

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

----- X  
:   
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)  
:   
----- X **Related Docket No.** \_\_\_\_\_

**ORDER AUTHORIZING THE EMPLOYMENT AND RETENTION  
OF BATES WHITE, LLC AS THE COMMITTEE’S CONSULTANT  
ON THE VALUATION OF ASBESTOS LIABILITIES  
NUNC PRO TUNC TO MARCH 16, 2010**

Upon the Application of the Official Committee of Unsecured Creditors of Motors Liquidation Company for Entry of an Order Authorizing the Employment and Retention of Bates White, LLC as the Committee’s Consultant on the Valuation of Asbestos Liabilities *Nunc Pro Tunc* to March 16, 2010 (the “**Application**”); and upon the Declaration of Dr. Charles Bates (the “**Bates Declaration**”), a member of Bates White, LLC (“**Bates White**”) in support of the Application; and the Court being satisfied, based on the representations made in the Application and the Bates Declaration, that Bates White neither represents nor holds any interest adverse to the Debtors and their estates with respect to the services described in the Application; that its employment is necessary and in the best interests of the Committee and the Debtors’ estates; and sufficient cause appearing therefor, it is hereby

1. ORDERED that the Application is granted; and it is further
2. ORDERED that, in accordance with sections 328 and 1103 of the Bankruptcy Code and Bankruptcy Rules 2014(a) and 2016, the Committee is authorized

to retain and employ Bates White as its consultant for the purpose of providing valuation of asbestos liabilities for the Committee in connection with the Debtors' chapter 11 cases in accordance with the terms specified in the Application and the engagement letter attached thereto, *nunc pro tunc* to March 16, 2010; and it is further

3. ORDERED that Bates White shall be compensated in such amounts as may be allowed by the Court upon the filing of appropriate applications for allowance of interim or final compensation in accordance with the procedures set forth in sections 328, 330 and 331 of the Bankruptcy Code, the applicable Federal Rules of Bankruptcy Procedure, the rules of this Court, and such other procedures has have been or may be established by order of this Court.

Dated: April 30, 2010  
New York, New York

*s/ Robert E. Gerber*  
Honorable Robert E. Gerber  
United States Bankruptcy Judge