JENNIFER	Review chapter 11 plan term sheet (.9) and and emails with tax, corporate KL attorneys re: plan term sheet (.2).	1.10	555.50
01/27/10	CATON, AMY	Review term sheet (.5); oc Sharret re same, issues for mtg (.2).	0.70	497.00
01/28/10	SHARRET, JENNIFER	Emails re: plan term sheet, compiling master issues list.	0.70	353.50
01/29/10	MAYER, THOMAS MOERS	Review GM Term Sheet (.5); calls T. Davis re potential precedent for environmental trustee (.2).	<u>0.70</u>	<u>665.00</u>
<b>TOTAL</b>			<b><u>116.50</u></b>	<b><u>\$74,798.50</u></b>

**SUMMARY OF SERVICES**

<b><u>TIMEKEEPER</u></b>	<b><u>TITLE</u></b>	<b><u>HOURS</u></b>	<b><u>AMOUNT</u></b>
MAYER, THOMAS MOERS	PARTNER	2.00	1,870.00
SHARRET, JENNIFER	ASSOCIATE	3.30	1,632.50
MACKSOUD, LAUREN M	ASSOCIATE	5.30	3,204.00
PLOTKO, GREGORY G	ASSOCIATE	<u>1.40</u>	<u>931.00</u>
<b>TOTAL</b>		<b><u>12.00</u></b>	<b><u>\$7,637.50</u></b>

**DETAIL OF SERVICES**

<b><u>DATE</u></b>	<b><u>TIMEKEEPER</u></b>	<b><u>DESCRIPTION</u></b>	<b><u>HOURS</u></b>	<b><u>AMOUNT</u></b>
10/05/09	MACKSOUD, LAUREN M	Travel to and from 341 meeting.	1.00	600.00
10/06/09	SHARRET, JENNIFER	Travel to and from office to court.	0.70	339.50
10/15/09	PLOTKO, GREGORY G	Travel to court and back to office.	0.70	465.50
10/28/09	MAYER, THOMAS MOERS	Return to office.	0.50	465.00
11/05/09	PLOTKO, GREGORY G	Travel time to court and to KL offices.	0.70	465.50
11/20/09	MACKSOUD, LAUREN M	Traveling to and from Southern District of New York.	1.30	780.00
12/10/09	MACKSOUD, LAUREN M	Travel to and from meeting (1.0)	1.00	600.00
12/15/09	SHARRET, JENNIFER	Travel to/from meeting with Weil	1.00	485.00
12/15/09	MAYER, THOMAS MOERS	Travel to/from meeting w/ Debtors	1.00	930.00
12/16/09	MACKSOUD, LAUREN M	Travel to and from SDNY Court.	1.20	720.00
01/07/10	SHARRET, JENNIFER	Travel to/from Debtors Meeting.	0.50	252.50
01/07/10	MACKSOUD, LAUREN M	Traveling to and from offices of Debtors' counsel.	0.80	504.00
01/07/10	MAYER, THOMAS MOERS	Travel to/ from meeting with Debtors.	0.50	475.00

GENERAL MOTORS CREDITORS COMMITTEE  
068000-00031 (TRAVEL)

March 17, 2010  
Invoice No. 541031

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<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
01/14/10	SHARRET, JENNIFER	Travel back from GM hearing	0.50	252.50
01/20/10	SHARRET, JENNIFER	Travel to/from court for hearing	0.60	303.00
<b>TOTAL</b>			<b><u>12.00</u></b>	<b><u>\$7,637.50</u></b>

**SUMMARY OF SERVICES**

<b><u>TIMEKEEPER</u></b>	<b><u>TITLE</u></b>	<b><u>HOURS</u></b>	<b><u>AMOUNT</u></b>
ROGOFF, ADAM C	PARTNER	2.10	1,669.50
SHARRET, JENNIFER	ASSOCIATE	11.60	5,640.00
CHO, DANNIE	ASSOCIATE	0.90	396.00
MACKSOUD, LAUREN M	ASSOCIATE	2.10	1,275.00
PLOTKO, GREGORY G	ASSOCIATE	4.80	3,192.00
FRIEDMAN, JOSHUA	ASSOCIATE	15.00	5,805.00
CHAIKIN, REBECCA B.	PARALEGAL	<u>8.20</u>	<u>2,282.00</u>
<b>TOTAL</b>		<b><u>44.70</u></b>	<b><u>\$20,259.50</u></b>

