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

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In re : Chapter 11 Case No.
: :
MOTORS LIQUIDATION COMPANY, *et al.*, : 09-50026 (REG)
f/k/a General Motors Corp., *et al.* : :
: :
Debtors. : (Jointly Administered)
: :
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**DECLARATION OF JAMES M. REDWINE ON BEHALF OF
MOTORS LIQUIDATION COMPANY IN SUPPORT OF THE
MOTION OF DEBTORS FOR ENTRY OF ORDER PURSUANT
TO 11 U.S.C. §§ 327(a) AND 330 AUTHORIZING THE DEBTORS TO AMEND
THE TERMS OF THEIR ENGAGEMENT WITH BROWNFIELD PARTNERS, LLC**

James M. Redwine declares as follows:

1. I am a vice president of Motors Liquidation Company (f/k/a General Motors Corporation) (“MLC”) located at 500 Renaissance Center, Suite 1400, Detroit, Michigan 48243. Among my other duties, I supervise all environmental remediation matters for MLC.

2. I submit this declaration (the “**Declaration**”) in support of the Motion of Debtors for Entry of Order Pursuant to 11 U.S.C. §§ 327(a) and 330 Authorizing the Debtors to Amend the Terms of Their Engagement with Brownfield Partners, LLC, dated March 5, 2010

(the “**Motion**”) [Docket No. 5207] and in response to inquiries made by the fee examiner appointed in MLC’s chapter 11 cases. Unless otherwise stated in this Declaration, I have personal knowledge of the facts set forth herein.

3. Brownfield Partners, LLC (“**Brownfield Partners**”) provides certain services to MLC and its affiliated debtors, as debtors in possession (collectively, the “**Debtors**”), necessary to achieve an appropriate resolution of environmental issues with respect to the Debtors’ owned properties. Resolution of these environmental issues continues to be a gating issue to the formulation and consummation of a chapter 11 plan.

4. The role of Brownfield Partners has been enlarging significantly since they first began work in mid-June 2009. Initially, they were engaged to provide advisory services with respect to certain individual sites and to provide what were thought to be more limited services in formulating the wind-down budget. Brownfield Partners now has been asked to act in the project management role regarding a much larger in scope remediation cost estimation process and to act as liaison with Federal and State agencies to assist in the negotiation of estimated environmental closure costs. As part of these services, Brownfield Partners will continue to establish vital relationships with regulatory officials negotiating targets for necessary appropriations for remediation.

5. In addition, Brownfield Partners now provides the following services:
- (i) manages in-person meetings with Federal and State regulators to define and clarify site redevelopment alternatives;
 - (ii) interfaces with United States Department of Justice lead consultant, the Brattle Group, responsible for evaluating remediation costs;

- (iii) builds essential relationships by participating in public meetings with various mayoral offices and city meetings;
- (iv) analyzes proposed site separation and subdivision documents to ensure material environmental issues are being properly considered and addressed; and
- (v) assists the Debtors and evaluates various issues with respect to the formulation and consummation of a chapter 11 plan.

6. As a result of the significant increase in Brownfield Partners' activities and responsibilities, they are now required to utilize a substantial portion of the senior human resources of the firm on a full-time basis to fulfill their duties. This has resulted in their inability to take on new projects and opportunities. Lost opportunities could be more lucrative as hourly billing typically makes up a small percentage of Brownfield Partners' assignments. Based on my work with Brownfield Partners since their initial engagement, it has become evident that this expansion of their engagement is vital to the ability of the Debtors to successfully and consensually resolve their chapter 11 cases.

7. Brownfield Partners' services are different from the services provided by the Debtors' two other retained environmental consultants, LFR Inc. ("LFR") and The Claro Group, LLC ("Claro Group"). LFR develops the appropriate technical engineering inputs for environmental remediation cost estimates. Claro Group focuses on the continued refinement of remediation cost estimates by applying sophisticated financial modeling techniques and macro-economic inputs to the cost data provided by LFR.

8. Pursuant to 28 U.S.C. 1746, I declare under penalty of perjury that the foregoing is true and correct.

Executed on: March 18, 2010

By:


James M. Redwine