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As Successor Indenture Trustee*

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

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

**JOINDER OF LAW DEBENTURE TRUST COMPANY OF NEW YORK,
AS SUCCESSOR INDENTURE TRUSTEE, TO OMNIBUS RESPONSE
OF WILMINGTON TRUST COMPANY AS INDENTURE TRUSTEE TO
FEE EXAMINER'S REPORT AND STATEMENT OF LIMITED OBJECTION
TO THE FIRST INTERIM FEE APPLICATIONS OF (A) KRAMER LEVIN
NAFTALIS & FRANKEL LLP; (B) BUTZEL LONG, A PROFESSIONAL
CORPORATION; AND (C) FTI CONSULTING, INC.**

TO: THE HONORABLE ROBERT E. GERBER,
UNITED STATES BANKRUPTCY JUDGE

Law Debenture Trust Company of New York ("Law Debenture"), as successor Indenture Trustee (the "Indenture Trustee") for the holders of seven (7) series of General Motors Corporation's bonds issued under various indentures, and as a member of the Official Committee of Unsecured Creditors (the "Committee") appointed in the above-captioned chapter 11 cases, by and through its undersigned counsel, hereby concurs with and joins (the "Joinder") the Omnibus Response of Wilmington Trust Company as Indenture Trustee to Fee Examiner's Report and

Statement of Limited Objection to the First Interim Fee Applications of (a) Kramer Levin Naftalis & Frankel LLP, (b) Butzel Long, a Professional Corporation, and (c) FTI Consulting, Inc. (the “Omnibus Response”), dated April 28, 2010 [D.I. 5634]. In support of the Joinder, the Indenture Trustee respectfully represents as follows:

BACKGROUND

1. On June 1, 2009, General Motors Corporation and certain of its affiliates filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code.

2. On June 3, 2009, the Office of the United States Trustee appointed Law Debenture, as Indenture Trustee, to the Committee, along with fourteen (14) additional Committee members.¹ Wilmington Trust Company (“WTC”) is the Committee’s chairperson.

3. Upon its formation, the Committee retained (a) the law firm of Kramer Levin Naftalis & Frankel LLP (“Kramer Levin”) as its counsel, (b) the law firm of Butzel Long, a Professional Corporation (“Butzel Long”), as its conflicts counsel, and (c) FTI Consulting, Inc. (“FTI,” and together with Kramer Levin and Butzel Long, the “Committee Professionals”) as its financial advisor.

4. On November 16, 2009, each of the Committee Professionals filed its respective first interim fee application.

5. On April 22, 2010, the Fee Examiner filed a Report and Statement of Limited Objection to the first interim fee applications filed by each Committee Professional.

6. On April 28, 2009, WTC filed the Omnibus Response.

¹ The Committee currently consists of nine (9) members, including WTC and Law Debenture.

JOINDER

7. Law Debenture hereby joins in the Omnibus Response, fully concurs with the factual statements and legal arguments set forth therein, and incorporates them herein by reference.

WHEREFORE, for the reasons set forth in the Omnibus Response, the Indenture Trustee respectfully requests that the Court (a) award and allow the compensation and reimbursement requested by the Committee Professionals in full, subject to any adjustments to which the Committee Professionals may agree, and (b) grant such other and further relief as is just and proper.

Dated: April 28, 2010
New York, New York

Respectfully submitted,

KELLEY DRYE & WARREN LLP

By: /s/ Kristin S. Elliott
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*Counsel for Law Debenture Trust Company of New York,
As Successor Indenture Trustee*

CERTIFICATE OF SERVICE

On April 28, 2010, the *JOINDER OF LAW DEBENTURE TRUST COMPANY OF NEW YORK, AS SUCCESSOR INDENTURE TRUSTEE, TO OMNIBUS RESPONSE OF WILMINGTON TRUST COMPANY AS INDENTURE TRUSTEE TO FEE EXAMINER'S REPORT AND STATEMENT OF LIMITED OBJECTION TO THE FIRST INTERIM FEE APPLICATIONS OF (A) KRAMER LEVIN NAFTALIS & FRANKEL LLP; (B) BUTZEL LONG, A PROFESSIONAL CORPORATION; AND (C) FTI CONSULTING, INC.* was filed and served upon the parties receiving CM/ECF notice through this Court's CM/ECF System.

/s/ Kristin S. Elliott
Kristin S. Elliott