**DETAIL OF SERVICES**

<b><u>DATE</u></b>	<b><u>TIMEKEEPER</u></b>	<b><u>DESCRIPTION</u></b>	<b><u>HOURS</u></b>	<b><u>AMOUNT</u></b>
10/13/09	ROGOFF, ADAM C	Attention to wind down issues, including recently filed pleadings and documents; emails and calls R. Berkovitch, A. Caton, L. Macksoud, J. Sharret and G. Plotko re: same.	2.10	1,669.50
10/14/09	CHO, DANNIE	Analyze and summarize filings.	0.90	396.00
10/15/09	SHARRET, JENNIFER	Review and commenting on JSSI stipulation and Karmann stipulation.	0.80	388.00
10/28/09	SHARRET, JENNIFER	Emails with Weil re: pending motions.	0.40	194.00
11/02/09	SHARRET, JENNIFER	Telephone conference with A. Rogoff re: motions scheduled for hearing; telephone conference with G. Plotko re: same.	1.50	727.50
11/02/09	FRIEDMAN, JOSHUA	Drafting summaries regarding the Debtor's opposition to Lawrence Motion and two objections (2.2).	2.20	847.00
11/02/09	PLOTKO, GREGORY G	Discussion with L. Macksoud re outstanding motions pending.	0.50	332.50
11/03/09	SHARRET, JENNIFER	Telephone conference with B. Benfeld re: pending motions.	0.40	194.00



<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
11/04/09	SHARRET, JENNIFER	Reviewing motion to abandon leveraged leases and drafting email re: same.	0.60	291.00
11/05/09	SHARRET, JENNIFER	Reviewing GM pending motions; (2.2) conference with A. Rogoff re: same and drafting email update to Committee re: same (1.7); various emails with B. Benfeld re: Natixis stipulation (.4).	4.30	2,085.50
11/06/09	SHARRET, JENNIFER	Conference call with Weil, Alix and FTI re: Natixis stipulation; emails re: same.	1.20	582.00
11/09/09	PLOTKO, GREGORY G	Review motion to Nova Scotia re filing proof of claim on behalf of all creditors. Review summary of lift stay motion.	3.00	1,995.00
11/10/09	SHARRET, JENNIFER	Telephone conference with E. Lederman re: pending motions	1.00	485.00
11/12/09	PLOTKO, GREGORY G	Review Motions and Stipulations filed on the docket and discussion w/ J. Sharret and L. Macksoud	0.80	532.00
11/20/09	PLOTKO, GREGORY G	Review rejection stipulation and comment (.5);	0.50	332.50
11/23/09	FRIEDMAN, JOSHUA	Reviewing and summarizing the Order Pursuant to Rule 2004 and related documents.	1.70	654.50
11/24/09	MACKSOUD, LAUREN M	Reviewing motion for administrative expense claim, summarizing same.	0.40	240.00
11/30/09	SHARRET, JENNIFER	Review recently filed pleadings and email to J. Friedman re: summarizing same.	0.40	194.00
11/30/09	MACKSOUD, LAUREN M	Reviewing docket, reviewing various motions, reviewing motion regarding appointment of examiner.	1.20	720.00
11/30/09	FRIEDMAN, JOSHUA	Review recently filed motions including motions for administrative expenses and objection to rejection motion.	2.00	770.00
12/01/09	FRIEDMAN, JOSHUA	Review and summarize recently filed pleadings re administrative expenses, executory contracts and class proof of claim.	1.90	731.50
12/02/09	FRIEDMAN, JOSHUA	Finish reviewing and summarizing motions	1.20	462.00
12/23/09	CHAIKIN, REBECCA B.	Review and summarize recent filings.	0.70	182.00
12/28/09	SHARRET, JENNIFER	Review summaries of GM pleadings and emails to J. Friedman and R. Chaikin re: same	0.30	145.50
01/05/10	SHARRET, JENNIFER	Review motion scheduled for hearings and emails re: same	0.70	353.50
01/06/10	MACKSOUD, LAUREN M	Review exclusivity motion filed by debtors.	0.50	315.00

GENERAL MOTORS CREDITORS COMMITTEE  
068000-00032 (MOTIONS)March 17, 2010  
Invoice No. 541031

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<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
01/06/10	CHAIKIN, REBECCA B.	Draft summaries of recent filings and create chart of motions to be heard at 1/20 hearing.	1.00	280.00
01/07/10	FRIEDMAN, JOSHUA	Review and summarize motions for January 20 hearings.	2.20	858.00
01/07/10	CHAIKIN, REBECCA B.	Update and edit chart of motion summaries for 1/20 hearing. Summarize recently filed motions.	2.60	728.00
01/08/10	CHAIKIN, REBECCA B.	Edit and add to chart of motion summaries for 1/20 hearing.	1.80	504.00
01/11/10	CHAIKIN, REBECCA B.	Update hearing charts of motion summaries. Summarize recently filed pleadings.	1.70	476.00
01/12/10	FRIEDMAN, JOSHUA	Finish reviewing and summarizing documents for January 20 hearing	3.80	1,482.00
01/14/10	CHAIKIN, REBECCA B.	Update motion summaries chart and case calendar re hearing adjournments.	<u>0.40</u>	<u>112.00</u>
<b>TOTAL</b>			<b><u>44.70</u></b>	<b><u>\$20,259.50</u></b>

**SUMMARY OF SERVICES**

<b><u>TIMEKEEPER</u></b>	<b><u>TITLE</u></b>	<b><u>HOURS</u></b>	<b><u>AMOUNT</u></b>
TRACHTMAN, JEFFREY S.	PARTNER	4.80	3,648.00
BENTLEY, PHILIP	PARTNER	0.20	152.00
MAYER, THOMAS MOERS	PARTNER	2.90	2,705.00
CATON, AMY	PARTNER	0.70	485.00
SHARRET, JENNIFER	ASSOCIATE	23.40	11,407.00
MACKSOUD, LAUREN M	ASSOCIATE	0.80	480.00
PLOTKO, GREGORY G	ASSOCIATE	5.70	3,790.50
FRIEDMAN, JOSHUA	ASSOCIATE	36.10	13,898.50
CIPOLLA, SANTO A.	PARALEGAL	1.50	390.00
CHAIKIN, REBECCA B.	PARALEGAL	<u>3.30</u>	<u>858.00</u>
<b>TOTAL</b>		<b><u>79.40</u></b>	<b><u>\$37,814.00</u></b>

**DETAIL OF SERVICES**

<b><u>DATE</u></b>	<b><u>TIMEKEEPER</u></b>	<b><u>DESCRIPTION</u></b>	<b><u>HOURS</u></b>	<b><u>AMOUNT</u></b>
10/07/09	MAYER, THOMAS MOERS	Call with J. Cooney to brief on possible mechanics for resolving asbestos claims, including status of thinking on futures representative.	0.50	465.00
10/09/09	MAYER, THOMAS MOERS	Call with E. Inselbuch re mechanics and budget for setting up representatives for asbestos present/futures.	0.30	279.00
10/20/09	PLOTKO, GREGORY G	Review case law and analyze future claims representative.	1.60	1,064.00
10/20/09	CHAIKIN, REBECCA B.	Assemble asbestos committee motion and order (.2).	0.20	52.00
10/21/09	CHAIKIN, REBECCA B.	Assemble and review Motions to Appoint Asbestos Claims representatives from a variety of cases.	1.90	494.00
10/21/09	MAYER, THOMAS MOERS	Calls with E. Inselbuch to discuss budget for asbestos representation.	0.30	279.00

GENERAL MOTORS CREDITORS COMMITTEE  
068000-00035 (TORT/ASBESTOS ISSUES)

March 17, 2010  
Invoice No. 541031

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
10/21/09	PLOTKO, GREGORY G	Attention to Asbestos Representative memorandum (1.1). Review Armstrong World Industries case (.8).	1.90	1,263.50
10/22/09	CHAIKIN, REBECCA B.	Assemble copies of asbestos representative motions for J. Sharret.	0.20	52.00
10/27/09	MAYER, THOMAS MOERS	Set up and participate in conference call with E. Inselbuch, S. Karotkin re setting up representatives for both present and future asbestos claimants.	0.50	465.00
10/27/09	PLOTKO, GREGORY G	Discussions w/ J. Sharret and T. Mayer re asbestos representative.	0.20	133.00
11/02/09	MACKSOUD, LAUREN M	Call with FTI regarding asbestos current and futures representatives.	0.80	480.00
11/02/09	PLOTKO, GREGORY G	Emails w/ L. Macksoud re asbestos representatives.	0.30	199.50
11/03/09	PLOTKO, GREGORY G	Attention to futures reps.	0.30	199.50
11/04/09	MAYER, THOMAS MOERS	Emails from/to FTI, S. Karotkin, re status of application to appoint present rep and futures rep for asbestos claims.	0.20	186.00
11/05/09	MAYER, THOMAS MOERS	Further email to A. Phillips of FTI re status of present/futures asbestos reps.	0.10	93.00
11/09/09	SHARRET, JENNIFER	Conference with G. Plotko and J. Friedman re: futures asbestos representative and review documents re: same.	0.50	242.50
11/09/09	PLOTKO, GREGORY G	Prepare for and participate in meeting with J. Sharret and J. Friedman re asbestos and claims estimation issues.	0.30	199.50
11/09/09	FRIEDMAN, JOSHUA	Research for memo re: asbestos representative/524(g) (2.5)	2.50	962.50
11/10/09	FRIEDMAN, JOSHUA	Continued research re: asbestos representative and section 524(g).	2.50	962.50
11/11/09	FRIEDMAN, JOSHUA	Continued research re: asbestos representative and section 524(g); began drafting memo re: same and creating accompanying comparative chart.	6.50	2,502.50
11/12/09	FRIEDMAN, JOSHUA	Completed chart re: Asbestos Representative and continued drafting the memo re: same.	2.50	962.50
11/13/09	FRIEDMAN, JOSHUA	Completed memorandum regarding asbestos representatives/524(g).	4.20	1,617.00
11/25/09	MAYER, THOMAS MOERS	Emails from/to J. Cooney, call with S. Karotkin re status of motion to appoint asbestosis representatives.	0.30	279.00

GENERAL MOTORS CREDITORS COMMITTEE  
068000-00035 (TORT/ASBESTOS ISSUES)

March 17, 2010  
Invoice No. 541031

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
11/30/09	SHARRET, JENNIFER	Reviewing motion to appoint asbstos futures representative (.3); reviewing comparison chart of asbestos future representatives and memorandum on future asbestos reps; emails re: same (.5); research re: 524(g) (.4).	1.20	582.00
11/30/09	PLOTKO, GREGORY G	Review Motion to appoint asbestos representative and review emails from J. Sharret re: same.	1.10	731.50
11/30/09	FRIEDMAN, JOSHUA	Updated asbestos representative memo and chart.	4.00	1,540.00
12/01/09	FRIEDMAN, JOSHUA	Update memo and accompanying chart regarding asbestos representative (1.8); research re asbestos injunctions (2.7).	4.50	1,732.50
12/01/09	CHAIKIN, REBECCA B.	Locate future claims representative fee applications and confirmation orders in various cases.	0.80	208.00
12/09/09	BENTLEY, PHILIP	Conf J. Sharret re 524(g) issues	0.20	152.00
12/09/09	TRACHTMAN, JEFFREY S.	Emails, TCs re: futures rep motion.	0.70	532.00
12/09/09	SHARRET, JENNIFER	Research re: 524(g) and futures asbestos representative	1.50	727.50
12/10/09	MAYER, THOMAS MOERS	Asbestos: Conferences J. Sharret, D. Manna re memo on appointment of futures rep in non-524[g] context, further conference J. Sharret re 48 research.	0.30	279.00
12/10/09	FRIEDMAN, JOSHUA	Research re: asbestos representative.	1.70	654.50
12/10/09	SHARRET, JENNIFER	Draft asbestos memo	5.70	2,764.50
12/10/09	CHAIKIN, REBECCA B.	Assemble asbestos committee pleadings for J. Sharret.	0.20	52.00
12/11/09	FRIEDMAN, JOSHUA	Research re: asbestos representative.	4.00	1,540.00
12/11/09	SHARRET, JENNIFER	Research re: futures asbestos representative; revising memo re: same	1.30	630.50
12/11/09	TRACHTMAN, JEFFREY S.	Read futures representative motion, emails.	0.60	456.00
12/12/09	TRACHTMAN, JEFFREY S.	Review futures rep draft motion and memo, emails re: additional points.	1.20	912.00
12/12/09	SHARRET, JENNIFER	Review comments on asbestos memo	0.30	145.50
12/13/09	FRIEDMAN, JOSHUA	Research re: asbestos representative.	3.50	1,347.50
12/13/09	TRACHTMAN, JEFFREY S.	Emails, review asbestos memo.	0.70	532.00

GENERAL MOTORS CREDITORS COMMITTEE  
068000-00035 (TORT/ASBESTOS ISSUES)

March 17, 2010  
Invoice No. 541031

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
12/13/09	SHARRET, JENNIFER	Research and revise memo re: futures asbestos representative; emails with J. Trachtman and J. Friedman re: same	6.70	3,249.50
12/14/09	FRIEDMAN, JOSHUA	Asbestos representative research.	0.20	77.00
12/14/09	TRACHTMAN, JEFFREY S.	Review and edit memo, misc. emails.	1.60	1,216.00
12/14/09	CATON, AMY	Review draft memo re asbestos.	0.20	136.00
12/14/09	CIPOLLA, SANTO A.	Confer with J. Sharret regarding cite checking memorandum re Asbestos (.2); cite check same (1.3).	1.50	390.00
12/14/09	SHARRET, JENNIFER	T/c with Weil re: asbestos rep	2.10	1,018.50
12/15/09	SHARRET, JENNIFER	T/c with Weil re: asbestos rep	0.10	48.50
12/17/09	SHARRET, JENNIFER	Attention to future asbestos representative issues	0.30	145.50
12/17/09	CATON, AMY	Email to S. Karotkin re futures rep	0.20	136.00
12/22/09	SHARRET, JENNIFER	T/c with A. Caton re: asbestos issues; c/f with T. Mayer re: same	0.80	388.00
01/04/10	SHARRET, JENNIFER	Review motion to appoint asbestos rep and subcommittee.	0.70	353.50
01/05/10	SHARRET, JENNIFER	Review motion to appoint future and present asbestos committee and t/c with T. Swett of Caplin and Drysdale re: same (.6) Draft email to Committee re: meeting with Debtors and present asbestos committee (.4); emails with M. Williams re: asbestos committee issues (.2).	1.20	606.00
01/05/10	CATON, AMY	Review draft asbestos motion and Cooney comments to same.	0.30	213.00
01/11/10	SHARRET, JENNIFER	T/c with T. Swett re: asbestos issues.	0.30	151.50
01/12/10	SHARRET, JENNIFER	Review comments on asbestos motion.	0.30	151.50
01/14/10	MAYER, THOMAS MOERS	Call with Diana Adams, US Trustee, and A. Velez-Rivera re proposed asbestos subcommittee (.3); call with S. Karotkin re same (.1); conference J. Sharret re researching authority for estate-paid representative.	0.40	380.00
01/25/10	SHARRET, JENNIFER	Telephone conference with T. Swett re: status of asbestos representative (.3); emails with FTI and KL re: same (.1).	<u>0.40</u>	<u>202.00</u>
<b>TOTAL</b>			<b><u>79.40</u></b>	<b><u>\$37,814.00</u></b>

**SUMMARY OF SERVICES**

<b><u>TIMEKEEPER</u></b>	<b><u>TITLE</u></b>	<b><u>HOURS</u></b>	<b><u>AMOUNT</u></b>
GODMAN, JAMES P.	PARTNER	0.50	355.00
WARREN, CHARLES S	PARTNER	1.60	1,176.00
FEIN, MICHAEL	SPEC COUNSEL	7.50	5,175.00
FOLB, KERRI	ASSOCIATE	2.20	1,430.00
ROKEACH, TZVI	ASSOCIATE	0.30	199.50
SHARRET, JENNIFER	ASSOCIATE	<u>4.60</u>	<u>2,231.00</u>
<b>TOTAL</b>		<b><u>16.70</u></b>	<b><u>\$10,566.50</u></b>

**DETAIL OF SERVICES**

<b><u>DATE</u></b>	<b><u>TIMEKEEPER</u></b>	<b><u>DESCRIPTION</u></b>	<b><u>HOURS</u></b>	<b><u>AMOUNT</u></b>
10/26/09	WARREN, CHARLES S	Telephone Weil on Wilmington sale and mercury switches; messages on same.	0.80	588.00
10/28/09	WARREN, CHARLES S	Conference on Wilmington site sale.	0.30	220.50
11/16/09	SHARRET, JENNIFER	Review purchase agreement and telephone conference with E. Lederman re: Fisker sale.	0.30	145.50
11/17/09	SHARRET, JENNIFER	Review documents re: Fisker sale; emails with M. Fein re: same.	0.80	388.00
11/18/09	SHARRET, JENNIFER	Reviewing Fisker sale agreement and emails re: same.	0.40	194.00
11/19/09	SHARRET, JENNIFER	Analyzing Fisker sale agreement and reviewing mark-up of Fisker agreement re: environmental issues.	0.70	339.50
11/19/09	WARREN, CHARLES S	Review revisions to environmental provisions of Wilmington sale agreement; confer on revisions.	0.50	367.50
11/19/09	FOLB, KERRI	Review DE agreement; conf with Warren; comments on agreement	1.20	780.00
11/20/09	SHARRET, JENNIFER	Attention to Fisker sale.	0.20	97.00

GENERAL MOTORS CREDITORS COMMITTEE  
068000-00040 (OTHER ASSET SALES AND ANALYSIS)

March 17, 2010  
Invoice No. 541031

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<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
11/20/09	FEIN, MICHAEL	Review contract and prepare comments (2.0); telephone conferences w GM counsel and J. Sharret re issues (.5.).	2.50	1,725.00
11/21/09	FEIN, MICHAEL	Revise and circulate Fisker contract comments internally; review contract.	2.50	1,725.00
11/23/09	SHARRET, JENNIFER	Reviewing Michael Fein's comments on Fisker sale and follow-up re: same.	2.10	1,018.50
11/23/09	FOLB, KERRI	Call with J. Sharret; email re: comments to DE agreement; review FTI report, email to J. Sharret	1.00	650.00
11/24/09	FEIN, MICHAEL	Revise Fisker Contract comments; tcs and email w J. Sharret.	1.50	1,035.00
12/15/09	GODMAN, JAMES P.	Teleconfs/emails w/ K. Kopelman, M. Fein.	0.20	142.00
12/18/09	SHARRET, JENNIFER	Follow-up email re: Fisker sale	0.10	48.50
12/18/09	ROKEACH, TZVI	Meet with J. Godman and M. Fein re Fisker.	0.30	199.50
12/18/09	GODMAN, JAMES P.	Brief mtg/emails w/M. Fein, T. Rokeach re Fisker.	0.30	213.00
12/18/09	FEIN, MICHAEL	Emails and conf w T. Rokeach and J. Goodman re Fisker transaction and GM real estate docs.	<u>1.00</u>	<u>690.00</u>
<b>TOTAL</b>			<b><u>16.70</u></b>	<b><u>\$10,566.50</u></b>



**SUMMARY OF SERVICES**

<b><u>TIMEKEEPER</u></b>	<b><u>TITLE</u></b>	<b><u>HOURS</u></b>	<b><u>AMOUNT</u></b>
MAYER, THOMAS MOERS	PARTNER	0.20	186.00
CATON, AMY	PARTNER	0.70	476.00
ROGOFF, ADAM C	PARTNER	84.80	68,098.00
SHARRET, JENNIFER	ASSOCIATE	2.60	1,261.00
DANIELS, ELAN	ASSOCIATE	3.80	2,128.00
MACKSOUD, LAUREN M	ASSOCIATE	5.50	3,300.00
PLOTKO, GREGORY G	ASSOCIATE	<u>1.40</u>	<u>931.00</u>
<b>TOTAL</b>		<b><u>99.00</u></b>	<b><u>\$76,380.00</u></b>

**DETAIL OF SERVICES**

<b><u>DATE</u></b>	<b><u>TIMEKEEPER</u></b>	<b><u>DESCRIPTION</u></b>	<b><u>HOURS</u></b>	<b><u>AMOUNT</u></b>
10/01/09	MACKSOUD, LAUREN M	Internal meeting regarding status of case.	1.50	900.00
10/01/09	SHARRET, JENNIFER	GM internal meeting re: case status and plan issues and follow-up with R. Chaikin re: same re: gathering form documents.	1.60	776.00
10/02/09	ROGOFF, ADAM C	Attention to wind down issues, including recently filed pleadings and documents; emails and calls J. Smolinsky, S. Karotkin, A. Caton, L. Macksoud, J. Sharret and G. Plotko re: same.	1.20	954.00
10/08/09	ROGOFF, ADAM C	Attention to wind down issues, including recently filed pleadings and documents; emails and calls Smolinsky, Karotkin, A. Caton, L. Macksoud, J. Sharret and G. Plotko re: same.	2.60	2,067.00
10/09/09	MACKSOUD, LAUREN M	Internal meeting regarding case status.	1.50	900.00

GENERAL MOTORS CREDITORS COMMITTEE  
068000-00041 (WIND-DOWN ISSUES)

March 17, 2010  
Invoice No. 541031

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
10/09/09	ROGOFF, ADAM C	Attention to wind down issues, including recently filed pleadings and documents and REALM and ENCORE filings (1.4); emails and calls R. Berkovitch, A. Caton, L. Macksoud, J. Sharret and G. Plotko re: same. (1.4)	2.80	2,226.00
10/09/09	PLOTKO, GREGORY G	Review filings of REALM and ENCORE debtors; review schedules and motion to make orders applicable to other debtors.	1.40	931.00
10/13/09	MAYER, THOMAS MOERS	Emails to/from A. Caton re carve out of Treasury's priority and liens to exclude proceeds of litigation against banks.	0.20	186.00
10/14/09	ROGOFF, ADAM C	Attention to wind down issues, including recently filed pleadings and documents; emails and calls R. Berkovitch, A. Caton, J. Sharret and G. Plotko re: same.	2.30	1,828.50
10/15/09	CATON, AMY	Review FTI presentation and comments to same.	0.70	476.00
10/15/09	ROGOFF, ADAM C	Attention to wind down issues, including recently filed pleadings and documents (1.9); emails and calls R. Berkovitch, A. Caton, J. Sharret and G. Plotko re: same (1.0).	2.90	2,305.50
10/15/09	ROGOFF, ADAM C	Attention to dealer issues (.3).	0.30	238.50
10/15/09	SHARRET, JENNIFER	Review FTI case update deck.	0.60	291.00
10/16/09	ROGOFF, ADAM C	Attention to wind down issues, including recently filed pleadings and documents (1.6); emails and calls Lederman, R. Berkovitch, J. Sharret and G. Plotko re: same (1.1);	2.70	2,146.50
10/16/09	ROGOFF, ADAM C	Attention to dealer issues; telephone call w/ R. Berkovich re: same (.2).	0.20	159.00
10/19/09	ROGOFF, ADAM C	Attention to wind down issues, including recently filed pleadings and documents; emails and calls Lederman, R. Berkovitch, J. Sharret and G. Plotko re: same.	2.30	1,828.50
10/20/09	ROGOFF, ADAM C	Attention to wind down issues, including recently filed pleadings and documents; emails and calls Caton, R. Berkovitch, Sharret and Plotko re: same.	2.50	1,987.50
10/21/09	ROGOFF, ADAM C	Attention to wind down issues, including recently filed documents; emails and calls R. Berkovich, Lederman, J. Sharret and G. Plotko re: same.	2.10	1,669.50

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
10/21/09	MACKSOUD, LAUREN M	Confer with G. Plotko and J. Sharret regarding status of case (1.5); review relevant docket filings (1.0).	2.50	1,500.00
10/21/09	DANIELS, ELAN	Review Congressional Oversight report and prepare summary regarding same.	3.80	2,128.00
10/22/09	ROGOFF, ADAM C	Attention to wind down issues, including recently filed documents; emails and calls R. Berkovich, Lederman, J. Sharret and G. Plotko re: same.	2.10	1,669.50
10/23/09	ROGOFF, ADAM C	Focus on various wind down issues, including newly filed pleadings; emails and calls L. Macksoud, R. Berkovitch, J. Sharret and G. Plotko re: same.	2.20	1,749.00
10/26/09	ROGOFF, ADAM C	Attn to wind down issues, including newly filed pleadings; emails and calls L. Macksoud, J. Sharret and G. Plotko re: same.	2.40	1,908.00
10/27/09	ROGOFF, ADAM C	Attention to wind down issues, including newly filed motions; emails and calls A. Caton, L. Macksoud, J. Sharret and G. Plotko re: same.	2.10	1,669.50
10/28/09	ROGOFF, ADAM C	Attention to wind down issues, including new motions; emails and calls R. Berkovitch, Macksoud, Sharret and Plotko re: same.	2.20	1,749.00
10/29/09	ROGOFF, ADAM C	Call with J. Smolinsky re: New GM vs MLC issues; attention to same (.9). Attention to wind down issues, including new motions, statements and filings; emails and calls L. Macksoud, J. Sharret and G. Plotko re: same (2.2).	3.10	2,464.50
10/30/09	ROGOFF, ADAM C	Attention to wind down issues, including status of motions for next omni hearing; newly filed pleadings and statements; emails and calls L. Macksoud, J. Sharret and G. Plotko re: same.	2.40	1,908.00
10/30/09	SHARRET, JENNIFER	Conference with A. Rogoff re: docket and open items.	0.40	194.00
11/02/09	ROGOFF, ADAM C	Attn to wind down issues, including motions for next omni hearing; attn to recently filed court documents and motions; emails and calls J. Sharret, L. Macksoud, A. Caton and G. Plotko re: same.	2.20	1,749.00

GENERAL MOTORS CREDITORS COMMITTEE  
068000-00041 (WIND-DOWN ISSUES)

March 17, 2010  
Invoice No. 541031

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
11/03/09	ROGOFF, ADAM C	Attn to wind down issues, including status of matters scheduled for next omni hearing; review newly filed pleadings and statements; emails and calls L. Macksoud, J. Sharret and G. Plotko re: same and coordination regarding same; attn to asset abandonment issues.	2.60	2,067.00
11/04/09	ROGOFF, ADAM C	Attn to wind down issues, including status of matters scheduled for next omni hearing; attn to asset and contract rejection issues; review newly filed pleadings and statements; emails and calls L. Macksoud, J. Sharret and G. Plotko re: same and coordination regarding same.	2.20	1,749.00
11/05/09	ROGOFF, ADAM C	Attn to wind down issues, including bar date motion issues; recently filed documents and statements; emails and calls A. Caton, L. Macksoud, J. Sharret and G. Plotko re: same.	2.10	1,669.50
11/06/09	ROGOFF, ADAM C	Attn to issues re: wind down, including newly filed pleadings; emails and calls A. Caton, L. Macksoud, J. Sharret and G. Plotko re: same.	2.10	1,669.50
11/09/09	ROGOFF, ADAM C	Attn to wind down issues, including review of docket and filed objections; review contract rejection issues; emails and calls A. Caton, L. Macksoud, J. Sharret and G. Plotko re: same.	2.40	1,908.00
11/10/09	ROGOFF, ADAM C	Attn to status of various wind down issues and upcoming hearings; review new objections and pleadings; emails and calls L. Macksoud, J. Sharret and G. Plotko re: same and coordination regarding same.	2.40	1,908.00
11/11/09	ROGOFF, ADAM C	Attn to wind down issues, including status of pending motions and related matters; review newly filed objns and pleadings/statements; emails and calls L. Macksoud, J. Sharret and G. Plotko re: same and coordination regarding same.	2.30	1,828.50
11/12/09	ROGOFF, ADAM C	Attn to wind down issues, including pending hearings; focus on contract assignment and rejection objection issues; review filed pleadings and statements; emails and calls L. Macksoud, J. Sharret and G. Plotko re: same and coordination regarding same.	1.10	874.50
11/13/09	ROGOFF, ADAM C	Attn to wind down issues, emails L. Macksoud, J. Sharret and G. Plotko re: same.	0.50	397.50

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<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
11/16/09	ROGOFF, ADAM C	Attn to wind down issues, including this week's hearing; attn to contract issues; review newly filed court documents; emails and calls A. Caton, L. Macksoud, J. Sharret and G. Plotko re: same and coordination regarding same.	2.20	1,749.00
11/17/09	ROGOFF, ADAM C	Attn to wind down issues, including call Weil regarding assets disposition; emails J. Smolinsky regarding same; meeting J. Sharret regarding mobile contracts; review filed pleadings and statements; emails and calls L. Macksoud, J. Sharret and G. Plotko re: same and coordination regarding same.	2.30	1,828.50
11/18/09	ROGOFF, ADAM C	Attn to wind down issues and misc assets disposition; review filed pleadings and statements; emails and calls L. Macksoud, J. Sharret and G. Plotko re: same.	2.10	1,669.50
11/19/09	ROGOFF, ADAM C	Attn to wind down issues, including pending hearings; review newly filed statements; emails and calls L. Macksoud, J. Sharret and G. Plotko re: same and coordination regarding same.	0.80	636.00
11/20/09	ROGOFF, ADAM C	Attn to wind down issues, including pending hearings; review newly filed statements; emails and calls L. Macksoud, J. Sharret and G. Plotko re: same and coordination regarding same.	0.90	715.50
11/23/09	ROGOFF, ADAM C	Attn to wind down issues including status of asset sales and update reports for Committee; review newly filed document; emails and calls J. Sharret and A. Caton re: same.	1.20	954.00
11/24/09	ROGOFF, ADAM C	Attn to wind down issues including status of asset sales and update reports for Committee; review newly filed document; emails and calls J. Sharret and A. Caton re: same.	1.40	1,113.00
11/25/09	ROGOFF, ADAM C	Attn to wind down issues with focus on asset sales; review recently filed document; emails and calls J. Sharret, G. Plotko and A. Caton re: same.	1.10	874.50
11/30/09	ROGOFF, ADAM C	Attn to wind down issues including misc asset sales; review filed pleadings; emails and calls L. Macksoud, G. Plotko, J. Sharret and A. Caton re: same.	2.10	1,669.50

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<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
12/01/09	ROGOFF, ADAM C	Focus on wind down matters, including El-Mo and misc asset sales; review newly filed pleadings and documents; emails and calls L. Macksoud, J. Sharret and A. Caton re: same.	2.20	1,870.00
12/02/09	ROGOFF, ADAM C	Focus on wind down matters, including El-Mo, upcoming hearings, and misc asset sales; review pleadings and documents; emails and calls J. Sharret and L. Macksoud re: same.	1.60	1,360.00
12/03/09	ROGOFF, ADAM C	Attn to wind down issues and misc asset sales; attn to filed pleadings; emails and calls L. Macksoud, G. Plotko, J. Sharret and A. Caton re: same.	2.20	1,870.00
12/04/09	ROGOFF, ADAM C	Attn to wind down issues -- asset sales and contract matters; attn to new pleadings; various emails and mtgs L. Macksoud, J. Sharret and G. Plotko re: same.	1.80	1,530.00
12/07/09	ROGOFF, ADAM C	Cont attn to wind down issues -- asset sales and contract matters; review filed pleadings; various emails and mtgs J. Sharret and G. Plotko re: same.	1.60	1,360.00
12/08/09	ROGOFF, ADAM C	Cont attn to wind down issues -- asset sales and contract matters; review filed pleadings; various emails and mtgs J. Sharret and G. Plotko re: same.	1.10	935.00
12/09/09	ROGOFF, ADAM C	Internal mtgs re case status (1.5)	1.50	1,275.00
12/09/09	ROGOFF, ADAM C	Cont attn to wind down issues	0.20	170.00
12/10/09	ROGOFF, ADAM C	Review filed pleadings; various emails and mtgs J. Sharret and G. Plotko re: same.	<u>0.20</u>	<u>170.00</u>
<b>TOTAL</b>			<b><u>99.00</u></b>	<b><u>\$76,380.00</u></b>